ANUP MALLEABLES LIMITED

Regd. Office: 46B, Rafi Ahmed Kidwai Road, 2nd Floor, Kolkata- 700 016
Phone No.: (033) 30224544; **E-mail:** sharma@anupmalleables.com
CIN: L27310WB1981PLC033923

NOTICE CALLING ANNUAL GENERAL MEETING

Notice is hereby given that 34th Annual General Meeting ("AGM") of the shareholders of the Company will be held on Monday, the 21st of September, 2015 at 46B, Rafi Ahmed Kidwai Road, 2nd Floor, Kolkata- 700 016, at 12.30 P.M. to transact the following businesses:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the company for the year ended 31st March, 2015, including the audited Balance Sheet as at March 31st, 2015, the statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.

2. To consider and if thought fit to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modifications or re-enactments thereof M/s. Ashok Kedia & Company, Chartered Accountant, having Firm's Registration No. 323330E be and they are hereby appointed as the Statutory Auditors of the Company with effect from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held next thereafter on a remuneration to be fixed by the Board of Directors."

AS SPECIAL BUSINESS:
As an Ordinary Resolution:

To consider and if thought fit to pass with or without modification the following Resolutions as Ordinary Resolution:

3. "RESOLVED THAT pursuant to Section 149, 150 and 152 of the Companies Act, 2013 read with Clause IV of Schedule IV of the Companies Act, 2013, other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modifications or re-enactments there of Mr. Navin Kumar Tulsyan (DIN: 00304819), a non- executive Director of the Company whose period of office is liable to retirement by rotation be and he is hereby appointed as an Independent Director of the Company and he shall hold office for a term of five consecutive years from the date of this Annual General Meeting or till the date of the 38th Annual General Meeting whichever is earlier."

4. "RESOLVED THAT pursuant to Section 149, 150 and 152 of the Companies Act, 2013 read with Clause IV of Schedule IV of the Companies Act, 2013, other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modifications or re-enactments thereof Mrs. Nikeeta Agarwalla (DIN: 05155503), a non- executive Director Director of the Company whose period of office is liable to retirement by rotation be and he is hereby appointed as an Executive Director of the Company and he shall hold office for a term of five consecutive years from the date of this Annual General Meeting or till the date of the 38th Annual General Meeting whichever is earlier."

AS SPECIAL BUSINESS:
As an Special Resolution:

5. "RESOLVED in supersession of the Resolution passed under Section 293(1)(d) of the Companies Act, if any, and pursuant to Section 180(1)(c) of the Companies Act, 2013, other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modifications or re-enactments thereof that the Board of Directors of the Company be and they are hereby authorised and empowered to borrow money in excess of the aggregate of the paid up capital and free reserves of the Company provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, shall not be in excess of Rs. 300 Crores (Rupees Three Hundred crores only).

   RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorized to do or cause to be done in the name and at the cost of the Company all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution."

6. "RESOLVED THAT in supersession of the earlier resolution passed under Section 293(1)(a) of the Companies Act, 1956, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), (including any statutory modification or re-enactment thereof for the time being in force), and Articles of Association of the Company, consent of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any person(s) authorised and/or any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to create mortgage(s) and/or charge(s) and/or hypothecation(s) or other encumbrances, in addition to the mortgage(s)/charge(s)/hypothecation(s) already created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on all or any of the movable and/or immovable assets of all kinds, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the whole or any part of the business and concern of the Company in certain events of default by the Company, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company and/or its subsidiary companies availed/to be availed by way of loan(s) (in foreign currency or Indian rupee) and securities

   (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company and/or its subsidiary companies, from time to time, subject to maximum amount of Rs.300 Crores (Rupees Three Hundred Crores Only), together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s)/trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company and/or subsidiary companies in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into/to be entered into between the Company and/or subsidiary companies and the lender(s) / agent(s) / trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof duly empowered and the lender(s) / agent(s) / trustee(s).

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents, deeds, writings, papers and agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid."

7. To consider and, if thought fit pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any of the Companies Act,2013 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of the Company to enter into contracts and/or/ agreements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing off, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or any other transaction of whatever nature with related parties.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper expedient or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution"

8. **ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTERS/ PROMOTER GROUP AND PUBLIC INVESTORS NOT FORMING PART OF THE PROMOTER GROUP OF THE COMPANY:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in accordance with the provisions of section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto (the "**SEBI (ICDR) Regulations, 2009**") as in force, and subject to the Regulations/Guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreements entered into by the Company with the Stock Exchange where the equity shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchange and any other relevant statutory, governmental authorities or departments, institutions or bodies ("**Concerned Authorities**") in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, for cash, up to 41,66,667 (Forty One Lacs Sixty Six Thousand Six Hundred Sixty Seven) equity shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company to Promoters/ Promoter Group and Public Investors not forming part of the Promoter Group of the Company, on Preferential Basis at a price of Rs. 30/- (Rupees Thirty Only) including a premium of Rs. 20/- (Rupees Twenty Only) per equity share, aggregating to Rs. 12,50,00,010/- (Rupees Twelve Crores Fifty Lacs and Ten Only), or at such higher prices as may be determined in compliance with Chapter VII of the SEBI (ICDR) Regulations, 2009, and on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit to the following entities as mentioned below:

Sl. No.	Name	Quantity	Allottee is QIB / MF / FI / Trust / Banks/ Others
1	Ayush Agarwalla	747,083	Others
2	Suyash Khaitan	421,075	Others
3	Dhansar Engg. Co. Pvt Ltd	16,91,125	Others
4	Alexy Tradecon Pvt. Ltd	3,33,825	Others
5	SRD Credit Pvt Ltd	310,767	Others
6	Gurupriya Housing Pvt Ltd	332,792	Others
7	Sita Devi	45,000	Others
8	Chandan Kumar Agarwal HUF	45,000	Others
9	Suresh Kumar Tulsyan HUF	45,000	Others
10	Chetan Kumar Tulsyan	70,000	Others
11	Vikash Kumar Tulsyan	75,000	Others
12	Chandra Kala Tulsyan	50,000	Others
Total		**41,66,667**	

"RESOLVED FURTHER THAT:

(i) The Relevant Date for the purpose of determining the minimum Issue Price of the shares on Preferential basis under SEBI (ICDR) Regulations, 2009 shall be August 22, 2015, which is the immediate working day prior to the thirtieth (30) day of the date of AGM, i.e., September 21, 2015, in terms of the applicable provisions of the Companies Act, 2013, to the extant rules notified, to consider the proposed preferential issue.

(ii) The equity shares to be issued and allotted to Promoters/ Promoter Group and Public Investors not forming part of the Promoter Group of the Company, shall be in dematerialized form only.

(iii) That the said Equity Shares shall be issued and allotted by the Company to proposed allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval

(iv) The equity shares to be issued and allotted shall be subject to the Memorandum and Article of Association of the Company and shall be listed and traded on the Stock Exchange and shall rank pari passu in all respects with the existing equity shares of the Company.

(v) The new equity shares to be allotted to the allottees shall be subject to a lock-in period in accordance with regulation 78 of the SEBI (ICDR) Regulations, 2009.

(vi) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of equity shares, and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers mentioned herein to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the above mentioned resolution."

By Order of the Board
For Anup Malleables Limited

(Suyash Khaitan)
Director
DIN- 03349969

Place: Kolkata
Date: 27/08/2015

NOTES:

A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD HIM OR HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY IN NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

1. The Members/Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.

2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Businesses is annexed hereto

3. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 A.M to 1.00 P.M on any working till the date of the meeting.

4. The Register of Member and the Share Transfer Books of the Company will remain closed from 15th September 2015 to 21th September 2015 (both days inclusive) for the purpose of the Annual General Meeting of the Company.

5. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 14-September-2015.

6. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on Cut Off Date of 14-September-2015.

7. The Company is pleased providing the facility for voting by members by electronic means and the business of the meeting may be transacted through electronic voting system. In terms of Section 108 of the Companies Act, 2013 read with Rule-20 of the Companies (Management and Administration) Rules, 2014 amended and the Clause-35B of the listing agreement, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the facility of electronic voting ('e-voting') in respect of the resolutions proposed at this AGM.

8. The Board of Directors has appointed M/s. Tulsyan N K & Co., Practicing Chartered Accountants as the Scrutinizer for conducting this E-voting process in a fair and transparent manner. Their address is Room No. 313 Sri Ram Plaza Bank More Dhanbad 826001

9. Shareholders holding shares either in physical form or in dematerialized form, as on the cut-off date of 14-September-2015, shall be eligible to case vote either through remote e-voting or in the AGM.

10. Members attending the meeting who have not cast their vote by remote e-voting (i.e. casting votes by a member using electronic voting system from a place other than venue of annual general meeting) shall have the facility of voting, either through ballot or poling paper, at the venue of meeting.

11. Members who have cast their votes by remote e-voting prior to the AGM, may also attend the meeting but shall not be entitled to cast their vote again.

12. The notice of AGM is being sent to the members, whose names appear in the register of members / depositories as at closing hours of business on 14-August-2015.

13. Notice of the AGM along with attendance slip, proxy form, along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / depository participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

14. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut off date i.e. 14-September-2015, are requested to send the written / email communication to the Company at sharma@anupmalleables.com by mentioning their Folio No. / DP ID and Client ID No to obtain the Log-in ID and Password for e-voting.

15. **VOTING THROUGH ELECTRONIC MEANS :**

I.) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

II.) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III.) The process and manner for remote e-voting are as under:

(i) The voting period begins on 18-September-2015 at 10:00 A.M. (IST) and ends on 20-September-2015 at 5:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21-September-2015 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 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, excluding the special characters.

(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 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 sequence number in the PAN field. • In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

(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 **"Anup Malleables Limited"** 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.

(xviii) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://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.
- After receiving the login details they have to create a compliance user which 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com

16. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at tulsyan.nk@gmail.com and sharma@anupmalleables.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 20-September-2015 up to 5:00 P.M. (IST) without which the vote shall not be treated as valid.

17. M/s. Tulsyan N K & Co., Practicing Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company, as the Scrutinizer for conducting this E-voting process in a fair and transparent manner.

18. The results shall be declared by the Director of the Company at its Registered Office on 21-September-2015 at 05 P.M. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL and will be communicated to the listed stock exchange BSE Ltd.

ANUP MALLEABLES LTD. DHANBAD

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

The following explanatory statement pursuant to provisions of Section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), sets out all material facts relating to the business items of the accompanying Notice.

ITEM NO. 3 & 4 of Special Business:

Mr. Navin Kumar Tulsyan and Mrs. Neekita Agarwalla were appointed as non executive Directors liable to retirement by rotation under the provisions of the Companies Act, 1956.

However, pursuant to Section 149(4), Schedule IV of the Companies Act, 2013 and Clause 49(II) of the Listing Agreement the Company is mandatorily required to appoint a minimum of half of the total number of Directors as Independent Directors for a fixed term and their office shall not be liable to retirement by rotation.

Accordingly, the Board of Directors of the Company proposes to appoint Mr Navin Kumar Tulsyan, as Independent Directors to hold office for a term of five consecutive years from the date of this Annual General Meeting or till the date of the 38th Annual General Meeting whichever is earlier.

The Company has received a declaration from each of the abovementioned Directors that they fulfill the criteria of independence as enlisted in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

In the opinion of the Board, the aforementioned Directors fulfill the conditions of independence as specified in Section 149 of the Companies Act, 2013 and the rules made thereunder for their appointment as Independent Directors and are independent of the management. Further, the aforementioned Directors have the experience, knowledge and expertise and their continued association would be beneficial as the organization would be able to avail their valuable advices.

A copy of the draft letter of appointment of Mr Navin Kumar Tulsyan, Mrs. Neekita Agarwalla as non executive Directors setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company.

A brief resume of Mr Navin Kumar Tulsyan, and Mrs. Neekita Agarwalla nature of their expertise in specific functional areas, names of companies in which they hold Directorship and Membership/ Chairmanship of Board Committees and Shareholding, are provided in the Separate Sheet forming part of the Annual Report.

None of Mr Navin Kumar Tulsyan, and Mrs. Neekita Agarwalla hold any shares in the Company either by themselves or for others on a beneficial basis.

Save and except Mr Navin Kumar Tulsyan, and Mrs. Neekita Agarwalla and their relatives to the extent of their shareholding, if any, none of the Directors or the Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed Resolutions.

The Directors, accordingly, recommend the Resolutions mentioned in Item Nos. 3, 4 and 5 of the Notice as a Ordinary Resolution for your approval.

ITEM NO. 5 & 6 of Special Business:

In terms of provision of Section 180(1)© and 180(1)(a) Shareholders approval by way of Special Resolution is required for authorization to Board of Directors to make borrowing which exceeds the Paid up Capital and Free Reserve of the Company.

It presumes that the Company has borrowing of Rs. 220,587,024/- as on 31.03.2015. The Company needs funds for time to time its business operation and expansion, keep in view of the fund requirement the Board has proposed to make borrowing, which shall not exceed Rs. 300 Crore (Rupees Three Hundred Crore Only) For getting the loan from Banks/ Financial Institutions the Company has to create charge on the assets of the Company. Hence the authorization is required to be given to Board to Create/Mortgage/Hypothecate on the assets of the Company.

The newly introduced Section 180(1)(c) of the Companies Act, 2013, enforced from 12th September, 2013, mandates every Company to seek prior approval of its shareholders through a Special Resolution to borrow money in excess of the aggregate of the paid up capital and free reserves of the Company.

To create mortgage and / or charge upto the said limit, approval of the Members is required to be obtained pursuant to Section 180 (1) (a) of the Companies Act, 2013 authorizing the Board of Directors of the Company in this regard. Hence the resolution is placed before the Members for their approval.

The Company would be borrowing monies by way of debentures, bonds, loans, hire purchase finance either in rupee or in foreign currency from Financial Institutions / Banks / Insurance Companies and other Corporate Bodies apart from working capital facilities from banks in ordinary course of business. This in turn would necessitate further creation of securities by suitable mortgages and / or charges on all or some of the immovable and movable properties of the Company, both present and future, in favour of the lenders / trustees upto an extent of Rs.300 Crore (Rupees Three Hundred Crore Only).

The Directors, accordingly, recommend the Resolution mentioned in Item No 5 & 6 of the Notice as a Special Resolution for your approval.

None of the Directors or the Key Managerial Personnel or their relatives is in any way concerned or interested in the proposed Resolution.

ITEM NO. 7 of Special Business:

Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into transaction mentioned under aforesaid resolution, which are not in the ordinary course of business and/or are not on arm length basis, only with the approval of the shareholders accorded by way of a special resolution. Though, your Company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis; still there may be some such transactions which are done in the interest of the Company and for which your approval is required under the provisions of the Companies Act,2013.

The proposal outlined above is in the interest of the Company and the Board re□commends the resolution set out in the
accompanying Notice as special resolution.

None of the Director and Key Managerial Personnel of the Company is concerned or interested in the said resolution except to the extent of their shareholding in the Company or their interest as director or shareholder or partner or otherwise insuch other related party entity, if any.

ITEM NO. 8 of Special Business:

The Board of Directors of the Company ("the Board") at their meeting held on August 27, 2015 discussed the future plans of the Company and possible growth options. Based on the above discussions, the Board in order to raise resources to fund the future growth plans and expansion of the Company, to meet long term working capital requirements and for general corporate purposes, thought it prudent to infuse fresh equity capital in the Company by issue of 41,66,667 (Forty One Lacs Sixty Six Thousand Six Hundred Sixty Seven) equity shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, at an Issue price of Rs. 30/- (Rupees Thirty Only) per equity share, including a premium of Rs. 20/- (Rupees Twenty Only) aggregating to Rs. 12,50,00,010/- (Rupees Twelve Crores Fifty Lacs Ten only), or at such higher prices as may be determined in compliance with Chapter VII of the SEBI (ICDR) Regulations, 2009 on Preferential Basis to Promoters/ Promoter Group and Public Investors not forming part of the Promoter Group of the Company.

In terms of applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), the shareholder's are required to accord their approval to the special resolution for raising resources through issue of equity shares on Preferential basis. Hence the consent of shareholders is being sought for the Special resolution as proposed in the accompanying Notice.

Disclosure that is required to be made pursuant to clause 73(1) of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto ["SEBI (ICDR) Regulations, 2009"]:

(i) Object of the Issue:

The main object of the issue of equity shares pursuant to the Resolution set out in the accompanying Notice shall be to augment resources for meeting its business requirements, expansion plans and also to meet long working capital requirements of the Company and other general corporate purpose.

(ii) The Intention of the Promoters/Promoter Group/Directors/Key Management Persons to subscribe to this Offer:

The Promoters have intended to subscribe to 31,93,108 equity shares of the Company in the Preferential Issue. Apart from that there is no intention of the any Directors/Key Management Persons of the Company to subscribe to the present Preferential Issue.

(iii) Shareholding Pattern before and after the Offer: (as of 14.08.2015)

Class of Shareholders	Pre- Preferential Issue		Post- Preferential Issue (Assuming full allotment of 41,66,667 equity shares)	
	No. of Shares	% of share capital	No. of Shares	% of share capital
A. Promoters/ Promoter Group:				
a. Indian Promoters	18,93,850	72.15	50,86,958	74.90
b. Foreign Promoters	Nil	0.00	Nil	0.00
Total for Promoter Group (A)	**18,93,850**	**72.15**	**50,86,958**	**74.90**
B. Public Shareholdings:				
i Institutional	Nil	0.00	Nil	0.00
ii Non Institutional				
- Bodies Corporate	Nil	0.00	6,43,559	9.48%
- Individuals				
a. Individual shareholders holding nominal share capital up to Rs. 1 Lakh	13,650	0.52	13,650	0.20%
b. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	7,17,500	27.33	10,47,500	15.42%
iii Any Other				
- Directors & their Relatives & Friends	Nil	0.00	Nil	0.00
- NRIs	Nil	0.00	Nil	0.00
- Clearing Shareholders	Nil	0.00	Nil	0.00
- HUFs and Trust	Nil	0.00	Nil	0.00
Total Public Shareholdings (B)	**7,31,150**	**27.85**	**17,04,709**	**25.10**