

INDIA E-COMMERCE LIMITED

46TH ANNUAL REPORT

2013-2014

Board of Directors	Mr. Jayesh Katakia Mr. Siddharth Panjri Mr. Chandan Paswan Mr. Arvind Jain	Non Executive Promoter Director Executive Director Non Promoter Independent Director Independent Director
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Bankers	HDFC Bank Limited	Mumbai
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Auditors	M/s K.R. Tiwari & Co. Chartered Accountants	Mumbai
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Registered Office	123, 1 st Floor, Trinity CHS Limited, Plot No. 261, Dr. Cawasji Hormasji Street, Dhobi Talao, Mumbai-400002
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Registrar & Share Transfer Agent	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400078
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Annual General Meeting	Date Time Venue	27 th September, 2014 10.30 A.M. 123, 1 st Floor, Trinity CHS Limited, Plot No. 261, Dr. Cawasji Hormasji Street, Dhobi Talao, Mumbai-400002
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INDIA E-COMMERCE LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT 46TH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIA E-COMMERCE LIMITED WILL BE HELD AT REGISTERED OFFICE OF THE COMPANY AT 123, 1ST FLOOR, TRINITY CHS LIMITED, PLOT NO. 261, DR. CAWASJI HORMASJI STREET, DHOBI TALAO, MUMBAI-400002 ON SATURDAY, THE 27TH DAY OF SEPTEMBER, 2014 AT 10:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

- 1 To receive, consider & adopt financial statements of the Company for the year ended March 31, 2014, the reports of the Board of Directors and Auditors' thereon.
- 2 To appoint a Director in place of Mr. Jayesh Katakia (DIN No. 03225286), who retires by rotation and being eligible offers himself for re-appointment.
- 3 To appoint Statutory Auditors of the Company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any modifications and re-enactments thereof), the Members of the Company do hereby approve the amendment in the Memorandum of Association of the Company by way of insertion of new Object Clause bearing No.4 [which is reproduced below] in PART III A of the Memorandum of Association of the Company, after the existing Main Object Clause No. 3:

4. To carry on in India or elsewhere the business to present, produce, distribute, arrange, manage, organize, conduct, sponsor, compose, edit, plan, design exhibit, demonstrate, promote, operate, participate, collaborate, and run at national & international level, all kinds of cine films, tele films, video films, documentary films, advertisement films, T. V. Serials, slides, shows, advertisement films making or other pasteurization feasible & all shorts of shows, modeling, films, programmes of songs, music, dance, film star, pop star, TV channels, web sites, running & maintenance of FM Radio station, gaming & to establish, erect, construct, build alter, acquire and / or otherwise film studio and for the purpose to engage, book or hire artists, author, story writers, musicians, models, performers, and other persons & agencies either alone or jointly with one or more persons, government or other local authorities

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

“RESOLVED THAT pursuant to Section 11 and other applicable provisions, if any, of the Companies Act, 2013, Consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee or person, which the Board may constitute/nominate to exercise its powers conferred under this Resolution) for commencing all or any of the business set out in Clause Nos. 4 of Part III A of the Memorandum of Association of the Company which are mentioned above.

RESOLVED FURTHER THAT Mr. Siddharth Panjri, Director and or Mrs. Sanhita Dey, Company Secretary of the Company, be and are hereby authorized to take all necessary/relevant step(s) as may be deemed expedient by them for giving effect to this resolution, for and on behalf of the Company including filing of relevant Forms and documents.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 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 thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Siddharth Panjri (DIN: 03157206), who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Non Promoter Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019.”

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

“**RESOLVED THAT** in accordance with the provisions of Sections 152(6), 203 and all other applicable provisions of the Companies Act, 2013 (the Act) or any statutory modification or re-enactment thereof, approval of the members of the Company is hereby given for the change in the terms of appointment of Mr. Arvind Kumar Jain (DIN No. 06391210) – Independent Director of the Company from retiring director to non-retiring director whose period of office shall not be subjected to retirement of director by rotation from the date of the Annual General Meeting.

RESOLVED FURTHER THAT the appointment will be for 5 years from the date of commencement of the Companies Act 2013 i.e. 1st April 2014.”

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

“**RESOLVED THAT** in accordance with the provisions of Sections 152(6), 203 and all other applicable provisions of the Companies Act, 2013 (the Act) or any statutory modification or re-enactment thereof, approval of the members of the Company is hereby given for the change in the terms of appointment of Mr. Chandan Laldeo Paswan (DIN No. 06640377) – Independent Director of the Company from retiring director to non-retiring director whose period of office shall not be subjected to retirement of director by rotation from the date of the Annual General Meeting.

RESOLVED FURTHER THAT the appointment will be for 5 years from the date of commencement of the Companies Act 2013 i.e. 1st April 2014.”

By Order of the Board
For India E-Commerce Limited

Place: Mumbai
Date: 30.05.2014

Sd/-
Chandan Paswan
Director

NOTES:

- 1 **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight 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.

- 2 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 authorising their representative to attend and vote on their behalf at the Meeting.
- 3 The details under Clause 49 of the Listing Agreement with Stock Exchanges in respect of Directors proposed to be appointed / reappointed at the Annual General Meeting, is annexed hereto.
- 4 For convenience of Members, an Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and hand over the Attendance Slip at the place of Meeting. The Proxy of a Member should mark on the Attendance Slip as a Proxy.
- 5 Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 6 The Register of Members and the Shares Transfer Books of the Company will be closed from Saturday, the 20th day of September, 2014 to Saturday, the 27th day of September, 2014 (both days inclusive).
- 7 The members are requested to:
 - (a) Intimate to the Company changes, if any, in their Registered Address, Bank Account Number / details etc. at an early date;
 - (b) Quote ledger folio numbers / DP ID and Client ID in all their correspondences;
 - (c) Bring their copies of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
 - (d) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
 - (e) Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Link Intime India Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
 - (f) Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
 - (g) Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id india1e1commerce@gmail.com for quick and prompt redressal of their grievances.

- (h) Members, who are wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (form 2B) to M/s Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company.
- (i) The Equity shares of the Company are listed on BSE Limited. and Listing Fees for the financial year 2014-2015 have been paid to BSE Limited.

8 In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means (“e-voting”) to its members. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link www.evotingindia.com during the following voting period:

The voting period begins on 20th September, 2014 (9.00 am) and ends on 22nd September, 2014 (6.00 pm) During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29th August, 2014 , may cast their vote electronically . The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- 9** The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
- 10** The Company has appointed Mr. Mohd Akram, Practicing Company Secretary, as ‘scrutinizer’ (the “Scrutinizer”), for conducting the e-voting process for the Extraordinary General Meeting in a fair and transparent manner.

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting:

- a The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- b Click on “Shareholders” tab.
- c Now, select the “India E-Commerce Limited” from the drop down menu and click on “SUBMIT”.
- d 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.
- e Next 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 voting of any company, then your existing password is to be used.
- g If you are a first time user follow the steps given below:

Enter	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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 member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- h After entering these details appropriately, click on “SUBMIT” tab.

- i 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.
- j For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k Click on the EVSN for the relevant <India E-Commerce Limited> on which you choose 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 "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- p You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r Note for Institutional Shareholders & Custodians:

Institutional shareholders (i.e. other than Individuals, HUF, NRI 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 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.

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.

- s 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.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4 & 5

The Board of Directors of the Company proposes to carry certain business activities related with film production and distribution etc., in addition to the current business activities carried on by your company. This will greatly enhance the shareholders' value and will immensely benefit the Company in the long run. Further the said additional business will also help the Company to augment its financial resources which shall prove beneficial to the stakeholders besides the Company itself. Hence, in order to correctly reflect the said proposed new business activity, it is proposed to amend Object clause of the Memorandum of Association of the Company.

Further, your Board also proposes to amend Part III A of the Memorandum of Association of the Company by way of insertion of object clauses related with business activities as per detailed in Objects Clauses 4. Your Board is of the opinion that considering the profit margins and prospects of garnering major business opportunities in film production and distribution which will help to augment the resources of the Company, the said amendment is proposed.

Consequent to the above amendments in the Memorandum of Association of the Company, and in order to enable the Company to undertake diversification of business for long term growth and profitability, it is proposed to commence new business activities as detailed in Object Clause Nos. 4 to the Notice.

In terms of Section 11 of the Act, approval of members is also required by way of Special Resolution for commencement of any business activity by the Company. Hence the resolution at Item no. 5 of the accompanying notice is circulated herewith for the approval of the Members.

Pursuant to Section 102 of Companies Act, 2013, the Board of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions.

The Board commends the Special Resolutions set out at Item No. 4 & 5 of the Notice for approval by the shareholders.

Item No. 6

The Board of Directors of the Company appointed, pursuant to the provisions of Section 260 of the Companies Act, 1956 and the Articles of Association of the Company, Shri Siddharth Panjri as an Additional Director of the Company with effect from October 25, 2013.

In terms of the provisions of Section 161(1) of the Act, Shri Siddharth Panjri would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Siddharth Panjri for the office of Director of the Company.

Shri Siddharth Panjri is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can