

BOARD OF DIRECTORS

Executive Directors

Mrs. Kirti Lakhotia - MD

Mr. Sidharth Lakhotia - Director & CEO

Mr. Pratik Lakhotia - Director & CFO

Independent Director

Mr. Kamaljit Singh

Mr. Rajat Sharma

(apptd. w.e.f. 14.08.2019)

Mayur P. Shah

(apptd. w.e.f. 14.08.2019)

Mr. Praveen Jain

(Ceased w.e.f. 14.08.2019)

Mr. G K Gupta

(Ceased w.e.f. 14.08.2019)

COMPANY SECRETARY & COMPLIANCE OFFICER

Vineet Jain

(apptd. w.e.f. 06.06.2019)

Mr. P. N. Roy Choudhury

(Ceased w.e.f. 07.01.2019)

AUDIT COMMITTEE

Mr. Kamaljeet Singh - *Chairman*

Mr. Rajat Sharma - *Member*

Mr. Mayur P. Shah - *Member*

NOMINATION & REMUNERATION COMMITTEE

Mr. Kamaljeet Singh - *Chairman*

Mr. Rajat Sharma - *Member*

Mr. Mayur P. Shah - *Member*

SHAREHOLDER'S/INVESTOR'S GRIEVANCE REDRESSAL COMMITTEE

Mr. Kamaljeet Singh - *Chairman*

Mr. Sidharth Lakhotia - *Member*

Mr. Rajat Sharma - *Member*

STATUTORY AUDITOR

M/s ANIL MALANI & ASSOCIATES

Chartered Accountant

Malani Niwas

80, S. N. Chatterjee Road

Kolkata- 700034

M. SHAHNAWAZ & ASSOCIATES

16A, Abdul Hamid Street, 5th Floor

Room No. 501, Kolkata - 700069

Phone: 033-4600-5705

REGISTRAR & SHARE TRANSFER AGENT

M/S S. K. Infosolution Pvt. Ltd

34/1A, Sudhir Chatterjee Street

Kolkata-700006

ADVOCATES & SOLICITOR

Advocate Ejaz Khan

Advocate Dibyangshu Das

BANKERS

State Bank of India

Corporation Bank

ICICI Bank Ltd.

United Bank of India

AXIS Bank

REGISTERED OFFICE

P-16, C. I. T Road

Kolkata 700 014

Phone: 033-40655103/4/5

Fax : 033-24852932

E-mail: corporate@lccinfotech.co.in

CORPORATE OFFICE

2/5A, Sarat Bose Road,

Kolkata - 700 020

Phone: (033) 40033636/37/38

Fax: (033) 2485 2932

Website: <http://www.lccinfotech.in>

Mail: investor.info@lccinfotech.co.in

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NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of LCC INFOTECH LIMITED will be held on Saturday, 28th September 2019 at "Bharatiya Bhasha Parisad" 36A, Shakespeare Sarani, Kolkata-700017, at 11:00 A.M. to transact the following Business:

Ordinary Business:

1. To receive, consider and adopt the Audited financial statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2019 together with Directors' Report and Auditors' Report thereon.
2. To appoint a director in place of Mr. Sidharth Lakhota (DIN: 00057511), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

Special Business

3. Appointment of Mr. Rajat Sharma (DIN: 01576565) as Independent Director of the Company
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
RESOLVED THAT as per the provision of the Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and based on the recommendation of the Nomination and Remuneration Committee, Mr. Rajat Sharma (DIN: 01576565), who was appointed by the Board of Directors as an Additional Director, in the capacity of an Independent Director, of the Company with effect from August 14, 2019, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Act, and in respect of whom the Company has received notice 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 Independent Director of the Company for a period of five years with effect from August 14, 2019 to August 13, 2024, who shall not be liable to retire by rotation.
4. Appointment of Mr. Mayur P. Shah (Din: 01849708) as Independent Director of the Company
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
RESOLVED THAT as per the provision of the Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and based on the recommendation of the Nomination and Remuneration Committee, Mr. Mayur P Shah (Din: 01849708), who was appointed by the Board of Directors as an Additional Director, in the capacity of an Independent Director, of the Company with effect from August 20, 2019, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Act, and in respect of whom the Company has received notice 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 Independent Director of the Company for a period of five years with effect from August 20, 2019 to August 19, 2024, who shall not be liable to retire by rotation.
5. Re-appointment of Mr. Kamaljit Singh (DIN: 0552381) as an Independent Director of the Company for 2nd term of 5 years
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 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Nomination and Remuneration Committee, Mr. Kamaljit Singh (DIN: 0552381), who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature

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for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a Second Term of 5 (Five) years from conclusion of this AGM till September 27, 2024, who shall not be liable to retire by rotation."

Wednesday, August 20, 2019

By Order of the Board
For LCC INFOTECH LIMITED

Sd/-



Sidharth Lakhota
Director
DIN: 00057511

Regd. Office:
P-16, C.I.T. Road
Kolkata-700014
CIN: L72200WB1985PLC073196
Phone : 033-40033636/37
Fax : 033-24852932
E-mail : corporate@lccinfotech.co.in
Website : www.lccinfotech.in

Note:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES 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 AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. 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, PROVIDED THAT THE PERSON DOES NOT ACT AS PROXY FOR ANY OTHER MEMBER..
2. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
3. Pursuant to section 91 of the Companies Act 2013 the Register of Members and Share Transfer Registers of the Company will remain closed from 21st September 2019 to 28th September 2019 (both days inclusive).
4. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act'), will be available for inspection by the members at the at registered office of the company
6. Members of the company holding more than one Share Certificate in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant Equity Share Certificates to the Company's Registrar & Share Transfer Agent M/S S.K. Infosolution Pvt. Ltd. Situated at 34/1A, Sudhir Chatterjee Street, Kolkata - 700006.
7. 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.
8. Members holding the equity shares under multiple folios in same names are requested to consolidate their holdings into one folio.
9. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, S.K. Infosolution Pvt. Ltd. Situated at 34/1A, Sudhir Chatterjee Street, Kolkata – 700006, for assistance in this regard.
10. Members are requested to address all correspondence to the Registrar and Share Transfer Agents, M/s. S.K. Infosolution Private Limited, 34/A, Sudhir Chatterjee Street, Kolkata-700013, Phone: 033-22196797, Email: skcdilip@gmail.com.
11. Relevant documents referred to in the accompanying notice including Annual Report for the financial year 2018-19 are open for inspection by members at the registered office of the company on all working days of the Company (Monday to Friday) between 11:00 a.m. and 1:00 p.m. up to the date of AGM.
12. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
13. Additional Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), on Director seeking appointment / re-appointment at this AGM is furnished herewith as annexure to the Notice. The director has furnished consent for his re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
14. Members are requested to: (i) bring their copies of the annual report and the attendance slip duly completed and signed at the meeting. (ii) Quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
15. The Notice of the AGM along with the Annual Report 2018-19 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. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with Company or with their depository participant or send their consent to the Registrar and Share Transfer of the Company along with their folio no. and valid email address for registration. As a measure to save our natural resources, we request shareholders to update their email address with their Depository Participants / Registrar and Share Transfer Agent to enable the Company to send communications electronically.

16. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request by the Registrar and Transfer Agent /Company.
17. Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members. The same has also been hosted at the website of the Company at www.lccinfotech.co.in
18. Voting Through Electronic Means
 - I. In compliance to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - II. The process and manner for remote e-voting are as under:
 - (i) The remote e-voting period commences on 25th September, 2019 (9:00 am) and ends on 27th September, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (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, excluding the special characters.
 - (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	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 8 digits of the sequence number in the PAN field.
	~ 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.

DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. * Please Enter the DOB or Bank Account Number in order to Login.
DOB	* If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (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 Company Name i.e. LCC Infotech 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 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.
- (xviii) Note for Institutional Shareholders & Custodians :
- ~ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 they have to create a compliance user which 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
19. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at csmdshah@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 27, 2019, up to 5:00 pm without which the vote shall not be treated as valid.
20. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of September 21, 2019.

21. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 21, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
22. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2019, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
23. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
24. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. September 21, 2019, are requested to send the written / email communication to the Company at corporate@lccinfotech.co.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
25. CS Md. Shahnawaz, Practicing Company Secretary, (Membership No. 21427; CP No – 15076), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
26. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.lccinfotech.in and on the website of CDSL. The same will be communicated to the stock exchange where the shares of the company are listed.

Wednesday, August 20, 2019

By Order of the Board
For LCC INFOTECH LIMITED

Sd/-



Sidharth Lakhotia
Director
DIN: 00057511

Regd. Office:
P-16, C.I.T. Road
Kolkata-700014
CIN: L72200WB1985PLC073196
Phone : 033-40033636/37
Fax : 033-24852932
E-mail : corporate@lccinfotech.co.in
Website : www.lccinfotech.in

Explanatory Statements

Item No. 3

Mr. Rajat Sharma (DIN: 01576565) was appointed as an Additional Director (Independent) of the Company by Board of Director at their meeting dated August 14, 2019, subject to approval of members, is entitled to hold office as such up to the date of ensuing Annual General Meeting (AGM).

Mr. Rajat Sharma aged 47 years, is a commerce graduate by profession. He is having varied experience in administration and investment.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from members proposing the candidature of Mr. Rajat Sharma for the office of Independent Directors.

The Company has received from Mr. Rajat Sharma (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The directorship held by the proposed appointee is within the limits prescribed under the Act and Regulation 25 of the Listing Regulations.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board of Directors of the Company recommend the appointment of Mr. Rajat Sharma, being eligible for appointment as an Independent Director and has offered himself for appointment, as an Independent Director for a term of 5 (Five) years from August 14, 2019 till August 13, 2024, for approval by the shareholders. He shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Rajat Sharma who is proposed to be appointed as an Independent Director for a term of 5 years, fulfills the conditions specified in the Act and Rules made thereunder.

The Board considers that Mr. Rajat Sharma association as an Independent Director would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

A copy of the draft letter of reappointment, setting out the terms and conditions of appointment of Mr. Rajat Sharma, is available for inspection, without any fee, by the members at the Company's registered office during business hours on all working days up to the date of the AGM.

Except Mr. Rajat Sharma, none of the other directors or key managerial personnel of the Company are concerned or interested, financially or otherwise, in the resolution set out in item no. 3 of the notice.

The Board recommended the resolution set forth in item no. 3 of the notice for approval of the members.

Item No. 4

Mr. Mayur P. Shah (Din: 01849708) was appointed as an Additional Director (Independent) of the Company by Board of Director at their meeting dated August 20, 2019, subject to approval of members, is entitled to hold office as such up to the date of ensuing Annual General Meeting (AGM).

Mr. Mayur P. Shah (Din: 01849708) aged 38 years, is holds a commerce graduate degree. He is having more than 10 years of experience in field of real estate, infrastructure, finance and investment.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from members proposing the candidature of Mr. Mayur P. Shah for the office of Independent Directors.

The Company has received from Mr. Mayur P. Shah (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The directorship held by the proposed appointee is within the limits prescribed under the Act and Regulation 25 of the Listing Regulations.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board of Directors of the Company recommend the appointment of Mr. Mayur P. Shah, being eligible for appointment as an Independent Director and has offered himself for appointment, as an Independent Director for a term of 5 (Five) years from August 20, 2019 till August 19, 2024, for approval by the shareholders. He shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Rajat Sharma who is proposed to be appointed as an Independent Director for a term of 5 years, fulfills the conditions specified in the Act and Rules made thereunder.

The Board considers that Mr. Mayur Paresh Shah association as an Independent Director would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

A copy of the draft letter of reappointment, setting out the terms and conditions of appointment of Mr. Mayur Paresh Shah, is available for inspection, without any fee, by the members at the Company's registered office during business hours on all working days up to the date of the AGM.

Except Mr. Mayur Paresh Shah, none of the other directors or key managerial personnel of the Company are concerned or interested, financially or otherwise, in the resolution set out in item no. 3 of the notice.

The Board recommended the resolution set forth in item no. 4 of the notice for approval of the members.

Item No. 5

Mr. Kamaljit Singh (DIN: 0552381) was appointed by the shareholder at their Annual General Meeting (AGM) held on September 24, 2014, as an Independent Director of the Company in term of Section 149 and other applicable provisions of the Companies Act, 2013 for a period of 5 year to hold office as such up to the conclusion of the 33rd Annual General Meeting (AGM).

Mr. Kamaljit Singh is the member of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee. He is also the lead Independent Director of the Company.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment as an Independent Director on passing of a special resolution by the Company for another term of five years.

The present term of Mr. Kamaljit Singh will come to an end on the conclusion of the 33rd AGM. Considering his expertise, experience and his contribution in the Boards process, it is considered that Mr. Kamaljit Singh shall be reappointed as an Independent Director for a second term of five years.

Mr. Kamaljit Singh, aged 59 years, is a commerce graduate from Delhi University. He is having varied experience in the field of accounting, finance and investment.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board of Directors of the Company recommend the reappointment of Mr. Kamaljit Singh being eligible for re-appointment as an Independent Director and has offered himself for re-appointment, as an Independent Director for a Second Term of 5 (Five) years from September 28, 2019 till September 27, 2024 for approval by the shareholders. He shall not be liable to retire by rotation.

The Company has received (i) Intimation in form DIR-8 pursuant to rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, from Mr. Kamaljit Singh to the effect that he is not disqualified in accordance with Section 164(2) of the Companies Act, 2013; (ii) declaration that he meets the criteria of independence as provided in section 149 of the Companies Act 2013; and (iii) a notice in writing from a member under section 160 of the Act proposing the candidature of Mr. Kamaljit Singh as director of the Company.

In the opinion of the Board of Directors, Mr. Kamaljit Singh who is proposed to be reappointed as an Independent Director for a second term of 5 years, fulfills the conditions specified in the Act and Rules made thereunder.

The Board considers that Mr. Kamaljit Singh association as an Independent Director would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

Except Mr. Kamaljit Singh, none of the other directors or key managerial personnel of the Company are concerned or interested, financially or otherwise, in the resolution set out in item no. 5 of the notice

The Board recommended the resolution set forth in item no. 5 of the notice for approval of the members.