

39th
ANNUAL REPORT
2014-2015



Diamines And Chemicals Limited
CIN NO:L24110GJ1976PLC002905

FINANCIAL HIGHLIGHTS OF THE LAST DECADE

(₹ in Lacs)

FINANCIAL YEAR ENDING	31.03.2006	31.03.2007	31.03.2008	31.03.2009	31.03.2010	31.03.2011	31.03.2012	31.03.2013	31.03.2014	31.03.2015
GROSS SALES (BASIC + EXCISE)	2373.60	2325.97	1931.41	3173.97	4686.21	8864.80	7090.85	6168.66	4705.28	4167.86
OPERATING PROFIT(LOSS)(PBIDT)	890.06	1045.97	599.83	531.03	1867.79	2552.17	1077.91	834.83	620.22	514.09
PROFIT (LOSS) BEFORE INCOME TAX (As per Note 2)	781.77	801.33	277.56	209.59	1446.93	2028.43	503.45	215.01	79.31	(29.75)
PROFIT (LOSS) AFTER INCOME TAX (As per Note 2)	611.43	688.38	170.89	136.32	935.42	1470.99	360.42	170.04	75.04	(155.38)
GROSS FIXED ASSETS (As per Note 3)	3839.68	4530.78	4566.49	4614.17	5461.06	5782.02	6333.72	6454.92	6535.36	6536.99
NET FIXED ASSETS	1955.51	2485.36	2364.11	2319.15	3002.75	3124.11	3450.15	3323.45	3151.35	2929.99
NET CURRENT ASSETS	(407.96)	57.55	793.54	708.93	1298.07	63.80	179.35	89.98	235.96	387.80
EQUITY SHARE CAPITAL	652.22	652.22	652.22	652.22	652.22	652.22	978.32	978.32	978.32	978.32
RESERVES & SURPLUS (excluding revaluation reserve)	883.32	952.17	966.23	966.23	1449.15	2128.49	2049.10	2161.92	2236.96	2070.24
BOOK VALUE (₹)	11.95	17.85	19.29	20.21	32.22	42.63	30.94	32.10	32.87	31.16
EARNING PER SHARE (₹)	9.36	10.54	2.61	2.09	14.34	22.55	3.68	1.74	0.77	(1.59)
EQUITY DIVIDEND (%)	50%	40%	10%	10%	20%	60%	10%	5%	-	-

Notes:

- Figures are rupees in lacs except book value and earning per share which are absolute rupee value per equity share and proposed dividend which is in percentage on equity share nominal value.
- Income Tax includes both current and deferred tax.
- Includes revaluation effected on 1.3.97 to Lease hold land & buildings.
- Book value has been computed considering the networth i.e share capital plus reserves and surplus less accumulated losses and miscellaneous expenditure.

BOARD OF DIRECTORS

Mr. Yogesh Kothari	Chairman
Mr. Amit Mehta	Vice Chairman
Mr. Kirat Patel	Director
Mr. Rajendra Chhabra	Director
Mr. Dhruv Kaji	Director
Mr. G. S. Venkatachalam	Executive Director
Dr. Ambrish Keshav Dalal	Director
Mr. Shreyas Mehta	Director
Mrs. Darshana Mankad	Director

Company Secretary

Ms. Dimple Mehta

Chief Financial Officer

Mr. A. R. Chaturmutha

Auditors

BANSI S. MEHTA & CO.
Chartered Accountants
11-13, Botawala Building, 2nd floor,
Horniman circle, Fort, Mumbai – 400 001

Bankers

State Bank of India, Vadodara

Registered Office & Works

Plot No. 13, PCC Area, P. O. Petrochemicals,
VADODARA - 391 346.

Tel : (91) (0265) - 2230 305 / 2230 406

Fax : (91) (0265) - 2230 218

Email : info@dacl.co.in Web Site : www.dacl.co.in

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NOTICE

NOTICE is hereby given that the 39th (**Thirty-Nineth**) Annual General Meeting (AGM) of the members of Diamines and Chemicals Limited will be held at the Registered Office of the Company situated at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara – 391 346 on Tuesday, the **11th Day of August, 2015** at **12:00 Noon** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended March 31, 2015 together with the Reports of the Board of Directors' and Auditors' thereon including the audited consolidated financial statements of the Company for the year ended on March 31, 2015.
2. To appoint a Director in place of **Mr. Yogesh Kothari (DIN: 00010015)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Mr. Amit Mehta (DIN: 00073907)**, who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provision of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed on August 12, 2014, the appointment of M/s Bansi S Mehta, Chartered Accountants (Firm Registration Number: 100991W) as the Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the Audit Committee in consultation with the auditors, and as may be agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESS:

5. To appoint Mrs. Darshana Mankad, Director (DIN:00041675), as an independent Director and in this regard 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 read with Schedule IV and all other applicable provisions 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(s) thereof, for the time being in force) and clause 49 of the Listing Agreement, Mrs. Darshana Mankad (DIN:00041675), who was appointed as an additional Director in category of Independent Director of the Company by the Board of Directors of the Company with effect from 05.11.2014 and who holds office upto the date of this annual general meeting, in terms of section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed and confirmed as an Independent Director of the Company with effect from 05.11.2014 upto 04.11.2019, whose term of office shall not be liable to retire by rotation."

6. To appoint Mr. Shreyas Mehta, Director (DIN: 00211592) as an independent Director and in this regard 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification

of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and clause 49 of the Listing Agreement, Mr. Shreyas Mehta, (DIN: 00211592), an Independent Director of the Company, who was already holding position as non-executive Director on the Board of the Company since 29th January, 2010, be and is hereby appointed and re-designated as an Independent Director of the Company with effect from 08.05.2015 upto 07.05.2020, whose term of office shall not be liable to retire by rotation."

7. To appoint Mr. Govindarajapuram Seshadri Venkatachalam (DIN: 02205898) as an Executive Director and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:-**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Govindarajapuram Seshadri Venkatachalam (DIN: 02205898), as an Executive Director of the Company for the period of three (3) years commencing from 7th February, 2015, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company with such powers and duties as set out in the agreement as placed before the members and duly initialed by the Chairman for the purpose of identification and further assented, approved and sanctioned with liberty to the Board of Directors to vary the terms and conditions of the said appointment, as may be agreed to between the Board Members of the Company and Mr. Govindarajapuram Seshadri Venkatachalam, liable to retire by rotation.

RESOLVED FURTHER that the remuneration and perquisites set out in the aforesaid agreement be paid to Mr. Govindarajapuram Seshadri Venkatachalam as minimum remuneration during the tenure of his appointment notwithstanding that in any financial year of the company during the aforesaid period, the Company has made no profits or the profits made are inadequate.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including seeking approvals/ sanctions of the Government and/ or other authorities/ agencies as may be applicable and to settle any question or doubt that may arise in relation thereto, in order to give effect to the foregoing resolutions."

8. Adoption of new set of Articles of Association of the Company in conformity with provisions of the Companies Act, 2013, and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in Articles of Association ("AOA") submitted to this meeting be and is hereby approved and adopted as new set of Articles of Association of the Company 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 and/or Company Secretary be and are hereby authorised severally to do and perform or cause to be done and performed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with any statutory authorities and to settle and finalize all issues that may arise in this regard, without further reference to the shareholders of the Company."

9. Change in place of keeping of Registers and Returns, to consider and, if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 94 of the Companies Act, 2013 read with Rule 15 of Companies (Management and Administration) Rules, 2014 and other applicable provisions and Rules, if any, of the Companies Act, 2013, the Company hereby approves, the keeping of the Register

and Index of Members, Register and Index of Debenture holders, Register of any other security holders and copies of Annual Returns of the Company prepared under Section 92 of the said act, together with copies of certificates and documents as required to be annexed thereto under the said act or any one or more of them, at the office of Registrar and Share Transfer Agent, M/s. MCS Share Transfer Agent Ltd. at 10, Aram Apartment, 12, Sampatrao Colony, B/h. Laxmi Hall, Alkapuri, VADODARA – 390 007.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters as deem fit and necessary to give effect to this resolution.”

Mumbai, Dated: May 8, 2015

CIN NO: L24110GJ1976PLC002905

REGISTERED OFFICE:

Plot No.13, PCC Area,
P.O. Petrochemicals,
Vadodara – 391 346

By Order of the Board

Dimple Mehta
Company Secretary

NOTES:

1. Pursuant to Clause 49 of the Listing Agreement, the particulars of Directors seeking re-appointment for item no. 2 & 3, under Code of Corporate Governance and the relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business for item no. 5 to 9 to be transacted at the meeting, are annexed hereto.

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY GIVEN HEREUNDER, NOT LESS THAN 48 (FOURTY-EIGHT) HOURS BEFORE THE TIME FOR HOLDING THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative together with specimen signatures of their authorized representatives to attend and vote on their behalf at the Meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from **6th August, 2015 to 11th August, 2015** (both days inclusive).
4. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting as an austerity measure.
5. Members, who hold shares in dematerialization form, are requested to bring their depository account number for identification.
6. 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.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, between 11:00 a.m. and 1:00 p.m. up to the date of Meeting.
8. Pursuant to Sections 205A (5) and 205 (C) of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to Investor Education and Protection

Fund established by the Central Government. The Company during the year has transferred the unclaimed dividend amount for the financial year 2006-07 to the Investor Education and Protection Fund of the Central Government. Members who have not claimed their dividend for the financial year 2007-08 are requested to claim their unclaimed dividend before September 4, 2015. Members who have not encashed their above Dividend Warrants may approach to the Company/RTA immediately for revalidation. The Company shall thereafter as mentioned above; process to transfer the unclaimed dividend amount to the Investor Education and Protection Fund and no claim shall lie against the Company for the said amount of unclaimed dividend so transferred.

9. Non-Resident Indian Shareholders are requested to inform the Company immediately:
 - (i) The change in the Residential Status on return to India for permanent settlement;
 - (ii) The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
10. Members seeking any information or clarification on the Accounts and operation of the Company are requested to send in written queries to the Company, at least **ten days before** the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
11. Members / Proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
12. Members to take note that Company's RTA changed from M/s MCS Limited to M/s MCS Share Transfer Agent Limited. Members are requested to immediately address their communications regarding transfer of shares, change of address, dividend mandates, etc. quoting their folio number(s) to the Company's Registrar & Transfer Agent:

M/s. MCS Share Transfer Agent Limited, (old RTA: MCS Limited)

10, Aram Apartments,
12, Sampatrao Colony,
B/h. Laxmi Hall,
Alkapuri, Vadodara - 390 007
Tel. (0265) 2339397 / 2314757
Fax: (0265) 2341639
email: mcsltbaroda@yahoo.com

13. **The Company will not entertain any direct request from Members for deletion/change in the bank account details furnished by Depository Participants to the Company.**
14. Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Blank forms will be supplied by Company's Registrar & Transfer Agent on request. Members holding shares in dematerialized form may contact their Depository Participant for recording nomination in respect of their shares.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. MCS Share Transfer Agent Limited, for consolidation into a single folio.
16. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
17. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form; the nomination form may be filed with the respective Depository Participant.

18. The Company has made bonus issue of equity shares at the AGM held on 12th July, 2011 and has made an allotment of Bonus shares on 21.07.2011 to the shareholders, who were eligible. Pursuant to Clause 5A of the Listing agreement, shares which are unclaimed after necessary reminders given to the shareholders, have already been credited to "Demat Suspense Account". Hence, the Company requests such shareholders, who have not yet claimed such bonus shares, that they communicate the Company's RTA and claim such shares at their end.
19. Under Clause 5(A) of the listing agreement the Company shall disclose the following details in its Annual Report, as long as there are shares in the suspense account:
 - (i) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; **941 Shareholders & 26,281 shares**
 - (ii) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: **NIL**
 - (iii) Number of shareholders to whom shares were transferred from suspense account during the year: **NIL**
 - (iv) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; **941 Shareholders & 26,281 shares**
 - (v) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.
20. The notice of AGM along with the Annual report 2014-15 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
21. In accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed 4th August, 2015 as the "cut-off date" to determine the eligibility to vote by electronic means or in the general meeting. A person whose name is recorded in the register of "remote e-voting" (e-voting from a place other than venue of the AGM), to enable them to cast their votes at the 39th Annual General Meeting (AGM) and the business at the 39th AGM may be transacted through such voting. The Company has entered into an agreement with Central Depository Services (India) Ltd. (CDSL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the AGM, apart from the remote e-voting facility provided prior to the date of AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM. The Company has appointed Mr. Sandip Sheth, Partner of Sandip Sheth & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutinizer shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, during the remote e-voting and voting at the AGM, not later than three days of conclusion of the meeting, to the Chairman or a person, authorised by him in writing. The Chairman or a person, authorised by him in writing, shall declare the results of the AGM forthwith. The results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of CDSL and shall be communicated to the Stock Exchanges.

 1. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

A. Instructions for Demat folios:

In case a Member receives an e-mail from CDSL (for Members whose e-mail addresses are registered with the Company/Depositories):

- (i) The voting period begins on <7th August, 2015 at 9:00 a.m.> and ends on <10th August, 2015 at 5:00 p.m.>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of <4th August, 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.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For members holding shares in Demat Form and Physical Form
PAN Number	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 serial number print in address slip.
Dividend Bank Details or Date of Birth (DOB)	Enter the Date of Birth as registered with the DP/RTA in dd/mm/yyyy format Or Enter the Dividend Bank Details as recorded with your DP/RTA. Please note - In respect of Physical shareholding and whose DOB and Dividend bank details are not registered with DP/RTA should enter No. of shares held by you as on the cut-off date i.e. "DATE"

- (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 <DIAMINES AND CHEMICALS 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 login 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 Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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.

B. In case of members receiving the physical copy:

- i. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- ii. The voting period begins on 7th August, 2015, at 9.00 a.m. and ends on 10th August, 2015, at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4th August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

C. Other Instructions:

- i. The e-voting period commences on Friday, 7th August, 2015 (9.00 a.m. IST) and ends on Monday, 10th August, 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 4th August, 2015, may