

**BOARD OF DIRECTORS**

Sri Kanhaiya Kumar Todi - Chairman
 Sri Dipak Dey
 Sri Beni Gopal Daga
 Sri Om Prakash Kanoria
 Smt Shikha Todi
 Sri Sushil Kumar Todi
 Sri Ashok Kumar Todi
 Sri Raja Saraogi
 Sri Udit Todi - Managing Director

COMPANY SECRETARY

Ms. Sneha Jain

AUDITORS

Agarwal Maheswari & Co
 Chartered Accountants
 2B, Grant Lane,
 Kolkata - 700 012

SHARE TRANSFER AGENTS

S K Infosolutions Pvt. Ltd.
 34/1A, Sudhir Chatterjee Street,
 Kolkata - 700 006
 Tel : + 91-33-2219 6797
 Email : skcdilip@gmail.com

REGISTERED OFFICE

4, Black Burn Lane,
 Kolkata - 700 012

CORPORATE OFFICE

1/1, Camac Street, 5th Floor,
 Kolkata - 700 016
 Tel : +91-33-2217 2222/23/24
 Email : coastalgroup@vsnl.net
 www.coastalroadways.com

<u>Index</u>	<u>Pages</u>
Notice of the 49th Annual General Meeting	2 - 14
Report of the Board of Director	15 - 18
Annexures to the Directors' Report	
A - Report on Corporate Governance	19 - 27
B - Management's Discussion & Analysis	28 - 31
C - Secretarial Audit Report	32 - 33
D - Particulars under Section 134 (3) (m)	34
E - Form MGT-9 Extract of Annual Return	35 - 43
F - Particulars under Section 197 (12)	44
Independent Auditors' Report	45 - 50
Balance Sheet	51
Statement of Profit & Loss	52
Cash Flow Statement	53
Notes on Financial Statements	54 - 62

NOTICE

Notice is hereby given that the Forty-Ninth Annual General Meeting of the members of **COASTAL ROADWAYS LIMITED** will be held on **TUESDAY, the 5TH DAY OF SEPTEMBER, 2017 at 11:00 A.M.** at the **Calcutta Chamber of Commerce, Stephen Court, 18H Park Street, Kolkata - 700071** to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2017, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri Kanhaiya Kumar Todi (DIN 00112633), who retires by rotation at this Annual General Meeting, and being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Smt. Shikha Todi (DIN 00268540), who retires by rotation at this Annual General Meeting, and being eligible has offered herself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act 2013 read with Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Patanjali & Co., Chartered Accountants (Firm Registration Number 308163E) be and are hereby appointed as the Auditors of the Company, for a term of maximum five consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of 54th Annual General Meeting to be held in the calendar year 2022 (subject to ratification by the members at all Annual General meetings) and that the Board of Directors be and is hereby authorized to fix their remuneration as may be recommended by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS:

5. Re-appointment of Sri Kanhaiya Kumar Todi as Whole Time Director

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri Kanhaiya Kumar Todi (DIN: 00112633) as Whole Time Director (liable to retire by rotation) designated as 'Chairman' of the Company with effect from 5th August 2017 for a period of 3 (three) years on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Kanhaiya Kumar Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Re-appointment of Sri Sushil Kumar Todi as Whole Time Director

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the

time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri Sushil Kumar Todi (DIN 00309839) as Whole-time Director (liable to retire by rotation) of the Company, with effect from 5th August 2017 for a period of 3 (three) years on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Sushil Kumar Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Re-appointment of Sri Ashok Kumar Todi as Whole Time Director

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri Ashok Kumar Todi (DIN 00309721) as Whole-time Director (liable to retire by rotation) of the Company, with effect from 5th August 2017 for a period of 3 (three) years on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Ashok Kumar Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. Appointment of Sri Udit Todi as Managing Director

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the appointment and remuneration of Sri Udit Todi (DIN: 00268484) as Managing Director (liable to retire by rotation) designated as 'Managing Director & Chief Executive Officer (CEO)' of the Company, for a period of 3 (three) years, with effect from 29th May 2017 to 28th May 2020, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Udit Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force."

9. Appointment of Sri Raja Saraogi as Director

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section(s) 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') 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 to any of the

forgoing), Sri Raja Saraogi (DIN 00271334), who was appointed as an Additional Director by the Board of Directors of the Company wef 29th May 2017 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 under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

10. Appointment of Sri Raja Saraogi as Whole Time Director

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the appointment and remuneration of Sri Raja Saraogi (DIN:00271334) as Whole-time Director (not liable to retire by rotation) designated as 'Whole Time Director & Chief Financial Officer (CFO)' of the Company, for a period of 3 (three) years with effect from 29th May 2017 to 28th May 2020, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Raja Saraogi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:
4 Black Burn Lane
Kolkata - 700 012
CIN: L63090WB1968PLC027373
The 29th day of May 2017.

By Order of the Board
Sneha Jain
Company Secretary
For COASTAL ROADWAYS LIMITED

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/herself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

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 and 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.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of the notice in writing is given to the Company.



4. Brief resume of Directors including those proposed to be 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 as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are provided as Annexure of this Notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 24th July 2017 to Wednesday, 26th July 2017 (both days inclusive).
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
7. 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.
8. Shareholders who have not yet encashed their dividend warrant(s) relating to the financial year 2009-10, 2010-11 and 2011-12 are therefore, advised to approach the Company for the payment thereof as the same will be transferred to the 'Investor Education and Protection Fund' of the Central Government on 9th September 2017, 17th August 2018 and 26th August 2019 respectively pursuant to Section 124(5) and 125 of the Companies Act, 2013.
9. The Ordinary Shares of the Company are listed Bombay Stock Exchange Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges for the year 2017-2018.
10. Members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number, etc. to the Company's Registrar & Share Transfer Agent, M/s S K Infosolutions Pvt Ltd, 34/1A Sudhir Chatterjee Street, Kolkata - 700 006. Members holding shares in dematerialized form are requested to furnish this information to their respective depository participants for updating of the records.
11. Members who hold shares in physical Form in multiple folios in identical name or joint holding in the same order of names are requested to send the share certificates to its RTA for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
12. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request may be made to the Company or its RTA for the Nomination Form.
13. The SEBI has mandated the submission of PAN by every participant in the security market. Members holding shares in electronic Form /physical Form are therefore, requested to submit their PAN to the Company or its RTA.
14. The Securities and Exchange Board of India (SEBI) has made it mandatory for all the Companies to use bank details furnished by the Investors for distributing Dividends or other cash benefits through National Electronic Clearing Services (NECS). In the absence of NECS facility, Companies are required to print the bank details on the payment instrument for distribution of dividend. Members holding shares in physical mode are requested to provide their bank details to the RTA in the NECS Mandate form, which is being sent along with the Annual Report. Whereas, members holding shares in demat mode are requested to record the same with their respective Depository Participant(s).
15. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so.

16. All the documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days including the date of the Annual General Meeting of the Company.
17. Members desiring any information about accounts or otherwise, are requested to write to the Company, at least 10 days in advance of the Annual General Meeting, to facilitate compilation thereof.
18. The Notice of the 49th AGM and instructions for e-voting, along with the Attendance slip and Proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

19. INFORMATION AND OTHER INSTRUCTION RELATING TO REMOTE E-VOTING AND VOTING AT AGM:

In compliance with Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). The Facility for voting, through ballot paper, will also be made available at the AGM and the member attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through Ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The e-voting details and instructions for e-voting are as under:

1. The remote e-voting period commences on 1st September 2017 (9:00 am) and ends on 4th September 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th August 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
2. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. Members already registered with NSDL for e-voting will not receive the PDF and shall use their existing User ID & Password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder -Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Coastal Roadways Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to dmaa64@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 4. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 5. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
 6. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 29th August 2017.
 7. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 29th August 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or coastalgroup@vsnl.net or skcdilip@gmail.com.
 8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 9. Sri Debasish Mukhopadhyay Practicing Company Secretary, C.P. No.: 5323 has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 10. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 11. The Scrutinizer shall after scrutinizing the votes cast at the meeting through Ballot Paper and through remote e-voting will not later than 3 days of conclusion of meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the company www.coastalroadways.com and on the website of NSDL. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
 12. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. 5th September 2017.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013 :

Item No.5 to 7

Sri Kanhaiya Kumar Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi were appointed as Whole Time Directors of the Company by the members at the Annual General Meeting held on 5th day of August 2014 for a period of 3 years. The aforesaid Directors are proposed to be re-appointed for a further period of 3 years with effect from 5th August 2017 and their remuneration is also proposed for the same period and they shall all be liable to retire by rotation and their respective designations have been set out in the resolutions proposed at item no. 5 to 7 of notice.

The broad terms and conditions of their re-appointment and remuneration payable to them are as follows :

1. DUTIES AND RESPONSIBILITIES:

Sri Kanhaiya Kumar Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi shall subject to the provisions of the Companies Act, 2013 and overall superintendence and control of the Board of Directors of the Company perform such duties and exercise such powers as has been or may from time to time be entrusted to or conferred on them by the Board of Directors of the Company.

2. REMUNERATION:

Basic Salary (per month)

<u>Name</u>	<u>Amount</u>
1. Sri Kanhaiya Kumar Todi	₹ 125000/-
2. Sri Sushil Kumar Todi	₹ 100000/-
3. Sri Ashok Kumar Todi	₹ 100000/-

Subject to such increments as the Board may determine.

Others

1. Housing : The Directors who use the accommodation provided by the company shall pay fair rent of the same to the company as may be determined by the Board.
2. Company's contribution to Provident Fund as per Rules of the company.
3. Use of car, telephone and other necessary appliances as may be required for company's business.
4. Reimbursement of expenses incurred in relation to the business of the company.

3. MINIMUM REMUNERATION:

In the event of absence or inadequacy of profits during their period of service, they shall be entitled to the same Salary and Perquisites as stated herein above.

A Statement containing the information, as required under Schedule V Part II of Companies Act, 2013 is given at the end of this Annexure.

The above may be treated as written memorandum setting out the terms of re-appointment of Sri Kanhaiya Kumar Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi under Section 190 of the Act. The Board considers that their association will be beneficial to and in the interest of the Company.

Brief resume of Sri Kanhaiya Kumar Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/ chairmanships of Board committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations with the Stock Exchanges, are provided in Annexure to this Notice.

Save and except Sri Kanhaiya Kumar Todi, Smt Shikha Todi, Sri Udit Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolutions set out at item no.5 to 7 of the Notice.

Your consent by way of special resolutions as proposed is required under Section 196 of the Companies Act, 2013 read with Schedule V thereto.

The Board recommends the Ordinary resolutions set out at Item No. 5 to 7 of the Notice for approval by the Members.

Item No. 8

Pursuant to the resignation of Sri Kanhaiya Kumar Todi as Managing Director & CEO, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee ("NRC Committee") and subject to the approval of the members of the Company elevated Sri Udit Todi, Whole Time Director & CFO as Managing Director & CEO for a period of 3 years with effect from 29th May 2017 on the terms and conditions as set out in the resolution.

Sri Udit Todi has been serving the company since 2004 and has been a Whole Time Director since 2008. Keeping in view his professional academic background that Sri Udit Todi has rich and varied experience in the industry and his continuous association and active participation in the day-to-day management has been very fruitful to the company. It would be in the interest of the company to appoint him for a period of 3 years as Managing Director & CEO of the Company.

The broad terms and conditions of the appointment of and remuneration payable to Sri Udit Todi are as follows :

1. DUTIES AND RESPONSIBILITIES:

Sri Udit Todi shall subject to the provisions of the Companies Act, 2013 and overall superintendence and control of the Board of Directors of the Company perform such duties and exercise such powers as has been or may from time to time be entrusted to or conferred on them by the Board of Directors of the Company.

2. REMUNERATION:

Basic Salary (per month)

₹ 1,25,000/- per month, subject to such increments as the Board may determine.

Others

1. Housing : The Director who uses the accommodation provided by the company shall pay fair rent of the same to the company as may be determined by the Board.
2. Company's contribution to Provident Fund as per Rules of the company.

3. Use of car, telephone and other necessary appliances as may be required for company's business.
4. Reimbursement of expenses incurred in relation to the business of the company.

3. MINIMUM REMUNERATION:

In the event of absence or inadequacy of profits during their period of service, he shall be entitled to the same Salary and Perquisites as stated hereinabove.

A Statement containing the information, as required under Schedule V Part II of Companies Act, 2013 is given at the end of this Annexure.

The above may be treated as written memorandum setting out the terms of re-appointment of Sri Udit Todi under Section 190 of the Act. The Board considers that their association will be beneficial to and in the interest of the Company.

Brief resume of Sri Udit Todi, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations with the Stock Exchanges, are provided in Annexure to this Notice.

Save and except Sri Kanhaiya Kumar Todi, Smt. Shikha Todi, Sri Udit Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolutions set out at item no.8 of the Notice.

Your consent by way of Ordinary resolutions as proposed is required under Section 196 of the Companies Act, 2013 read with Schedule V thereto.

Item Nos. 9 and 10

With an aim to broad-base the Board by co-opting experienced and expert professionals, and in order to elevate/promote the desirable candidate, the Board of directors, based on the recommendation of Nomination and Remuneration Committee ("NRC Committee") and subject to the approval of the members of the Company, have elevated and appointed Sri Raja Saraogi, President as an Additional Director designated as Whole Time Director and Chief Financial Officer of the Company for a period of 3 years with effect from 29th May 2017 on the terms and conditions as set out in the resolution.

Sri Raja Saraogi is a Chartered Accountant and a Company Secretary and has around 15 years of professional experience across various businesses in the Coastal Group. As President of the Company, he has been overseeing the Transportation and Logistic business of the Company since 2007. He has managed to add a series of laurels to his merit. In the year 2013, he was facilitated as Youth Transport Personality - Eastern India at Transport Excellence Awards by Zee News & Mahindra.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013, along with the requisite deposit from a Member specifying his intention to propose the appointment of Sri Raja Saraogi as a Director on the Board of the Company.

The Members are also informed that appointment of Sri Raja Saraogi as the Whole Time Director with effect from 29th May 2017, was made at the then remuneration which he was drawing in his capacity as the President of the Company.