

Gorani Industries Ltd.



**XIXth Annual Report
2013-14**



Gorani Industries Ltd.

Board of Directors

Anil Gorani	Chairman
Sanjay Gorani	Managing Director
Nakul Gorani	Director
Shyam Sunder Jhavar	Independent Director
Sandeep Kumar Jain	Independent Director
Rashi Joshi	Independent Woman Director

Auditor

M/s. B.D. Sharda & Co.
Chartered Accountants.

Bankers

Central Bank of India
Siyaganj, Indore

Registered Office

Plot No. 32-33, Sector F,
Sanwer Road, Industrial Area,
INDORE - 452 015 (M.P.)



NOTICE

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of the members of the Company Gorani Industries Limited will be held at Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore on Monday, the 29th day of September, 2014 at 4.00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements for the year ended 31st March, 2014 including audited Balance Sheet and Profit & Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anil Gorani (Holding DIN 00055540) who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, consent of the members of the company be and is hereby accorded for the re-appointment of retiring auditor M/s. B. D. Sharda & Co., Chartered Accountants, bearing Firm Registration No. 00161C as statutory auditors for a term of three consecutive years, subject to ratification by the shareholders annually, at a remuneration to be decided by the Managing Director in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of

the Companies Act, 2013, if any, and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and as per propose revised clause 49 of the listing agreement, Mr. Shayam Sunder Jhawar (Holding DIN 02424283), who was holding position of the independent director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of Companies Act, 2013 from a member proposing his candidature for the office of the director of the company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the company to hold office for a term of five consecutive years up to 31st March, 2019 and he will not be liable to retire by rotation."

5. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, if any, and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and as per propose revised clause 49 of the listing agreement, Mr. Sandeep Kumar Jain (Holding DIN 03534578), who was holding position of the independent director whose office is liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of Companies Act, 2013 from a member proposing his candidature for the office of the director of the company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6)

of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the company to hold office for a term of five consecutive years up to 31st March, 2019 and he will not be liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Rashi Joshi (Holding DIN- 06920858), who was appointed as an Additional Director of the company and holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing her as a candidate for the office of director in terms of provisions of Section 160 of the Companies Act, 2013, and who is eligible for appointment as an Independent Woman Director, be and is hereby appointed as an Independent Woman Director of the Company to hold office for a term upto five consecutive years commencing from 31st July, 2014 to 30th July, 2019, and she will not liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions contained in the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the members of the company be and is hereby accorded to mortgage or charge all or any part

of immovable or movable properties of the Company, wheresoever’s situated, both present and future and to create mortgage and/or charge in all or any immovable properties of the Company, to or in favour of banks, financial institutions any other lenders to secure the amount borrowed/to be borrowed by the Company from time to time for the due payment of the principal monies together with the interest payable by the Company in respect of such borrowings and on such terms and conditions as may be decided by the Board and to do all such acts, deeds, matters and things as may be deemed necessary or expedient in their discretion to give effect to this resolution.

RESOLVED FURTHER THAT the securities created or to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the company as may be agreed to between the Board of Directors of the Company and the concerned parties.

RESOLVED FURTHER THAT the Board be and is hereby authorized create or revise / renew the securities / or release the securities and to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

8. To consider and if thought fit, to pass with or without modification the following resolution as an **Special Resolution:**

“**RESOLVED THAT** subject to other requisite approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, if any, consent of the members of the Company be and is hereby accorded under the provisions of section 180 (1) (c) and section 180 (2) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to borrow money from time to time from any one or more of the company’s



bankers and/or from any one or more other persons, firms, bodies corporate and/or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether secured or unsecured by mortgage, charge, hypothecation or lien or pledge of the company's assets or properties whether movable or stock in trade (including raw materials, stores, spare parts and components in stock or in transit) and work in progress in all or any of the undertakings of the company, notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary Loans obtained from the company's bankers in the ordinary course of business) shall not be in excess of Rs. 10.00 crore (Rupees Ten Crore Only) over and above the aggregate of the paid up share capital of the company and its Free reserves, that is to say, reserves not so set apart for any specific purpose.

RESOLVED FURTHER THAT Board of Directors/ Committee of Directors be and are hereby authorised to exercise all or any of the powers, authorities and discretion vested in the Board in terms of this resolution as may be permitted in the law."

By Order of the Board
for Gorani Industries Limited

Date: 31/07/2014

Place: Indore

Sanjay Gorani
(Holding DIN 00055531)
(Managing Director)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The Proxy, in order to be effective, must be received by 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 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.

Corporate members intending to send their authorised 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.

In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

2. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Brief resume of Directors including those proposed to be appointed / 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 and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report
4. Members/Proxies should bring attendance slips sent herewith duly filled in, for attending the Meeting.



5. Relevant documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and other holidays between 2.00 P.M. to 4.00 P.M. up to the date of the Annual General Meeting.
 6. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, the 24th September, 2014 to Monday, the 29th September, 2014 (Both days inclusive).
 7. Members are requested to
 - (i) Expeditiously intimate change of address, if any, to the Company/Registrar and Share Transfer Agents quoting reference to their Registered Folio Number.
 - (ii) Write to the Company for any information about accounts at least 10 days in advance of the Annual General Meeting.
 8. The Members are requested to dematerialize their shareholdings with their Depository Participants as the Company's Shares are traded compulsorily under demat mode in the Stock Exchanges.
 9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Nomination forms can be obtained from the Company's Registered Office.
 10. Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the Company/Share Transfer Agents along with the relevant Share Certificates for consolidation of such Folios in one Folio.
 11. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies of Annual Report to the Meeting.
 12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
 13. Entrance Pass and Proxy Form is annexed. Members are requested to affix their signature at the space provided in the entrance pass and hand over the same at the entrance to the place of meeting.
 14. **Members who have not registered their email address so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.**
 15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and the revised Clause 35B of the Listing Agreement, Company is pleased to provide e-voting facility to all its members to enable them to cast their vote at the Annual General Meeting by electronically means.
 16. A member may exercise his vote electronically through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.
- Instructions for Members for voting electronically are as under:-**
- a) Log on to the e-voting website www.evotingindia.com.
 - b) Click on "Shareholder" to cast your votes.
 - c) Select the Electronic Voting Sequence Number (EVSN) i.e. **140818032** along with Company Name i.e. **"GORANI INDUSTRIES LIMITED"** from the drop down menu and click on **"SUBMIT"**.
 - d) Now enter your User ID as follows:
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in physical form should enter Folio Number registered with the Company
 - e) Enter the Image Verification as displayed and Click on Login.



- f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- g) For Shareholders holding shares in physical form and first time users holding shares in electronic form, the steps given below are to be followed:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits of their demat account number/Folio No., as the case may be, in the PAN field.• In case the Folio No. is less than 8 digits enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar and Folio No. is 1 then enter RA00000001 in the PAN field.
Date of Birth or Date of Incorporation or Bank Account	<p>Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account in DD/MM/YYYY format or enter Folio No. OR Enter the Bank Account Number as recorded in your demat account or in the Company's records for the said demat account or Folio No. Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held in the Bank Account Number field.</p>

- h) After entering these details appropriately, click on **"SUBMIT"** tab.
- i) For Members holding shares in physical form, the login details can be used only for e-voting on the resolutions contained in this Notice. On logging in, Members holding shares in physical form will be directed to the Company selection screen.
- j) 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 electronic holders for voting on resolutions of other companies, as well, 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.
- k) Click on the EVSN of the company i.e. **140818032** to vote.
- l) 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.
- m) Click on the Resolution File Link if you wish to view the Notice.
- n) 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.
- o) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote. You can also take a print of the voting done by you.
- p) If an electronic account holder has forgotten the set password, then he has a 'Forgot password' option to reset the password.
- q) Note for Institutional Shareholders:
- Institutional shareholders (i.e. other than Individuals, HUFs, NRIs etc.) are required to log



- on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to - **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details, they have to create a compliance user 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.
- r) 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.
- IV. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and submit a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- V. The results declared along with the Scrutinizer's Report shall be placed on the Company's website **goraniindustries.com** and on the website of CDSL within two days of the passing of the resolutions at the Nineteenth AGM of the Company on 29th September, 2014 and communicated to BSE Limited where the shares of the Company are listed.
- VI. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.
- VII. You can also update your mobile number and Email Id in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting in future. The same may be used in case the Member forgets the password and the same need to be reset.

Other Instructions:

- I. The e-Voting period commences on 22nd September, 2014 (9.00 A.M.) and ends on 23rd September, 2014 (6.00p.m.). During this period shareholders of the company, holding shares either in physical form or in electronic form, as on 22nd August, 2014 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently
- II. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 22nd August, 2014.
- III. CS Manish Jain, Practicing Company Secretary (Membership No: FCS 4651 CP No: 3049) (Address: 219, President Tower, 6/2 South Tukoganj, Madhumilan Square, Indore (M.P.)-452001) has been appointed as the scrutinizer to conduct the e-voting process.

Contact Details :

Company	Gorani Industries Limited Registered Office: Plot No.32-33, Sector 'F' Sanwer Road, Industrial Area, Indore-452015 (M.P.) Tel No: 0731-2723201-3 Email id: gorani.industries@yahoo.com CIN: L28121MP1995PLC009170
Registrar and Share Transfer Agent	M/s Link Intime India P. Ltd. C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400078 Tel: 022-25963838, Fax: 022-25946969 Email Id: mumbai@linkintime.co.in
E-voting Agency	Central Depository Services (India) Ltd Email id: helpdesk.evoting@cdslindia.com
Scrutinizer	CS Manish Jain Practicing Company Secretary Email Id: manishjainandco@yahoo.com

**Statement to be annexed with the notice under
Section 102 of the Companies Act, 2013****Item No. 4:**

Mr. Shayam Sunder Jhawar is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in September, 2002. Mr. Shayam Sunder Jhawar is the Chairman of the Audit Committee and Remuneration Committee and member of Shareholder/ Investor Grievance Committee of the Board of Directors of the Company.

Mr. Shayam Sunder Jhawar is a well known and reputed personality in the marketing of Iron & steel. He has earned a good name in the brokerage business related to steel market. He is Postgraduate in Commerce and having rich experience in the field of steel, sheet metal etc. of over 25 years.

Mr. Shayam Sunder Jhawar is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Shayam Sunder Jhawar being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Mr. Shayam Sunder Jhawar as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Shayam Sunder Jhawar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Shayam Sunder Jhawar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Shayam Sunder Jhawar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Shayam Sunder Jhawar as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Shayam Sunder Jhawar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

This Statement annexed with the notice may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.5

Mr. Sandeep Kumar Jain is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in June, 2011. Mr. Sandeep Kumar Jain is the Chairman of Shareholder/ Investor Grievance Committee and a member of the Audit Committee and a member of the Remuneration Committee of the Board of Directors of the Company.

Mr. Sandeep Kumar Jain is a Practicing Chartered Accountant in the field of Finance, Audit, Taxation also having knowledge and professional experience of engineering and steel industries. Also Co-opted member on the zonal advisory board of the LIC of India, Bhopal.

Mr. Sandeep Kumar Jain is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Sandeep Kumar Jain being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Mr. Sandeep Kumar Jain as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Sandeep Kumar Jain fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Sandeep Kumar Jain as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.



The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sandeep Kumar Jain as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sandeep Kumar Jain as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Sandeep Kumar Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

This Statement annexed with the notice may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.6

As per the provisions of Section 149(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and also per propose revised Clause 49 of the Listing Agreement, the Company should have at least one Women director.

Keeping in view the above legal requirements Ms. Rashi Joshi (Holding DIN- 06920858), who was appointed as an Additional Director designated as Independent Woman Director of the company on 31st July, 2014 and holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing her as a candidate for the office of director in terms of provisions of Section 160 of the Companies Act, 2013 appointed as an independent Woman Director of the Company to hold office for a term upto five consecutive years commencing from 31st July, 2014 to 30th July, 2019, and is not liable to retire by rotation. Ms. Rashi Joshi (Holding DIN- 06920858) Practicing Company Secretary in the field of Company Law having experience of two years and graduate in Commerce.

In the opinion of the Board, Ms. Rashi Joshi (Holding DIN- 06920858) fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Woman Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Rashi Joshi (Holding DIN- 06920858) as an Independent Woman Director setting out the terms and conditions would be available for inspection without any fee

by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Rashi Joshi (Holding DIN- 06920858) as an Independent Woman Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Rashi Joshi (Holding DIN- 06920858) as an Independent Woman Director, for the approval by the shareholders of the Company.

Except Ms. Rashi Joshi (Holding DIN- 06920858), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

This Statement annexed with the notice may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.7

Section 180(1) (a) of the Companies Act, 2013 provides that the Board of directors of company shall not, without the approval of shareholders in general meeting by way of special resolution mortgage or charge all or any part of immovable or movable properties of the Company.

As the assistance from the institutions/banks provided/agreed to be provided to the Company have to be secured by the mortgage and charge of the assets of the Company, both present and future and the whole of the undertaking of the Company and the aforesaid institutions would like to retain a power to take over the management of the business and concern of the Company in certain events, it is necessary for the members to pass a resolution under Section 180(1)(a) of the Companies Act, 2013.

Hence, the members are required to authorize to the Board to create/renew charges on the movable and immovable assets and properties of the Company in favor of the lenders in accordance with the terms and conditions of the loans and security documents as stated in the Resolution set out at item No. 07.

The Board of Directors of the Company recommends the Resolution set out at Item No. 7 for passing by members as special resolution.