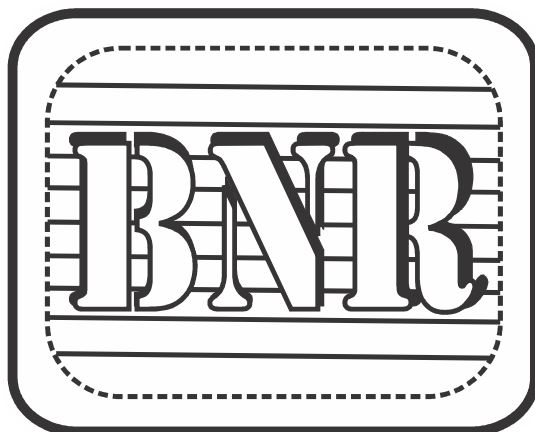


# B.N. Rath Securities Limited



29th Annual Report  
2014-2015



## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

- |                             |                                                        |
|-----------------------------|--------------------------------------------------------|
| Mr. Laxminiwas Sharma       | - Non Executive Chairman (DIN: 00010899 )              |
| Mr. K. Harishchandra Prasad | - Non Executive & Independent Director (DIN: 00012564) |
| Mrs. Shanti Sree Bolleni    | - Non Executive & Independent Director (DIN: 07092258) |
| Mr. Hari Narayan Rathi      | - Managing Director (DIN: 00010968)                    |
| Mr. Chetan Rathi            | - Executive Director cum CFO (DIN: 00536441)           |

### **COMPLIANCE OFFICER**

- M.V. Rao

### **COMPANY SECRETARY**

- Mrs. Gadila Sabitha Reddy

### **REGISTERED OFFICE**

- 6-3-652, IV Floor, Kautilya,  
Amrutha Estates, Somajiguda,  
Hyderabad, Telangana - 500082.  
Ph No : 040-30527777, Fax: 30526283

### **CORPORATE IDENTITY NUMBER**

- L65993TG1985PLC005838

### **AUDITORS**

- M/s. Seshachalam & Co.,  
Chartered Accountants  
1-11-256, Street No.1,  
Wall Street Plaza, 6th Floor,  
ICICI Building (Begumpet AirPort)  
Begumpet , Hyderabad - 500016.

### **BANKERS**

- HDFC Bank Ltd.
- ICICI Bank Ltd.
- State Bank of India

### **AUDIT COMMITTEE**

- |                             |            |
|-----------------------------|------------|
| Mr. Laxminiwas Sharma       | - Chairman |
| Mr. K. Harishchandra Prasad | - Member   |
| Mrs. Shanti Sree Bolleni    | - Member   |

### **NOMINATION & REMUNERATION COMMITTEE**

- |                             |            |
|-----------------------------|------------|
| Mr. K. Harishchandra Prasad | - Chairman |
| Mr. Laxminiwas Sharma       | - Member   |
| Mrs. Shanti Sree Bolleni    | - Member   |

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

- |                             |               |
|-----------------------------|---------------|
| Mrs. Shanti Sree Bolleni    | - Chairperson |
| Mr. Laxminiwas Sharma       | - Member      |
| Mr. K. Harishchandra Prasad | - Member      |
| Mr. Chetan Rathi            | - Member      |

### **INDEPENDENT DIRECTORS COMMITTEE:**

- |                             |            |
|-----------------------------|------------|
| Mr. Laxminiwas Sharma       | - Chairman |
| Mr. K. Harishchandra Prasad | - Member   |
| Mrs. Shanti Sree Bolleni    | - Member   |

### **RISK MANAGEMENT COMMITTEE:**

- |                             |            |
|-----------------------------|------------|
| Mr. K. Harishchandra Prasad | - Chairman |
| Mrs. Shanti Sree Bolleni    | - Member   |
| Mr. Chetan Rathi            | - Member   |

### **REGISTRAR & SHARE TRANSFER AGENTS**

- M/s. Karvy Computershare Private Limited,  
Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad – 500032  
Phone Number: 040-67162222, 67161526,  
Fax: 040-23001153

### **LISTED AT**

- BSE Limited

### **DEMAT ISIN NUMBER IN NSDL & CDSL**

- INE710D01010

### **WEBSITE**

- [www.bnrsecurities.com](http://www.bnrsecurities.com)

### **INVESTOR E-MAIL ID**

- [investorgrievances@bnrsecurities.com](mailto:investorgrievances@bnrsecurities.com)



### **NOTICE**

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the Shareholders of M/s B.N. Rathi Securities Limited will be held on Saturday, 18<sup>th</sup> day of July, 2015 at 10.00 A.M. at Hotel Katriya, Raj Bhavan Road, Somajiguda, Hyderabad - 500082 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March 2015.
3. To appoint a director in place of Mr. Hari Narayan Rathi [DIN: 00010968] who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Seshachalam & Co., Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at remuneration as may be fixed by the Board.

#### **SPECIAL BUSINESS:**

##### **5. APPOINTMENT OF MRS.SHANTI SREE BOLLENI 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 section 149, 152 of the Companies Act, 2013 and rules made there under, Mrs. Shanti Sree Bolleni (DIN 07092258), who was appointed 'Additional Director' in the Board of the Company on 12.02.2015 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 ("the Act") read with Articles of Association of the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Shanti Sree Bolleni as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to 31<sup>st</sup> March, 2020.

##### **6. RE-APPOINTMENT OF MR. CHETAN RATHI (DIN 00536441) AS A WHOLE-TIME DIRECTOR:**

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 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), read with Schedule V of the Companies Act, 2013 and pursuant to Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Chetan Rathi (DIN 00536441) as Whole-time Director cum CFO(Chief Financial Officer) of the Company, for a period of 3 years commencing from 01.04.2015 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.”



**“RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr.Chetan Rathi, Whole-time Director, including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution in terms of Schedule V of the Companies Act, 2013.

**“RESOLVED FURTHER** that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

## **7. TO ISSUE SHARES ON RIGHTS BASIS:**

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

**“RESOLVED THAT** subject to the provisions of section 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the provisions in the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with BSE Limited, the Rules, Regulations, Guidelines issued by Securities and Exchange Board of India (SEBI), including SEBI(ICDR) Regulations as amended, the Reserve Bank of India (RBI), the Foreign Investment Promotion Board (FIPB) under the Department of Economic Affairs, Ministry of Finance, Government of India, the provisions of Foreign Exchange Management Act and/or any other competent authorities and subject to such conditions and modifications as may be prescribed by any of them while granting any other approval(s), permission(s), consent(s) and sanction(s) and which may agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee of directors duly constituted by the Board of Directors or any committee which the board of directors may hereafter constitute to exercise one or more of its powers including the powers conferred by this resolution), consent of the company be and is hereby accorded to the Board to create, offer, issue allot such number Equity shares of the face value of Rs. 10 (Rupees ten only) each for cash on a Rights basis at such price to the determined by the board and in such proportion as may be decided by the board in consultation with the merchant bankers for an amount not exceeding Rs. 5 crores (Rupees five crores ) to all the equity shareholders of the company whose names appear as members on the register of members and as Beneficial Owners in the records of the Depositories as on the record date as may be fixed by the Board in consultation with BSE Limited for such purpose, in one or more tranches and on such terms and conditions and at such time or times as may be decided by the Board at its discretion.

**RESOLVED FURTHER THAT** the equity shares to be offered on a rights basis shall rank pari passu in all respects with the existing shares of the company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, in consultation with and subject to approvals by the SEBI and BSE Limited and subject to the approval, if necessary, of the other concerned authority, appropriate letter of offer as required under the applicable provisions of law, containing terms and conditions of the issue as the Board may at its absolute discretion think fit and the Board be and is hereby expressly authorized and empowered to accept such modifications of SEBI, Stock Exchanges or any other concerned authority may stipulate in that behalf and also, at its discretion to amend, modify, vary or alter all or any of the issue, including the right to increase, decrease, recalculate the number of equity shares to be created, offered and issued.

**RESOLVED FURTHER THAT** the unsubscribed portion, if any, of the proposed rights issue may be disposed off by the Board, in such manner, as it may deem most beneficial to the Company and the



Board be and is hereby authorized to issue and allot such shares to any person whether he/she/it be the existing member or not as the Board may deem fit at its absolute discretion.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such action it may deem most beneficial to the Company in disposing of any shares arising out of fractions involved in the offer of the said shares and to allot the unsubscribed portion to such persons who may be applying for any additional shares.

**RESOLVED FURTHER THAT** the Equity shares shall be listed with BSE Limited, where the existing equity shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine the other terms and conditions of the offer including but not limiting to determining the type, form and manner of the issue, its terms including the eligibility or otherwise of renounces to apply for additional shares, rights period, appointment of intermediaries like Merchant Bankers, Registrars/Banker, Legal or other Advisors, and all other agencies or intermediaries and to enter into or execute such agreements/arrangement/Memorandum of Understanding/ documents with any authorities/agencies as the Board may in its sole discretion deem fit and proper and to all such acts, deeds, matters or things as it may deem necessary for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of the Board or any one or more Directors of the company."

#### **8. AMENDMENT OF ARTICLES OF ASSOCIATION 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** pursuant to provisions of Section 14 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) the new draft Articles as contained in the Articles of Association submitted 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 (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) and the Company Secretary of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

**For and on behalf of the Board**  
B.N. Rathi Securities Limited

Place : Hyderabad  
Date : 27/05/2015

**Laxminiwas Sharma**  
Chairman



## **NOTES :**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 11.07.2015 to 18.07.2015 (Both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within a period of 30 days to those members whose name appear as:
  - a) Beneficial Owners as on 15.07.2015 on the lists of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited; and
  - b) Members in the Register of Members of the Company after giving effect to valid share transfer in the physical form lodged with the Company on or before 14.07.2015.

The dividend on Equity Shares, if declared at the Annual General Meeting, shall be paid on or after 18.07.2015.

9. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they



have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Karvy Computershare Private Limited.)

11. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
12. 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 **M/s. Karvy Computershare Private Limited.**, Share Transfer Agents of the Company for their doing the needful.
13. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
14. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
15. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/ RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
16. Brief Resume of the Directors:

**Mr. Laxminiwas Sharma** - Chairman

A graduate in Commerce and Chartered Accountant. He is the Chairman of B.N.Rathi Securities Limited. He was also President of Federation of A.P.Chamber of Commerce & Industry. He also holds the Director's position in Hyderabad Computers (P) Limited, Coromandal Cement Limited, Kamini Hospitals Ltd., Rayal Seema Jute Mills Ltd., Senior Partner of Laxminiwas & Jain, Chartered Accountants, Auditor for several private sector undertakings and public sector undertakings.

**Mr. Hari Narayan Rathi** - Managing Director

Graduate in Science. He was Member of (Erstwhile) The Hyderabad Stock Exchange Ltd. (HSE) from 1977 (Now known as Hyderabad Securities and Enterprises Limited). Served as Director of HSE from 1980 to 1997. Served as Vice President of HSE in the year 1983-84 & 1985-86. Served as President of HSE twice – 1988-1990 & 1994-1996. Active Member of Rajasthani Graduates Association with 1700 Members in and around the city. Was unanimously elected as President of Rajasthani Graduates Association in the year 1998-1999. Trustee of Mahesh Hospital (Charitable Hospital). Director Mahesh Vidya Bhavan Ltd. He was also Vice President – Mahesh foundation. Executive Member of All India National Stock Exchange Association Hyderabad Chapters. With vast experience in Securities Market, has taken a charge as Managing Director M/s B N Rathi Securities Ltd. Corporate Company which is fetching of Profit. And acquired Membership with MCX & NCDEX and setup M/s. B N Rathi Comtrade Pvt. Ltd. With great knowledge which is fetching good profits.

**Mr. Chetan Rathi - Executive Director and CFO**

MBA Finance Graduate. Worked with Piramal Group of Companies for one year at Mumbai. 1998-1999. Played a vital role in setting up of Medical Transcription Business with B N R Udyog Ltd., and had hands on experience in managing the entire process of Transcription. 1999-2007. Having 8 years working experience in the Primary & Secondary Market. - 2007 onwards. Managing the Financial Division of M/s B N Rathi Securities Ltd. On day to day basis and also very active to form the systems and to implement the same on a daily basis. He has also played an active role for the automation of Securities Payin & Payout of the Company. He is a multi faceted personality which added to start a Subsidiary Company M/s B N Rathi Industries Private Limited a 100% Subsidiary of BNRSL.

**Mr. K. Harish Chandra Prasad - Director**

An eminent Master of Business Administration and M.S. He is the Director of B. N. Rathi Securities Limited. He is the Managing Director in Lakshmi Finance & Industrial Corporation Limited. He is also Director in Healthy Investments Ltd., Andhra Printers Ltd., KLN Holdings Pvt. Ltd., L-Pack Polymers Ltd., A. P. State Fin. Corpn. Ltd., Lakshmi Films Division, and Sri Rukmini Krishna Boiled Rice and Oil Mills.

**Mrs. B Shanti Sree - Director**

Qualified as Chartered Accountant in the year 1984. She has been in practice since the same year and started her own firm, M/s Shanit & Co., which later merged with M/s. Tukaram & Co., Chartered Accountants, in 1991. Presently she is a Senior Partner in M/s. Tukaram & Co., Chartered Accountants, Hyderabad. She became fellow Member of the ICAI in 1989. She also served "The Andhra Pradesh Tax Bar Association" as council Member from 2008 to 2012 and later as President for the year 2010-11. She is an External Member, Board of Studies, Department of Commerce, Osmania University College for Women, Koti, Hyderabad. She is also associated with many charitable trust and societies as auditor and advisor.

17. Electronic copy of the Annual Report for 2014-2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes 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 for 2014-2015 is being sent in the permitted mode.
18. Members may also note that the Notice of the 29<sup>th</sup> Annual General Meeting and the Annual Report for 2014-2015 will also be available on the Company's website [www.bnrsecurities.com](http://www.bnrsecurities.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investorgrievances@bnrsecurities.com](mailto:investorgrievances@bnrsecurities.com).
19. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, 14<sup>th</sup> July, 2015, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on Monday, 13<sup>th</sup> July 2015 and will end at 5.00 p.m. on Tuesday, 14<sup>th</sup> July, 2015. The facility for voting through electronic voting system ('Insta Poll') shall be made





available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Mr. S. Sarveswar Reddy, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

**Procedure for remote e-voting**

- I. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
  - (a) In case of Members receiving an e-mail from Karvy:
    - (i) Launch an internet browser and open <https://evoting.karvy.com>
    - (ii) Enter the login credentials (i.e. User ID and password). The Event No.+Folio No. or DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
    - (iii) After entering the above details click on - Login.
    - (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
    - (v) On successful login, the system will prompt you to select the E-Voting Event
    - (vi) Select the EVENT of **B N Rathi Securities Limited** and click on - Submit.
    - (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
    - (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
    - (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
    - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
  - (b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip



- (I) INITIAL PASSWORD IS PROVIDED, AS FOLLOWS, AT THE BOTTOM OF THE ATTENDANCE SLIP.

EVEN

(E-Voting Event Number)	USER ID	PASSWORD
—	—	—

Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.

- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
  - III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
  - IV. The voting rights shall be as per the number of equity share held by the Member(s) as on Saturday, 11<sup>th</sup> July, 2015. Members are eligible to cast vote electronically only if they are holding shares as on that date.
  - V. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on Monday, 13<sup>th</sup> July, 2015 and will end at 5.00 p.m. on Tuesday, 14<sup>th</sup> July, 2015. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.
  - VI. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
  - VII. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
  - VIII. Members who have acquired shares after the despatch of the Annual Report and before the book closure may obtain the user ID approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399
 

Example for NSDL : MYEPWD <SPACE> IN12345612345678  
 Example for CDSL : MYEPWD <SPACE> 1402345612345678  
 Example for Physical : MYEPWD <SPACE> XXX1234567
  - b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. Member may call Karvy's toll free number 1-800-3454-001
  - d. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)
- IX. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to