

Corporate Information

Chairman & Managing Director

Mr. Ravinder Nath Jain

Executive Director

Mr. Ashish Jain

Promoter Director

Ms. Priti Jain

Mrs. Dipti Jain

Director

Mr. Sandeep Verma

Independent Director

Mr. Rajesh Jain

Mr. Ashok Jain

Mr. Amit Jain

Mr. Suresh Chander Malik

Mr. Rajpal Jain

Company Secretary & CFO

Mr. Sandeep Kumar Agarwal

Auditors**Khandelwal and Khandelwal Associates**

Chartered Accountants, Indore

Banker(s)

Andhra Bank, Green Park, New Delhi

Registered Office

4/5, 1st Floor, Asaf Ali Road, New Delhi - 110002

Telephone: 91-011-40081800-30; Telefax : 91- 011-23260320

Email : info@maanaluminium.in;

Website : www.maanaluminium.com

Plant

Plot No. 67 & 75, Sector 1, Pithampur Industrial Area,

Dist.: Dhar (M.P.), Ph.: 07292-472500

Registrar and Share Transfer Agent**M/s. Link Intime India Pvt. Limited**

Noble Heights, 1st Floor, Plot NH 2,C-1 Block LSC,

Near Savitri Market Janak Puri, New Delhi-110058

Phone : +91 11 4941 1000; Fax : +91 11 4141 0591

Email : delhi@linkintime.co.in

ABOUT MAAN

Our History

The company is one of the pioneers in the Aluminium extrusion industry in India; its plant is located in Central India & was one of the first to be commissioned. In the year 2009, the company was rebranded as Maan Aluminium Ltd. the new entity now includes trading and manufacturing operations, having industry experience and knowledge of over 32 years.

The company had a humble beginning in manufacturing Aluminium extrusions, in a record time of eleven months from commencement of commercial operations, and today has the distinction of being one of the nation's largest manufacturers and exporters of Aluminium extruded products from central India.

Today, Maan Aluminium Ltd. is a preferred choice by many companies worldwide. The company is exporting its products globally, and is accredited with One Star export house status.

Contents

06 Notice

16 Director's Report

33 Report on Corporate Governance

44 Auditor's Report

46 Balance Sheet

47 Statement of Profit and Loss Account

48 Cash Flow Statement

49 Statement of Changes in Equity

50 Notes to Financial Statements

NOTICE

Notice is hereby given that the **Sixteenth Annual General Meeting** of the members of **Maan Aluminium Limited** will be held on Friday, the 27th day of September, 2019 at Tivoli Grand Resort Hotel, Main GT Karnal Road, New Delhi at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019 and Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the interim dividend of Rs. 1/- per equity share of Rs. 10/- each for the financial year ended 31.03.2019.
3. To appoint a director in place of Ms. Priti Jain (DIN No. 01007557), who retires from office by rotation and being eligible, offers herself for re- appointment.

“RESOLVED THAT Ms. Priti Jain (DIN No. 01007557), who retires by rotation from the Board of Directors pursuant to the provisions of section 152 of the Companies Act, 2013 and as per the Company's Articles of Association be and is hereby reappointed a Director of the Company.”

SPECIAL BUSINESS:

4. To fix remuneration of M/s Vivek Bothra, Cost Accountant (Membership No. 16308) the Cost Auditor of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED AS A ORDINARY RESOLUTION THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s Vivek Bothra, Cost Accountant (Membership No. 16308), appointed as Cost Auditors, by the Board of Directors of the Company, to conduct the audit of the cost accounting records of the “Aluminium” manufactured by the Company for the financial year ending March 31, 2020, consent of the members of the Company be and is hereby accorded for payment of remuneration amounting to Rs. 75,000/- (Rupees Seventy Five thousand only) excluding service tax and out of pocket expenses, if any.”

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

5. To consider and if thought fit to pass, the following as a Special Resolution:

“RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force),

Shri Rajesh Jain (DIN: 02854873), who holds office of Independent Director upto the date of this Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company for an another term of 5 (five) consecutive years for a term up to the conclusion of the 21th Annual General Meeting of the Company in the calendar year 2024.”

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

6. To consider and if thought fit to pass, the following as a Special Resolution:

“RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Amit Jain (DIN: 02979833), who holds office of Independent Director upto the date of this Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company for an another term of 5 (five) consecutive years for a term up to the conclusion of the 21th Annual General Meeting of the Company in the calendar year 2024.”

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

7. To consider and if thought fit to pass, the following as a Special Resolution:

“RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Ashok Jain (DIN: 03498081), who holds office of Independent Director upto the date of this Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company for an another term of 5 (five) consecutive years for a term up to the conclusion of the 21th Annual General Meeting of the Company in the calendar year 2024.”

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and

things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

8. To consider and if thought fit to pass, the following as a Special Resolution:

“RESOLVED AS A SPECIAL RESOLUTION THAT, pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Members be and is hereby accorded to Mr. Suresh Chandra Malik (DIN: 05178174), Non-Executive Independent Director, who is going to attained the age of 75 years in June, 2020 to continue as an Independent Director of the Company on and after June, 2020 till the expiry of his present term, i.e. up to 31st March, 2021.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

9. To consider and if thought fit to pass, the following as a Special Resolution:

“RESOLVED AS A SPECIAL RESOLUTION THAT, pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision 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, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Ravinder Nath Jain (DIN: 00801000), Chairman and Managing Director at such terms and conditions as approved by Members in its Annual General Meeting held on August 10, 2018, notwithstanding that the annual aggregate remuneration payable to Ms. Priti Jain, Executive Director, Mrs. Dipti Jain, Executive Director and Mr. Ashish Jain, Executive Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of his appointment.

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and commission as per special resolution passed in Annual General Meeting held on August 10, 2018 shall remain unchanged.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mr. Ravinder Nath Jain (DIN: 00801000), Chairman and Managing Director.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

10. To consider and if thought fit to pass, the following as a Special Resolution:

“RESOLVED AS A SPECIAL RESOLUTION THAT, pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision 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, consent of the Members be and is hereby accorded for payment of remuneration to Ms. Priti Jain (DIN:01007557), Executive Director at such terms and conditions as approved by Members in its Annual General Meeting held on July 02, 2016, notwithstanding that the annual aggregate remuneration payable to Mr. Ravinder Nath Jain, Chairman and Managing Director, Mrs. Dipti Jain, Executive Director and Mr. Ashish Jain, Executive Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of her appointment.

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and commission as per special resolution passed in Annual General Meeting held on July 02, 2016 shall remain unchanged.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Ms. Priti Jain (DIN: 01007557), Executive Director.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

11. To consider and if thought fit to pass, the following as a Special Resolution:

“RESOLVED AS A SPECIAL RESOLUTION THAT, pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision 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, consent of the Members be and is hereby accorded for payment of remuneration to Mrs. Dipti Jain (DIN:06942550), Executive Director at such terms and conditions as approved by Members in its Annual General Meeting held on June 26, 2017, notwithstanding that the annual aggregate remuneration payable to Mr. Ravinder Nath Jain, Chairman and Managing Director, Ms. Priti Jain, Executive Director and Mr. Ashish Jain, Executive Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of her appointment.

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and commission as per special resolution passed in Annual General Meeting held on June 26, 2017 shall remain unchanged.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mrs. Dipti Jain (DIN: 06942550), Executive Director.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to

settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

12. To consider and if thought fit to pass, the following as a Special Resolution:

“RESOLVED AS A SPECIAL RESOLUTION THAT, pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision 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, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Ashish Jain (DIN:06942547), Executive Director at such terms and conditions as approved by Members in its Annual General Meeting held on June 26, 2017, notwithstanding that the annual aggregate remuneration payable to Mr. Ravinder Nath Jain, Chairman and Managing Director, Ms. Priti Jain, Executive Director and Mrs. Dipti Jain, Executive Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of his appointment.

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and commission as per special resolution passed in Annual General Meeting held on June 26, 2017 shall remain unchanged.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mr. Ashish Jain (DIN: 06942547), Executive Director.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll/ballot instead of him/herself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting, either in person or through post. A Proxy form is appended with the attendance slip.

Members may refer proxy related provisions given in the SS2 - secretarial standard on general meeting issued by the ICSI and approved by Central Government.

Pursuant to provisions of Section 105 of the Companies Act, 2013, a person, can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48

hours before the commencement of the meeting.

2. If shares are held jointly, proxy form must be signed by all the members. If proxy form is signed by Authorized representative of body corporate or attorney, certified copy of Board resolution/ power of attorney/ other authority must be attached with the proxy form.
3. The statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their details of demat account (Client ID and DPID), folio number etc for easier identification of attendance at the meeting.
5. Body Corporate members intending to send their authorized representative are requested to send a duly certified copy of the Resolution authorizing their representative to attend and vote at the Meeting.
6. Relevant documents referred to in the accompanying notice and explanatory statements are open for inspection by the members at the registered office of the Company on all working days between 11.00 a.m. and 2.00 p.m. and will also be made available at the meeting.
7. Members are requested to notify immediately any change in their address, bank account details and email id to their respective Depository Participants (DPs) in respect of shares held in electronic (demat) mode and in respect of physical mode, to the Registrar & Share Transfer Agent of the Company.
8. Nomination:

Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to section 72 of the Companies Act 2013 read with relevant rules. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH13 duly filled in and signed to the Company or RTA. Member may contact secretarial department on 011-40081800/30 for guidance to avail facilities or matters as mentioned in this Notice.
9. Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchanges. Considering the advantages of scripless / demat trading, shareholders are advised to get their shares dematerialized to avail the benefits of scripless trading.
10. Communication through e-mail:

As responsible citizens of the world, we would like to do our bit to protect our environment and reduce our carbon footprint. We request our valued shareholders to join us in our endeavor to save the planet by registering their email ids to receive all communication electronically. This would also be in conformity with the legal provisions.

It may be noted that the Company would communicate important and relevant information, events and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form, to the email address of the respective members. Further information in this respect is also posted on website of the Company www.maanaluminium.com

To support green initiative, members who have not registered their e-mail address so far, are requested to register the same in the following manner.

- a. In respect of electronic/demat holdings, through concerned Depository Participant (DP).
- b. Members who hold shares in physical form are requested to send their email address to cs@maanaluminium.in quoting name and folio number.

This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would surely appreciate your Company's desire to participate in the Green Initiative Movement. In case of any change in the email address, shareholders can update it in the same manner as mentioned above.

11. Members/Proxy holders shall hand over the attendance slips, duly signed and filled in all respect, at the entrance for attending the meeting. Route map of venue of AGM is given in this Notice.
12. Members desirous of any information or queries on accounts or relevant reports are requested to send their queries atleast ten days in advance to the Company at its corporate office address to enable the Company to collect the relevant information and answer them in the meeting.
13. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
14. Unclaimed Dividend:

Shareholders are requested to note that dividends, which are not encashed and remain unpaid / unclaimed for seven years from the date it become due for payment, will be transferred to the Investors Education & Protection Fund (IEPF) established by Central Government as per section 125 of the Companies Act, 2013.

The Company has uploaded the details of unpaid / unclaimed dividend lying with the Company on the website of the Company www.maanaluminium.com

15. Shares due to transfer to IEPF:

Equity shares in respect to which dividend has not been encashed for seven consecutive years or more will be required to transfer to Investors Education & Protection Fund (IEPF) pursuant to section 124(6) of the Companies Act 2013. Relevant details in this respect are posted on the Company's website www.maanaluminium.com in investors section. The Company sends communication in this respect to concerned shareholders from time to time as may be necessary. Shareholders are requested to Contact Company or RTA to encash the unclaimed dividend and in case any pending legal disputes, provide certified copy of order from Court / Authority restraining transfer, payment of dividend etc.

16. PROCEDURE OF VOTING AT AGM

Members who do not vote by e-voting are entitled to vote at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting. Voting to the resolutions as contained in the Notice shall be conducted through ballot/poll or other appropriate process. Relevant facility for voting shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting. Members who are entitled to vote can cast their vote through ballot paper in the AGM. The Company will make arrangement in this respect including

distribution of ballot papers under the supervision of a scrutinizer appointed for the purpose. Members will need to write on the ballot paper, inter alia, relevant Folio Number, DP ID & Client ID No. and number of shares held etc.

11. E-VOTING FACILITY

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules 2014, the Company is providing the facility to members to exercise their right to vote by electronic means by remote e-voting facility (e-voting) and accordingly business/resolutions as mentioned in the AGM Notice shall be transacted also considering e-voting. Necessary arrangements have been made by the Company with NSDL to facilitate e-voting. The Company has appointed Ms. Anita Aswal, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of votes cast electronically, in a fair and transparent manner. The Company may vary the dates as mentioned herein and scrutinizer, if necessary to meet the compliance or if circumstances so warrant.

For the purpose of dispatch of this notice, shareholders of the Company holding shares either in physical form or in dematerialized form as on 22 August, 2019, have been considered. Any person, who acquires shares of the Company and becomes member of the Company after the said date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/Registrar and Transfer Agents.

The Members whose names appear in the Register of Members/ list of Beneficial Owners as received from Depositories as on 20 September, 2019 ("cut-off date") are entitled to vote on the resolutions set forth in this Notice. Person who is not a member as on the said date should treat this Notice for information purpose only.

The e-voting period will commence on 24 September 2019 (9:00 a.m.) and will end on 26 September, 2019 (5:00 p.m.). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

On submission of the report by the scrutinizer, the result of voting at the meeting and e-voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.maanaluminium.com and on the website of NSDL. Result will be declared forthwith on receipt of the Report of the Scrutinizer.

The Members must read the detailed procedure on electronic voting provided below.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

1. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

2. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

3. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

4. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
5. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
6. Now, you will have to click on "Login" button.
7. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aswal1207@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders

available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013:

ITEM NO. 04

Ratification of remuneration of Cost Auditors

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct audit of Cost Records of the Company.

The Board, on the recommendation of the Audit Committee has approved the appointment of Mr. Vivek Bothra, Cost Accountant (Membership No. 16308), Cost Accountants, as the Cost Auditors of the Company for the financial year ending March 31, 2020, at a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and reimbursement of actual out-of-pocket expenses, if any. The remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 4 of the Notice.

The Board recommends the passing of an Ordinary Resolution as set out at Item No. 4 of the accompanying Notice.

ITEM NO. 05

Re-appointment of Shri Rajesh Jain (DIN No. 02854873) as an Independent Director of the Company

At the Annual General Meeting (AGM) of the Company held on 30th September, 2014, the Members approved appointment of Shri Rajesh Jain (DIN No. 02854873) as Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 (Act), for a term of five consecutive years from the date of above AGM upto 16th AGM of the Company to be held in the year 2019. Accordingly, his present term as Independent Director of the Company will determine at this AGM. He is eligible for reappointment as Independent Director of the Company for an another term of upto a maximum of five consecutive years on passing of a Special Resolution by the Company.

Shri Rajesh Jain do not hold any Equity Share of the Company and is not related to any Director/Key Managerial Personnel of the Company. Shri Rajesh Jain is a Chairman of the Nomination and Remuneration Committee and Stakeholders Relationship Committee. Shri Rajesh Jain is a Member of the Audit Committee of the Board of Directors of the Company. For other details such as the number of Meetings of the Board attended during the year, remuneration drawn, please refer to the Corporate Governance Report/MGT-9, which forms part of Annual Report.

The Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee of Directors, re-appointed Shri Rajesh Jain, for an another term of five consecutive years as Independent Director of the Company, subject to requisite approval of the Members.

The Company has received requisite consent from him to act as Independent Director of the Company and declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act & Regulation 16 of the Listing Regulations; and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties with an objective independent judgment and without any external influence. Shri Rajesh Jain has also confirmed that he is not disqualified to be re-appointed as Director in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any SEBI order or order of any other Authority.

In the opinion of the Board, Shri Rajesh Jain fulfills all the conditions for re-appointment as Independent Director as specified in the Act and Listing Regulations and is independent of the management. The Board considers that he possesses appropriate skills, experience and knowledge and given his background and experience and contributions made by him during his tenure, the continued association would be in the best interest of the Company.

Accordingly, the Board recommends the Special Resolution set out in Item No. 5 of the Notice for approval of the Members.

Copy of the draft letter of appointment of Shri Rajesh Jain as an Independent Director setting out the terms and conditions of his appointment are available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days upto and including the date of ensuing AGM and also at the venue of the Meeting.

Except Shri Rajesh Jain for himself and through his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested non officially or otherwise in the aforesaid Resolution.

ITEM NO. 06

Re-appointment of Shri Amit Jain (DIN: 02979833) as an Independent Director of the Company

At the Annual General Meeting (AGM) of the Company held on 30th September, 2014, the Members approved appointment of Shri Amit Jain (DIN: 02979833) as Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 (Act), for a term of five consecutive years from the date of above AGM upto 16th AGM of the Company to be held in the year 2019. Accordingly, his present term as Independent Director of the Company will determine at this AGM. He is eligible for reappointment as Independent Director of the Company for an another term of upto a maximum of five consecutive years on passing of a Special Resolution by the Company.

Shri Amit Jain do not hold any Equity Share of the Company and is not related to any Director/Key Managerial Personnel of the Company. Shri Amit Jain is a Chairman of the Audit Committee. Shri Amit Jain is a Member of the Stakeholders Relationship Committee and Nomination

and Remuneration Committee of the Board of Directors of the Company. For other details such as the number of Meetings of the Board attended during the year, remuneration drawn, please refer to the Corporate Governance Report/MGT-9, which forms part of Annual Report.

The Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee of Directors, re-appointed Shri Amit Jain, for an another term of five consecutive years as Independent Director of the Company, subject to requisite approval of the Members.

The Company has received requisite consent from him to act as Independent Director of the Company and declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act & Regulation 16 of the Listing Regulations; and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties with an objective independent judgment and without any external influence. Shri Amit Jain has also confirmed that he is not disqualified to be re-appointed as Director in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any SEBI order or order of any other Authority.

In the opinion of the Board, Shri Amit Jain fulfils all the conditions for re-appointment as Independent Director as specified in the Act and Listing Regulations and is independent of the management. The Board considers that he possesses appropriate skills, experience and knowledge and given his background and experience and contributions made by him during his tenure, the continued association would be in the best interest of the Company.

Accordingly, the Board recommends the Special Resolution set out in Item No. 6 of the Notice for approval of the Members.

Copy of the draft letter of appointment of Shri Amit Jain as an Independent Director setting out the terms and conditions of his appointment are available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days upto and including the date of ensuing AGM and also at the venue of the Meeting.

Except Shri Amit Jain for himself and through his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested nonofficial or otherwise in the aforesaid Resolution.

ITEM NO. 07

Re-appointment of Shri Ashok Jain (DIN: 03498081) as an Independent Director of the Company

At the Annual General Meeting (AGM) of the Company held on 30th September, 2014, the Members approved appointment of Shri Ashok Jain (DIN: 03498081) as Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 (Act), for a term of five consecutive years from the date of above AGM upto 16th AGM of the Company to be held in the year 2019. Accordingly, his present term as Independent Director of the Company will determine at this AGM. He is eligible for reappointment as Independent Director of the Company for an another term of upto a maximum of five consecutive years on passing of a Special Resolution by the Company.

Shri Ashok Jain do not hold any Equity Share of the Company and is

not related to any Director/Key Managerial Personnel of the Company. Shri Ashok Jain is a Member of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Board of Directors of the Company. For other details such as the number of Meetings of the Board attended during the year, remuneration drawn, please refer to the Corporate Governance Report/MGT-9, which forms part of Annual Report.

The Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee of Directors, re-appointed Shri Ashok Jain, for an another term of five consecutive years as Independent Director of the Company, subject to requisite approval of the Members.

The Company has received requisite consent from him to act as Independent Director of the Company and declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act & Regulation 16 of the Listing Regulations; and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties with an objective independent judgment and without any external influence. Shri Ashok Jain has also confirmed that he is not disqualified to be re-appointed as Director in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any SEBI order or order of any other Authority.

In the opinion of the Board, Shri Ashok Jain fulfils all the conditions for re-appointment as Independent Director as specified in the Act and Listing Regulations and is independent of the management. The Board considers that he possesses appropriate skills, experience and knowledge and given his background and experience and contributions made by him during his tenure, the continued association would be in the best interest of the Company.

Accordingly, the Board recommends the Special Resolution set out in Item No. 7 of the Notice for approval of the Members.

Copy of the draft letter of appointment of Shri Ashok Jain as an Independent Director setting out the terms and conditions of his appointment are available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days upto and including the date of ensuing AGM and also at the venue of the Meeting.

Except Shri Ashok Jain for himself and through his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested non officially or otherwise in the aforesaid Resolution.

ITEM NO. 08

Continuation of the directorship of Mr. Suresh Chandra Malik, Non-Executive Independent Director of the Company

Mr. Suresh Chandra Malik (DIN: 05178174), Non-Executive Independent Director, whose term of office is not liable to retire by rotation, was appointed as Director by Shareholder in the 13th Annual General Meeting held on 2nd day of July 2016.

Mr. Suresh Chandra Malik who is going to attained the age of 75 years in June, 2020. In view of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from April

01, 2019, a listed entity is required to obtain the approval of Members by way of Special Resolution to appoint or continue the directorship of any non-executive director, who has attained the age of seventy five years.

In order to continue the directorship of Mr. Suresh Chandra Malik, Non-Executive Independent Director, who is going to attained the age of 75 years in June, 2020 the Board of Director at their meeting held on August 13, 2019 recommended to obtain approval of shareholders by way of special resolution for continue the directorship of Mr. Suresh Chandra Malik after June, 2020.

All the existing terms and conditions of appointment of Mr. Suresh Chandra Malik, Non-Executive Independent Director, shall remain unchanged.

The terms and conditions of appointment of Mr. Suresh Chandra Malik, Non-Executive Independent Director shall be open for inspection by the Members at the registered office of the Company during business hours on any working day.

The Board of Directors recommended the resolution at Item No. 8 of the Notice for approval of Members by Special Resolution.

Mr. Suresh Chandra Malik do not hold any equity shares in the Company.

Except Mr. Suresh Chandra Malik for himself and through his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested non officially or otherwise in the aforesaid Resolution.

Item No. 9

Approval of remuneration of Mr. Ravinder Nath Jain, Chairman & Managing Director in terms of regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 for remaining tenure of his appointment.

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the remuneration payable to Executive Directors who are promoters or member of promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under section 198 of the Act, where there is more than one such director.

The approval given by the shareholders shall be valid only till the expiry of the term of such Director.

Mr. Ravinder Nath Jain (DIN: 00801000) was re-appointed as Managing Director for a term of three years effective from April 01, 2018 and his remuneration was also approved by the Members of the Company in their Annual General Meeting held on August 10, 2018 by way of Special Resolution. In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of Members by way of Special Resolution is sought for paying him remuneration even if the annual aggregate remuneration payable to Mr. Ravinder Nath Jain, Chairman and Managing Director, Ms. Priti Jain, Executive Director, Mrs. Dipti Jain, Executive Director and Mr. Ashish Jain, Executive Director, who are Promoter or member of promoter

group exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act in any year during the remaining tenure of his appointment.

The Board of Directors recommended the resolution at Item No. 9 of the Notice for approval of Members by Special Resolution.

Mr. Ravinder Nath Jain hold 30,64,604 equity shares in the Company.

Apart from Mr. Ravinder Nath Jain, who is interested himself, Mr. Ashish Jain, Son in law and Ms. Priti Jain & Mrs. Dipti Jain Daughter are interested. Apart from them none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Mr. Ravinder Nath Jain is a Promoter Director and is actively associated with the development of the Company from its inception. He was appointed as Managing Director w.e.f. 27.12.2014 and still continues as Managing Director of the Company.

Item No. 10

Approval of remuneration of Ms. Priti Jain, Promoter Executive Director in terms of regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 for remaining tenure of her appointment.

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the remuneration payable to Executive Directors who are promoters or member of promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under section 198 of the Act, where there is more than one such director.

The approval given by the shareholders shall be valid only till the expiry of the term of such Director.

Ms. Priti Jain (DIN : 01007557) who's term of Appointment has been changed and her designation has been made as Promoter Executive Director from Promoter Non Executive Director and her remuneration was also approved by the Members of the Company in their Annual General Meeting held on July 02, 2016 by way of Ordinary Resolution. In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of Members by way of Special Resolution is sought for paying her remuneration even if the annual aggregate remuneration payable to Ms. Priti Jain, Executive Director, Mr. Ravinder Nath Jain, Chairman and Managing Director, Mrs. Dipti Jain, Executive Director and Mr. Ashish Jain, Executive Director, who are Promoter or member of promoter group exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act in any year during the remaining tenure of her appointment.

The Board of Directors recommended the resolution at Item No. 10 of the Notice for approval of Members by Special Resolution.

Ms. Priti Jain hold 1,68,500 equity shares in the Company.

Apart from Ms. Priti Jain, who is interested herself, Mr. Ravinder Nath Jain, Father ; Mr. Ashish Jain, Brother in law and Mrs. Dipti Jain Sister are interested. Apart from them none of the Directors / Key Managerial