

## NOTICE

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the members of **AD-MANUM FINANCE LIMITED** will be held on Thursday the 25<sup>th</sup> day of September, 2014 at Hotel Surya 5/5 Nath Mandir Road, Indore-452001(M.P.) at 11:00 A.M. to transact the following businesses:

### ORDINARY BUSINESS BY ORDINARY RESOLUTION:

1. To receive consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 and the Statement of Profits and Loss and Cash Flow for the year ended 31<sup>st</sup> March, 2014, and the report of the Board of Directors' and Auditor's thereon:
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Jayanta Nath Choudhury (DIN 00136766) who is liable to retire by rotation and being eligible, offers himself for the re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** subject to the provisions of section 139 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Mahendra Badjatya & Co., Chartered Accountants (ICAI Firm Registration No. 001457C), the retiring Auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty First AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board."

### SPECIAL BUSINESSES:

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of sections 160 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, Mrs. Dolly Choudhury (DIN- 06935952), who was appointed as an Additional Director pursuant to the provisions of section 160 of the Companies Act, 2013 by the Board w.e.f. 31<sup>st</sup> July, 2014 to hold the office of the Director till the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her as a candidate for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, CA Aseem Trivedi (DIN- 01244851), who was holding positions of the Independent Directors and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31<sup>st</sup> March, 2019 and he will not be liable to retire by rotation.”

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Mr. Devi Prasad Kori (DIN- 00045069), who was holding positions of the Independent Directors and also liable to retire by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31<sup>st</sup> March, 2019 and he will not be liable to retire by rotation.”

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, CA Vishnu Gupta (DIN- 01416704), who was holding positions of the Independent Directors and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31<sup>st</sup> March, 2019 and he will not be liable to retire by rotation.”

9. To, Consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

**“RESOLVED THAT** as recommended by the Nomination and Remuneration Committee of the Board and pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for appointment of Mr. Jayanta Nath Choudhury (DIN- 00136766), as the Whole-time Director and designated as the Director In-Charge of the Company for a period of 2 years w.e.f. 1<sup>st</sup> day of Oct., 2014 on the following terms and condition.

**Salary** of Rs. 1,25,000/- (One Lac Twenty Five Thousand only) per month.

**Performance Bonus** of 1% on Net Profit as calculated under section 198 of Companies Act, 2013 as part of Remuneration in addition to his monthly salary.

**Perquisites**

Leave travel allowance: Expenses incurred for self and family in accordance with the Rules of the Company.

**NOTE:** For the purpose of perquisites stated in Category "A" above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

**Allowances exempted from the limits prescribed under the schedules:**

1. Employers Contribution to PF: As per the Rules of the Company.
2. Gratuity: As per rules of the Company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
3. Leave encashment: up to 30 days salary for every one year completed service as per the rules of the Company.

Provided that the above said perquisites shall not be counted for the purpose of calculation of the remuneration payable to the Whole-time Director.

**Facilities to perform the companies work:**

1. **Car:** The Company shall provide car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.
2. **Telephone, Internet & Cell:** Free use of telephone, internet at her residence and Cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company to the Whole-time Director.

**FURTHER RESOLVED THAT** in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Choudhury shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during her tenure.

**FURTHER RESOLVED THAT** there shall be clear relation of the Company with Mr. Choudhury as "the Employer-Employee" and each party may terminate the above said appointment with six months notice in writing or salary in lieu thereof.

**RESOLVED FURTHER THAT** Mr. Choudhury Whole-time Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by her in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior, Executives of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to hold the increments, decide break up of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

10. To, Consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

**"RESOLVED THAT** as recommended by the Nomination and Remuneration Committee of the Board and pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for appointment of Mrs. Dolly Choudhury (DIN-06935952), as the Whole-time Director of the Company for a period of 2 years w.e.f. 31<sup>st</sup> July, 2014 on the consolidated salary of Rs. 45,000/- P.M.

**FURTHER RESOLVED THAT** in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mrs. Choudhury shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during her tenure.

**FURTHER RESOLVED THAT** there shall be clear relation of the Company with Mrs. Choudhury as "the Employer-Employee" and each party may terminate the above said appointment with six months notice in writing or salary in lieu thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to hold the increments, decide break up of the remuneration within the

above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

Place: Indore

Date: 31.07.2014

AD-MANUM FINANCE LTD.

CIN: L52520MP1986PLC003405

REGISTERED OFFICE

AGARWAL HOUSE,

GROUND FLOOR

5-YESHWANT COLONY

INDORE-452003 (MP)

For and on Behalf of the Board

  
**Vinod Kumar Agarwal**  
**Managing Director**  
**(DIN-00136613)**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.
3. A member holding more than ten percent of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is given below and forms part of the Notice.
5. Register of Members and Share Transfer Book of the company shall remain closed from 22<sup>nd</sup> September, 2014 to 25<sup>th</sup> September, 2014 (Both days inclusive).
6. The Members are requested to:
  - a) Intimate changes, if any, in their registered addresses immediately.
  - b) Quote their ledger folio number in all their correspondence.
  - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - d) Bring their Annual Report and attendance slip with them at the AGM venue.
  - e) Send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company.
7. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Directors.
8. Members are requested to notify immediately any change in their address and E-mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.).

9. Electronic copy of the Annual Report is being sent to the members whose E-mail IDs are registered with the Company /Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
10. Members may also note that the Annual Report for FY 2013-14 will also be available for downloading on Company's website [www.admanumfinance.com](http://www.admanumfinance.com).
11. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting needs to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday, between 11:00 A.M and 1:00 P.M upto the date of the meeting.
13. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the office of the Company well in advance that the same are received at least Ten days before the date of the meeting to enable the Management to keep the information readily available at the meeting to the best extent possible.
14. Members are requested to bring at the meeting with them the printed Annual Accounts & Reports being sent to them along with the notice to avoid inconvenience.
15. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folios and send the relevant share certificates to the Company or to their concern depository.
17. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their D-Mat accounts. Members holding shares in physical form can submit their PAN to the company.
18. The Ministry of Corporate Affairs (MCA) has taken a "**Green Initiative in Corporate Governance**" recently, allowing paperless compliances by companies and has issued a circular to this effect stating that the service of documents/ notices of the Company can be made through electronic mode.  
With a view to participate in the initiative, we request you to provide your e-mail address, if you wish to receive the documents/ notices etc. through electronic mode.
19. Shareholders who have not yet claimed/ encashed their Dividend Warrants are advised to take steps to realize the same.  
**"The dividend for the year 2006-07, will be statutorily transferred by the Company to the Investor Education and Protection fund (IEPF) and the due date for such transfer is 02<sup>nd</sup> November 2014."**
20. Particulars and brief profiles of the Directors seeking appointment/re-appointment as required under the listing agreement has been appended with the notice.

**21. Voting through electronic means:**

Pursuant to the provisions of section 108 of the companies act, 2013, Rule 20 and 21 of companies (management and administration) Rules, 2014 and clause 35B of the listing agreement, the company is pleased to provide members facility to exercise their right to vote at

the Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

**Instructions for shareholders voting through electronic means:**

**1. Voting through electronic means**

- i. The e-voting period begins on Saturday, September 20, 2014 from 9.00 A.M. to 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25<sup>th</sup> July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii. Click on "Shareholders" tab.
- iv. Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

|                       | <b>For Members holding shares in Demat Form and Physical Form</b>   |
|-----------------------|---|
| PAN                   | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| DOB                   | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>  |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company</li> </ul>   |

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|--|---|
|  | please enter the number of shares in the Dividend Bank details field. |
|--|---|

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <company name> on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- (B) The voting period begins on Saturday, September 20, 2014 from 9.00 A.M. to 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25<sup>th</sup> July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other Instructions:**

- (i) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 25<sup>th</sup> July 2014.
- (ii) Dr. Dilip Kumar Jain, Practising Company Secretary (FCS 3565, C.P.No.2382) of M/s. D.K. Jain & Co., Practicing Company Secretaries, 401-402, Silver Arch Plaza, Janjirwala Square, 20/1, New Palasia, Indore (M.P.) 452001, has been appointed as the Scrutinizer to conduct the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (iii) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and submit a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company
- (iv) The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.admanumfinance.com](http://www.admanumfinance.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the resolutions at the AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

**DETAILS OF THE DIRECTORS & CEO SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING**

| Name of Directors                                   | Mr. J.N. Choudhury  | Mrs. Dolly Choudhury | Mr. D.P.Kori  | CA Aseem Trivedi                            | CA Vishnu Gupta                          |
|---|---------------------|----------------------|---|---|--|
| Date of Birth                                       | 03/11/1962          | 01/07/1971           | 18/03/1965  | 15/07/1971                                  | 01/02/1967                               |
| Date of Appointment                                 | 01/07/2002          | 31/07/2014           | 30/07/2005  | 01/04/2004                                  | 01/04/2004                               |
| Expertise / Experience in specific functional areas | Finance & Marketing | Finance              | Accounts & Taxation   | Education, Accounts, Auditing and Finance   | Accounts, Taxation, Auditing and Finance |
| Qualification                                       | B. Sc., MIBM, MBA   | B.Sc. MA., B. Ed.    | M.Com.  | CA  | CA                                       |
| No. & % of Equity Shares held                       | 100                 | Nil                  | Nil   | Nil   | Nil                                      |
| List of outside Company's Directorship held         | Nil                 | Nil                  | 1. Nakhrali Dhani Hotels Pvt. Ltd.<br>2. Chameli Devi Flour Mills Pvt. Ltd. | Highbrow Mentor Learning Solution Pvt. Ltd. | Falodi Corporate Consultant Pvt. Ltd.    |

|   |   |     |  |   |   |
|---|---|-----|--|---|---|
| Chairman / Member of the Committees of the BOD of the Company                             | Corporate Social Responsibility Committee | Nil | 1. Audit Committee<br>2. Stake Holder Relationship Committee.<br>3. Nomination and Remuneration Committee<br>4. Corporate Social Responsibility Committee. | 1. Audit Committee<br>2. Stake Holder Relationship Committee.<br>3. Nomination and Remuneration Committee | 1. Audit Committee<br>2. Stake Holder Relationship Committee.<br>3. Nomination and Remuneration Committee |
| Chairman / Member of the Committees of the BOD of other Companies in which he is Director | Nil                                       | Nil | Nil  | Nil   | Nil   |

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 4:**

This explanatory statement is provided though strictly not required as per section 102 of the Act. M/s Mahendra Badjatiya & Co., Chartered Accountants (ICAI Firm Registration No.001457C), Indore have been the Auditors of the Company since more than 5 years.

As per the provisions of section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Companies Act, 2013 to comply with this requirement. In view of the above, M/s Mahendra Badjatiya & Co., Chartered Accountants, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 30<sup>th</sup> May, 2014 proposed the re-appointment of M/s Mahendra Badjatiya & Co., Chartered Accountants as the statutory auditors for a period of three years up to the conclusion of the 31<sup>st</sup> Annual General Meeting to be held in the calendar year 2017 and to hold office from the conclusion of this AGM (subject to ratification of their appointment at every AGM).

The Board recommends the Resolution as set out at Item No. 4 for approval by the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are concerned or interested in any manner in the Resolution.

**Item No. 5 & 10:**

As per the provisions of section 149(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing