



AMIT INTERNATIONAL LIMITED

ANNUAL REPORT
2013 - 2014

DIRECTORS

KIRTI J. DOSHI (Chairman & Mg. Director)
ASHWIN CHHATBAR
DINESH SHAH
OSWALD DESOUZA

BANKERS

INDIAN BANK
NEPEAN SEA ROAD BRANCH
98, NEPEAN SEA ROAD,
MUMBAI - 400 006.

AUDITORS

M/S. VINOD S. MEHTA & CO.

REGISTERED OFFICE

403-A, DALAMAL CHAMBERS, 4TH FL
29, NEW MARINE LINES,
MUMBAI - 400 020.

**REGISTRARS & SHARE
TRANSFER & AGENTS**

UNIVERSAL CAPITAL SECURITIES PV
21 SHAKIL NIWAS, MAHAKALI CAVES
ANDHERI (EAST), MUMBAI - 400 093.
TEL.: 2825 7641, FAX - 2836 6620

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTYTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON TUESDAY, 30TH SEPTEMBER, 2014 AT RAJHANS HOTEL, M. G. ACHARYA MARG, MUMBAI 400 071, AT 09.45 A.M., TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To consider and adopt Audited financial statement as at March 31, 2014, and statement of Profit & Loss account for the year ended on March 31, 2014 and Directors' Report and Auditors Report thereon.
2. Appointment of Auditors for F.Y.2014-2015

To appoint auditors and to fix their remuneration, and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED THAT Vinod S. Mehta & Co. Chartered Accountants, be and are hereby re-appointed as auditors of the company, to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the company on such remuneration as fixed by the board of directors.

SPECIAL BUSINESS APPOINTMENT OF MR. KIRTI DOSHI AS MANAGING DIRECTOR

3. To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Kirti Doshi as Managing Director of the Company for a period of three years with effect from September 30, 2014.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to pay a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) per month to Mr. Kirti Doshi, Managing Director of the Company, the details of which are given in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Kirti Doshi, Managing Director, including the components of the above mentioned remuneration payable to him subject to the overall ceiling of 75,000/- (Rupees Seventy Five Thousand only) per month."

4. Appointment of Mr. Vikesh Ganatra as Director

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Vikesh Ganatra (DIN 06891477), who was appointed with effect from 11.07.2014 as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member as required u/s 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a non Executive Independent Director of the Company.

- 5 Appointment of Mr. Rajendra Shah as Director

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. , Non Executive Director (DIN 06891485), who was appointed with effect from 11.07.2014 as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member as required u/s 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a Non Executive Independent Director of the Company,

- 6 Appointment of Mr. Ashwinkumar Chhatbaras an Independent Director of the Company. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, and as per clause 49 of the Listing Agreement as amended from time to time, Mr. Ashwinkumar Chhatbar (DIN 02553702), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for 5 years with effect from 30.09.2014 and shall not be liable to retire by rotation."

- 7 Appointment of Mr. Dinesh Shah as an Independent Director of the Company. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, and as per clause 49 of the Listing Agreement as amended fromtime to time, Mr. Dinesh Shah(DIN 02664223), a non-executive Director of the Company, who has submitteda declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office from the conclusion of this Annual General Meeting for 5 years with effect from 30.09.2014 and shall not be liable to retire by rotation."

- 8 Adoption of newly substituted Articles of Association of the Company containing regulations in line With the Companies Act, 2013

To consider adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013, and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Section14 and all other applicable provisions of the Companies Act, 2013 read with Companies Incorporation Rules, 2014 (statutory modification (s) or

re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

- 9 To give borrowing powers to the Board of Directors of the Company to 150 Crore. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of 180(1)(c) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time) and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee which the Board may constitute, to exercise its powers, including the powers conferred by this resolution), to borrow any sum(s) of money from time to time, at its discretion, for the purpose of the business of the Company, which together with the monies already borrowed and remaining outstanding (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed at any point of time, the aggregate of its paid-up share capital and free reserves (that is to say, reserves which are available for distribution as dividend) by a sum not exceeding Rs.150 crores (Rupees One Hundred and Fifty Crores Only);

- 10 Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the Company and further issue covenants for negative pledges/lien etc. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company and other applicable provisions of the said Act, if any, and the Memorandum of association and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the creation, by the Board of Directors of the Company from time to time, of such mortgages, charges, liens, hypothecation, assignment, transfer and/or other securities in addition to the mortgages, charges, liens, hypothecation, assignment, transfer and/or other securities already created by the Company, on such terms and conditions as the Board in its sole discretion may deem fit, on Company's assets and properties, both present and future, whether movable or immovable, including whole or substantially the whole of the Company's undertaking(s) in favour of Lenders as may be agreed to by the Board for the purpose of securing the repayment of any loans / financial assistance / other borrowings, subject to maximum amount of Rs.150 Crore (Rupees One Fifty Crore only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions, agreements, deeds and documents for creating such mortgage, charge, lien, hypothecation, assignment, transfer and / or other securities and to do all such acts, things and deeds as may be required to give effect to this resolution."

REGISTERED OFFICE

A/403, Dalamal Chambers,
New Marine Lines,
Mumbai - 400020

BY ORDER OF THE BOARD
DATED : 01.09.2014 CHAIRMAN

re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

- 9 To give borrowing powers to the Board of Directors of the Company to 150 Crore. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of 180(1)(c) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time) and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee which the Board may constitute, to exercise its powers, including the powers conferred by this resolution), to borrow any sum(s) of money from time to time, at its discretion, for the purpose of the business of the Company, which together with the monies already borrowed and remaining outstanding (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed at any point of time, the aggregate of its paid-up share capital and free reserves (that is to say, reserves which are available for distribution as dividend) by a sum not exceeding Rs.150 crores (Rupees One Hundred and Fifty Crores Only);

- 10 Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the Company and further issue covenants for negative pledges/lien etc. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company and other applicable provisions of the said Act, if any, and the Memorandum of association and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the creation, by the Board of Directors of the Company from time to time, of such mortgages, charges, liens, hypothecation, assignment, transfer and/or other securities in addition to the mortgages, charges, liens, hypothecation, assignment, transfer and/or other securities already created by the Company, on such terms and conditions as the Board in its sole discretion may deem fit, on Company's assets and properties, both present and future, whether movable or immovable, including whole or substantially the whole of the Company's undertaking(s) in favour of Lenders as may be agreed to by the Board for the purpose of securing the repayment of any loans / financial assistance / other borrowings, subject to maximum amount of Rs.150 Crore (Rupees One Fifty Crore only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions, agreements, deeds and documents for creating such mortgage, charge, lien, hypothecation, assignment, transfer and / or other securities and to do all such acts, things and deeds as may be required to give effect to this resolution."

REGISTERED OFFICE

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BY ORDER OF THE BOARD
DATED : 01.09.2014 CHAIRMAN

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

As required by section 102 of the Companies Act, 2013 (Act), the following statement sets out all material facts relating to the business mentioned under Item Nos.3 to 9 of the accompanying Notice:

Item No. 3

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Mr. Kirti Doshi, aged 62 years, is a Promoter and Director of the Company and having over 30 years experience in Import Export & Trading. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Kirti Doshi should be available to the Company for a further period of three years with effect from September 30, 2014.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company and recommendation of the Remuneration Committee, the Board and the Board of Directors have, at their meeting held on July 15, 2014, appointed him as Managing Director of the Company for a further period of three years with effect from September 30, 2014 on the current remuneration of 75,000/- (Seventy Five only) per month. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

Item No.4 & 5

Mr. Vikesh Ganatra (DIN 06891477) and Rajendra Shah (DIN 06891485), who were appointed with effect from 11.07.2014 as an Additional Director of the Company and holds office upto the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member as required u/s 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a Non Executive Director of the Company, liable to retire by rotation.

The detailed profile of Mr. Vikesh Ganatra and Rajendra Shah, Directorship position held by him in other companies is included separately in this Notice.

The Board of Directors has recommended the appointment of these directors as Non Executive Directors up to the conclusion of the next annual general meeting of the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested,

financially or otherwise, in the Ordinary Resolution set out at Item No. 3&4 of the Notice.

The Board commends the Ordinary resolution set out at Item No. 3&4 of the Notice for approval by the shareholders.

Item No.6 & 7

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Ashwinkumar Chhatbar and Mr. Dinesh Shah, as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Board of Directors has recommended the appointment of these directors as Independent Directors for 5 years with effect from 30.09.2014.

Mr. Ashwinkumar Chhatbar and Mr. Dinesh Shah, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 & 6 of the Notice.

The Board commends the Ordinary resolution set out at Item No. 5&6 of the Notice for approval by the shareholders.

Item No.8

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 1, 2013, the Ministry of Corporate Affairs ("MCA") has notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring the provisions which require sanction / confirmation of the National Company Law Tribunal ("NCLT") such as variation of rights of holders of different classes of shares (Section 48), reduction of share

capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor

Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 8 of the Notice.

The Board commends the Ordinary resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Item No. 9

Consent of the shareholders is to be obtained u/s 180(c) of the Companies Act 2013, by way of a Special Resolution, to the Board of Directors of the Company for borrowing money(ies) in excess of the aggregate of the paid up capital and free reserves of the Company upto a sum of ₹ 150 crores (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business). Further, with the business operations growing and the expected growth in the activities and operations of the Company, to enable the Board of Directors of the Company to borrow money(ies) upto a sum of ₹ 150 Crore (Rupees One Fifty Crore only). With the passing of the Companies Act, 2013 with effect from April 01, 2014, the members have to accord approval for the limit upto which the borrowings can be made by the Board of Directors only by way of a Special Resolution in terms of Section 180(1)(c) of the Companies Act, 2013. As per the clarifications issued by the Ministry of Corporate Affairs dated March 25, 2014, the Board of Directors are allowed to exercise their powers of borrowings and / or Creation of Security on assets of the Company within the limits prescribed by the members, as if the approval is accorded by way of Special Resolution.

In view of the above and in order to comply with the requirements under Section 180(1)(c) of the Companies Act, 2013, consent of the members is

sought through the resolution(s) proposed at agenda No.8 by way of a Special Resolution to enable the Board of Directors of the Company to borrow money(ies) upto a sum of ₹ 150 Crore (Rupees One Fifty Crore only).

Your Directors therefore, recommend the passing of the resolution proposed at Agenda No.8 of the Notice.

No Director or any key managerial personnel or the relatives of the directors or key managerial personnel is in any way concerned or interested, financially or otherwise, in the said resolution.

Item No. 10

As per Section 180(1)(a) of the Companies Act, 2013 and any other applicable provisions, if any, of the Companies Act, 1956 to mortgage and/or to create charge on all or any of the assets and properties immovable and movable, including undertaking(s) of the Company and further to issue covenants for negative pledges/ negative liens in respect of the said assets and properties and for the purpose, to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and further to execute the required documents including powers of attorney in favour of all the lenders as and by way of security for the due repayment of sums of money together with interest or other money(ies) due thereon, if any, such borrowings within the overall limits of the borrowing powers of the Board of Directors. With the passing of Companies Act, 2013 with effect from April 01, 2014 and in terms of the requirement u/s.180(1)(a) of the said Act, the above said authorisation(s)/consent by the members of the Company are to be made to the Board of Directors by means of a Special Resolution, which shall be within the overall limits of the borrowing powers of the Board of Directors of the Company as determined from time to time by the shareholders pursuant to Section 180(1)(c) of the Companies Act, 2013 or any other applicable provisions, if any of the Companies Act, 2013.

As per the clarifications issued by the Ministry of Corporate Affairs dated March 25, 2014, the Board of Directors are allowed to exercise their powers of borrowings and / or creation of security on assets of the Company within the limits, as if the approval is accorded by way of Special Resolution.

Your Directors therefore, recommend the passing of the resolution proposed at Agenda No.9 of the Notice.

No Director or any key managerial personnel or the relatives of the directors or key managerial personnel is in any way concerned or interested, financially or otherwise, in the said resolution.

REGISTERED OFFICE

A/403, Dalamal Chambers,
New Marine Lines,
Mumbai - 400020

DATED : 01.09.2014

BY ORDER OF THE BOARD
CHAIRMAN

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 FORTY-EIGHT 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. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
 3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
 - a. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 - b. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
 - c. The Securities and 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 demat accounts. Members holding shares in physical form can submit their PAN to the Company / Universal Capital Securities Pvt. Ltd (name of the Registrar)
 - d. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
 4. The Register of Members and the Transfer Book of the Company will remain closed from 22.09.2014 to 30.09.2014 (both days inclusive.)
 5. Members / Proxies should bring attendance slip duly filled in for attending the meeting. Members are also requested to bring their copies of Annual Report.
 6. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form.
 7. Members seeking any information with regard to accounts are requested to write to the company at least one week in advance so as to enable the management to keep the information ready.
 8. E-Voting : As per Sections 107 and 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, facility is provided to the Shareholders for e-Voting through CDSL to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the 20th AGM dated 27.08.2014. The detailed process, instructions and manner for availing e-Voting facility is shown hereunder:
 9. The Company has fixed 22.08.2014 2014 as a cut-off date to record the entitlement of the Shareholders to cast their votes electronically at the 20th AGM.
- The instructions for members for voting electronically are as under:-**
- In case of members receiving e-mail:**
- (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) Members who have not up to dated of their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the Folio number is less than 8 digit 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 Rajesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	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
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date 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 reach directly 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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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 22.09.2014 (10.00 a.m.) and ends on 24.09.2014 (06.00 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 22.08.2014, 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) Details of Scrutinizer
Kunjal Dalal, 205, Pawanhans Complex, B/h Chamunda Restaurant, Sub-Jail Char Rasta, Ring Road, Surat 395 002.