annual report 2015-16

Metroglobal Limited

(CIN No: L21010MH1992PLC069527)

Metroglobal Limited

ALIGNMENT – THE HARMONIOUS STRATEGY TO SUCCESS

PAST PERFORMANCE. FUTURE POTENTIAL.

People, organizations and countries are always in a state of change, with interrelated influence and impact. They align, shape or alter one another with far reaching effects. This demands alertness towards fast changing scenarios, active response to a variety of situations and a combination of vision and skills to move forward in harmony testing the caliber of even the best of companies at any time. Every year thus becomes a milestone of efforts, ability and performance. A balance sheet of confidence and commitment.

Your company operating in the trading and realty sector has aligned itself to all stakeholders' interests, the national missions and economy, environment and social goals to try to achieve collective optimization of all resources.

INDIAN ECONOMY – HIGH GROWTH

The Indian economy in 2015–16 grew by 7.9 per cent in March quarter to consolidate its position as the fastest growing major economy with a five-year high growth rate of 7.6 per cent for the full fiscal on robust manufacturing growth.

Indian economy is set to grow in the range of 7.5 to 7.6 per cent in 2015-16 and comes on the back of comprehensive reform measures undertaken by the government especially in the last couple of years. This year's hopefully good monsoon should result in a growth closer to 8 per cent in the coming years.

CONSTRUCTION SECTOR — SLOWDOWN

The Construction and realty sector has witnessed a slowdown in the last year and weakening the growth of domestic sector. The construction sector grew at 4.5 per cent, trade, hotels, transport and communication at 9.9 per cent, financial, real estate and professional services at 9.1 per cent, and public administration, defence and other services at 6.4 per cent in the fourth quarter of 2015-16.

Your Company's performance is also affected during 2015-16 due to poor performance of construction and realty Sector, however management of the company is making sincere efforts for better performance of the Company in coming years.

THE COMPANY – STANDING FIRM

The Company has engaged mainly in trading and realty business during the year under review. The Company has done trading of various items Chemicals, Plastics, Clothes etc. and realty Business.

The revenue from operations of the company from the various segment was ₹ 35919.72 lacs for the year 2015-16 as against the turnover of ₹ 38190.73 lacs during the year 2014-15.

Your Company earned net profit of ₹ 1556.00 lacs during the year 2015-16 as against the profit of ₹ 2353.07 lacs during the year 2014-15.

Looking to the slowdown in the concerned sectors, your company has done well to hold its own in terms of performance and with its focused efforts is all set to do even better.

THE COMPANY PILLARS

Your company has been able to achieve its results due to the collaborative and positive energies and inputs of its dedicated team of managers, employees, other stakeholders guided by the vision and support of the board. I highly appreciate all their contributions deeply. It also gives your company the strength and confidence to tackle the challenges of the future with renewed enthusiasm and assurance.

12Th August,2016

Gautam M. Jain

Metroglobal Limited

(CIN No: L21010MH1992PLC069527)

BOARD OF DIRECTORS	:	**Mr. Gautam M. Jain (DIN No: 00160167)** Chairman & Managing Director **Mr. Rahul G. Jain (DIN No:01813781)** Executive Director **Mr. Sandeep S. Bhandari (DIN No: 01379445)** Independent Director **Mr. Nilesh R. Desai (DIN No: 00414747)** Independent Director **Mrs. Krati R. Jain (DIN No: 7150442)** Woman Director
COMPANY SECRETARY & CHIEF FINANCIAL OFFICER	:	**Mr. Nitin S. Shah (M. No. 7088)**
AUDITORS	:	**M/s AMPAC & Associates,** Chartered Accountants, Mumbai
BANKERS	:	**State Bank of India** Law Garden Branch Navrangpura, Ahmedabad - 380 009.
REGISTERED OFFICE	:	101, 1st Floor,"Mangal Disha", Near Guru Gangeshwar Temple, 6th Road, Khar (West), Mumbai-400052, Maharashtra, (India)
CORPORATE OFFICE	:	5th Floor, 508-509, "SHILP " Building, Opp: Girish Cold Drinks, C.G.Road, Navrangpura, Ahmedabad-380009
WORKS	:	Metroglobal Limited Plot No 489 to 492. Phase II, GIDC, Vatva, Ahmedabad-382445
SHARE TRANSFER REGISTRAR	:	**Sharex Dynamic (India) Pvt.Ltd.** Unit : Metroglobal Limited (CIN No: 21010MH1992PLC069527) Unit No-1, Luthara Ind. Premises, Andheri Kurla Road, Safed pool, Andheri (E), Mumbai 400 072

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far , are requested to register their email addresses, in respect of electronic holding with the Depository through their concerned Depository Participants.

NOTICE

NOTICE is hereby given that the **Twenty Fourth Annual General Meeting** of the Shareholders of the Metro Global Limited will be held on Thursday**, 29th September, 2016** at 11.30 a.m. at Conference Hall of The Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar (West), Mumbai-400052 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit and loss account for the financial year ended on 31st March,2016 together with the reports of the Board of Directors and the Auditors thereon.
2. To Appoint a Director In place of Mr. Sandeep S.Bhandari (Din NO:01379445)who retires by rotation and being eligible, offers himself for re appointment.
3. To re-appoint M/s AMPAC & Associates, Chartered Accountants, (FRN 112236 w) (Membership No:0444062) Mumbai as Auditors, to hold office from the Conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

   "RESOLVED that .M/s AMPAC & Associates, Chartered Accountants, (FRN 112236 w) (Membership No:0444062) Mumbai be and are hereby re-appointed as Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Audit Committee of the Board in consultation with the Auditors, which fee may be paid on a progressive billing basis to be agreed between the Auditor and the Audit Committee of the Board or such other officer of the Company as may be approved by the Board/Committee."

SPECIAL BUSINESS:

4. Re-appointment of Mr.Gautam M.Jain (DIN 00160167), as Executive Chairman and Managing Director of the Company.

   Consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**.

   "**RESOLVED THAT** pursuant to recommendation of the Board Governance, Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and As per Article 96 & 99 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Gautam M.Jain (Din: 00160167), as Executive Chairman and Managing Director (designated as "Executive Chairman") of the Company with effect from 12th November,2016 to 11th November,2021, as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Gautam M.Jain (Din No: 00160167).

   RESOLVED FURTHER THAT the remuneration payable to Mr. Gautam M.Jain (Din No: 00160167), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

5. Re-appointment of Mr. Rahul G.Jain (DIN 01813781), as Executive Director/Whole Time Director of the Company.

   Consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**.

   ORDINARY RESOLUTION:

   "RESOLVED THAT pursuant to recommendation of the Board Governance, Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 191 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Rahul G.Jain (Din No: 01813781), as Executive Director/ Whole-time Director of the Company with effect from 12th November,2016 to 11th November, 2021 as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached

hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rahul G.Jain (Din No: 01813781).

RESOLVED FURTHER THAT the remuneration payable to Mr.Rahul G.Jain (Din No: 01813781) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

Registered Office :
101, 1st Floor,"Mangal Disha",
Near Guru Gangeshwar Temple,
6th Road, Khar (West),
Mumbai-400052, Maharashtra, (India)
Date : 12th August,2016

By the Order of the Board
Sd/-
Nitin S.Shah
Company Secretary
M No. ACS 7088

NOTES :

1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, 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, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at 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. The Register of Members and Share Transfer Books of the Company will be closed from 25th September,2016 to 28th September,2016 (both days inclusive).
   a. In terms of Section 205A and 205C of the Companies Act, 1956, any dividend remaining unclaimed of Metrochem Industries Limited, merged with Metroglobal Limited (Formerly Known as Global Boards Limited) for a period of seven years from the due date of payment is required to be transferred to the Investors' Education and Protection Fund (IEPF). The dividend for the financial year 2008-09 of Metrochem Industries Limited, if any, which remains unclaimed for a period of seven years, will be transferred by the Company to the IEPF. Members, who have not encashed their dividend warrant so far. Please note that for the financial year 2008-2009 Metrochem Industries Limited has not declared dividend.

b. It may be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie against the Company or the said fund and no payment shall be made in respect of any such claims. Company in terms of requirement of Ministry of Corporate Affairs (MCA) has uploaded the name of the shareholders on the web site of Company and that of MCA (www.mca.gov.in)

9. Members desirous of obtaining any information, concerning the accounts and operations of the company, are requested to send their queries to the company at least seven days before the meeting, so that the information required by the members may be made available at the meeting.

10. Please intimate the changes, if any, in your registered address, to the Company's Registrar & Share Transfer Agent at the following address:-
Sharex Dynamic (India) Pvt. Ltd.
Unit: Metroglobal Limited
Unit No-1, Luthara Ind. Premises, Andheri Kurla Road, Safed pool, Andheri (E), Mumbai 400 072

11. As required under the Listing Agreement with the Stock Exchanges, the particulars of Directors who are proposed to be appointed / re-appointed are as per attached Annexure 1.

12. Voting through electronic means:-In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014, the Company is providing e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The detailed process, instructions and manner of e-voting facility is annexed to the Notice.

ANNEXURE 1 TO THE NOTICE

Details of Directors seeking Re appointment at the forthcoming Annual General Meeting.
(in pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Gautam M. Jain (Din No. 00180167)	Mr. Rahul G. Jain (DIN No:01813781)	Mr. Sandeep S. Bhandari (Din NO:01379445)
Date of Birth	18/06/1952	19/10/1983	19/12/1962
Date of Appointment	14/09/2011	14/09/2011	12/11/2011
Qualification Expertise in specific functional areas as an Industrialis	B.Sc., LL.B. More than 38 years experience in Industries	MBA More than 8 years experience in Industries	MBA, Finance General Manager In Chemicals and other different industries.
List of Companies in which outside Directorship held	1) Anil Dyechem Industries Pvt. Ltd. 2) Maiden Tradefin Pvt. Ltd. 3) Sparklin Tradefin Pvt. Ltd. 4) Minarva Dyechem Industries Pvt. Ltd. 5) Bloom Trading & Investment Pvt. Ltd. 6) Charm Trading & Investment Pvt. Ltd. 7) Progressive Invatrade Pvt. Ltd. 8) Search Invatrade Pvt. Ltd. 9) Metrochem Capital Trust Ltd. 10) D K Metro Procan Pvt. Ltd. 11) Nitrex Chemicals India Ltd. 12) Aksharchem (India) Ltd.	1) Anil Dyechem Industries Pvt. Ltd. 2) Maiden Tradefin Pvt. Ltd. 3) Sparklin Tradefin Pvt. Ltd. 4) Minarva Dyechem Industries Pvt. Ltd. 5) Bloom Trading & Investment Pvt. Ltd. 6) Charm Trading & Investment Pvt. Ltd. 7) Progressive Invatrade Pvt. Ltd. 8) Search Invatrade Pvt. Ltd. 9) Rian Chemicals Pvt. Ltd.	Nil
Chairman / Member of the Committee of the Board of Directors	1 to 10 Companies Listed above as Chairman Chairman of CSR Committee	1 to 9 Companies Listed above as Director	Chairman of Audit Committee Chairman of Shareholders/ Investors Grievance Committee Member of Remuneration Committee
Chairman/Member of the Committees of Directors of other Companies in which he is a Director	Member of CSR Committee in Aksharchem (India) Ltd.	Member of Audit Committee Member of Remuneration Committee and Member of CSR Committee	NIL

Registered Office :
101, 1st Floor,"Mangal Disha",
Near Guru Gangeshwar Temple,
6th Road, Khar (West),
Mumbai-400052, Maharashtra, (India)
Date : 12th August,2016

By the Order of the Board
Sd/-
Nitin S.Shah
Company Secretary
Membership No. ACS 7088

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

The following statement sets out all material facts relating to certain Ordinary Business and all the Special Businesses mentioned in the accompanying Notice:

Item No. 3

M/s AMPAC & Associates, Chartered Accountants, (FRN 112236 w) (Membership No:0444062) Mumbai with the Institute of Chartered Accountants of India), Chartered Accountants, were appointed as the statutory auditors of the Company for the financial year 2014-15 at the Annual General Meeting held on 30th September, 2014. M/s AMPAC & Associates, Chartered Accountants, (FRN 112236 w) (Membership No:0444062) Mumbai is proposed to be re-appointed for one year as statutory auditors for financial year 2015-16. As per Section 139(1) of the Companies Act, 2013, a transition period of three years from the commencement of the Companies Act, 2013 is provided to appoint a new Auditor when the existing auditors' firm has completed two terms of five consecutive years with the company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 3.

The Board recommends the resolution at Item No. 3 for approval of the members.

Item No. 4

Mr. Gautam M. Jain, (Din No: 00160167) who was appointed Chairman and Managing Director by the members to hold office upto November 11, 2016, hence continuation of his employment as Executive Chairman and Managing Director requires the approval of members by way of a Ordinary resolution.

Keeping in view that Mr. Gautam M.Jain (Din No: 00160167) has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Gautam M.Jain (Din No: 00160167) as Executive Chairman and Managing Director designated as Executive Chairman.

Mr. Gautam M. Jain (Din No: 00160167) is a graduate in Science from Gujarat University has been at the Metro group since the inception of the Company.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on August 12, 2016 approving re-appointment of Mr.Gautam M. Jain (Din No: 00160167) as Executive Chairman and Managing Director (designated as "Executive Chairman") of the Company for a further period of Five years with effect from November 12, 2016 to November 11, 2021. This is subject to the approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr.Gautam M. Jain (Din No: 00160167) and the terms and conditions of the re-appointment are given below:

i. Salary: ₹ 2,25,000/- per month which shall be inclusive of all benefits. This remuneration is eligible for revision on a date to be determined by the Remuneration Committee.

Perquisites:

The Executive Chairman shall be entitled to all the perquisites listed herein below in addition to the salary as mentioned above;

a. Medical Re-imbursement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.

b. Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.

c. Club Fees: Fees of clubs, subject to a maximum of three clubs.

d. Personal Accident Insurance/Group Life Insurance: Premium not to exceed ₹ 7200 per annum.

e. Provident Fund/Pension : Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.

f. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.

g. Use of Car with Driver: The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the chairman for business and personal use.

h. Telephone facility at residence: Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Chairman.

i. Servant: Reimbursement of servant's salary, subject to a maximum of three servants.

j. Watchman: Reimbursement of watchman's salary, subject to a maximum of two watchmen.

k. Gardener: Reimbursement of gardener's salary, subject to a maximum of one gardener.

Other terms and conditions:

a. In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.

b. "Family" means the spouse and dependent children of Mr. Gautam M.Jain.

c. Leave with full pay and allowances shall be allowed as per the Company's rules.

d. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

e. No sitting fees shall be paid to the Chairman for attending the meetings of the Board of Directors or Committees thereof.

f. The Chairman shall not be liable to retire by rotation.

g. The perquisites as listed in para (iv) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

All other existing terms and conditions for the re-appointment shall remain unchanged.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Gautam M. Jain (Din No: 00160167).

The Board of Directors recommends the resolution in relation to the re-appointment of Executive Chairman and Managing Director, for the approval of the shareholders of the Company.

Notice has been received from member signifying their intention to propose appointment of Mr. Gautam M. Jain (Din No: 00160167) as Executive Chairman and Managing Director of the Company along with a deposit of 1,00,000. The disclosure under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

Except Mr. Gautam M.Jain, Mr. Rahul G.Jain & Mrs Krati R.Jain or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 4.

Item No. 5

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Remuneration Committee the Board of Directors of the Company vide resolution passed on August 12,2016 approved re-appointment of Mr.Rahul G. Jain (Din No: 01813781) as Executive Director/ Whole time Director in accordance with the provisions contained in Section 196 and 197 of the Companies Act, 2013 .

Mr.Rahul G. Jain (Din No:01813781) is MBA and more than 8 years working experience in Metro Group.

Approval of the members is required by way of Ordinary Resolution for re appointment and payment of remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Rahul G. Jain (Din No: 01813781) and the terms and conditions of the appointment are given below:

i. Salary: ₹ 125000/- per month which shall be inclusive of all benefits. This remuneration is eligible for revision on a date to be determined by the Remuneration Committee.

Perquisites and Benefits

a. Mr. Rahul G.Jain (Din No: 01813781) will be eligible for a basket of various allowances / reimbursements under METROGLOBAL LIMITED POLICY like Leave Travel Allowance, House Rent Allowance, and Company leased car & accommodation, etc as per Company policy.

b. Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.

c. Corporate Club Fees: Fees of identified clubs as per Company policy.

d. Personal Accident Insurance, Group Life Insurance: Personal accident cover as per the Company policy.

e. Provident Fund, Pension & Survivor Benefit: Contribution to Provident Fund, Pension Fund and Survivor Benefit as per Company policy.

f. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.

g. Medical: Reimbursement of self, spouse and two dependent children as per the Company policy. In addition, Mr. Rahul G.Jain (Din No: 01813781) will be entitled to medical insurance and annual health checkup.

All the above perquisites and benefits would be subject to the applicable Company policy.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Rahul G. Jain (Din No: 01813781).

The Board of Directors recommends the resolution in relation to the appointment of Executive Director/ Whole-time Director, for the approval of the members of the Company.

Notice has been received from member signifying their intention to propose appointment of Mr. Rahul G.Jain (Din No: 01813781) as Executive Director/ Whole-time Director of the Company along with a deposit of ₹ 1,00,000. The disclosure under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

Except Mr. Rahul G. Jain, Mr. Gautam M. Jain & Mrs Krati R. Jain or their relatives, none of the Directors and Key Managerial Personnelof the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

INSTRUCTIONS FOR VOTING THROUGH E-VOTING

I. 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 the facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

II. The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now 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.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) 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.

(vi) 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 last 8 digits of the demat account/folio number in the PAN field. · In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. · Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter **the number of shares held by you as on the cut off date** in the **Dividend Bank details field**.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.