



MAHARASHTRA SCOOTERS LTD.

43rd
ANNUAL REPORT
2017-2018



MAHARASHTRA SCOOTERS LTD.

43rd ANNUAL REPORT 2017-18

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43rd Annual General Meeting:

Monday, 16 July 2018 at 12.15 p.m. at the Registered Office

The Company is arranging local transport for shareholders / proxies attending the meeting.
For further details, please contact Share Department at Registered Office on
Phone No. 020 66106564.

**Board of Directors**

Madhur Bajaj, *Chairman*
Naresh Patni
Sadashiv S. Survase (from 16 May 2018)
Sanjay S. Degaonkar
Sanjiv Bajaj
Vishwanath L. Rajale (from 18 July 2017)
Ms. Vrushali Agashe (from 16 May 2018)
Yogesh J. Shah

Audit Committee

Yogesh J. Shah, *Chairman*
Naresh Patni
Sanjay S. Degaonkar

Stakeholders Relationship Committee

Yogesh J. Shah, *Chairman*
Sanjiv Bajaj
Sadashiv S. Survase

Nomination & Remuneration Committee

Yogesh J. Shah, *Chairman*
Naresh Patni
Sanjay S. Degaonkar

Corporate Social Responsibility Committee

Yogesh J. Shah, *Chairman*
Sanjiv Bajaj
Vishwanath L. Rajale

Key Managerial Personnel

Rajeev D. Haware
Chief Executive Officer

R.B. Laddha
Chief Financial Officer

N.S. Kulkarni
Company Secretary

Statutory Auditors

Kirtane & Pandit LLP, Pune (from 18 July 2017)
Chartered Accountants

Secretarial Auditor

Shyamprasad D. Limaye
Practicing Company Secretary

Internal Auditor

Jayesh Kulkarni

Registered Office

C/o. Bajaj Auto Ltd.
Mumbai-Pune Road
Akurdi, Pune 411 035

Registrar and Share Transfer Agent

M/s. Karvy Computershare Pvt. Ltd.
Karvy Selenium Tower B, Plot 31-32
Gachibowli, Financial District
Nanakramguda, Hyderabad-500 032

Works

Plot No.C-1, M.I.D.C. Area
Satara-415 004, Maharashtra

Corporate Identification No. (CIN)

L35912MH1975PLC018376

Website

www.mahascooters.com

E-mail

investors_msl@bajajauto.co.in



CIN: L35912MH1975PLC018376

Registered office:

C/o. Bajaj Auto Ltd.,
Mumbai-Pune Road, Akurdi,
Pune 411 035.

www.mahascooters.com

E-mail: investors_msl@bajajauto.co.in

NOTICE

NOTICE is hereby given that the forty-third (43rd) Annual General Meeting of the shareholders of **MAHARASHTRA SCOOTERS LTD.** will be held on **Monday, 16 July 2018 at 12.15 p.m.** at the Registered Office of the Company at C/o. Bajaj Auto Ltd., Mumbai-Pune Road, Akurdi, Pune-411 035, to transact the following business:-

ORDINARY BUSINESS:

Item No.1

To consider and adopt the standalone financial statements of the Company for the year ended 31 March 2018, together with the reports of the Board of Directors and Auditors thereon.

Item No.2

To declare a dividend on equity shares.

Item No.3

To appoint a Director in place of Sanjiv Bajaj (DIN 00014615), who retires by rotation and being eligible, offers himself for re-appointment.

Item No.4

To fix the remuneration of M/s. Kirtane & Pandit LLP, Chartered Accountants, statutory auditors of the Company and in this context, 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 section 139,142 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the shareholders of the Company at the 42nd Annual General Meeting held on 18 July 2017 in respect of the appointment of M/s. Kirtane & Pandit LLP, Chartered Accountants, Pune (ICAI Firm Registration No.105215W / W100057) till the conclusion of the 47th Annual General Meeting, the Board of Directors be and are hereby authorised to fix the remuneration of Statutory Auditors for the period commencing from the financial year 2018-19 until the conclusion of 47th Annual General Meeting scheduled in the financial year 2022-23."

SPECIAL BUSINESS:

Item No.5

Appointment of V.L. Rajale (DIN 0640260) as a Director:

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:-

"RESOLVED that pursuant to the provisions of section 152,161 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, as applicable, V.L. Rajale (DIN 0640260), who was appointed by the Board of Directors as an Additional Director of the Company, being a Nominee Director representing Western Maharashtra Development Corporation Ltd., with effect from 18 July 2017 and in respect of whom the Company has received a notice in writing in the manner prescribed pursuant to the provisions of section 160 of the Companies Act, 2013, as amended, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

"RESOLVED further that pursuant to the provisions of section 197 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, V. L. Rajale be paid such fees and remuneration as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

Item No.6

To appoint Ms. Vrushali Agashe (DIN 06966630) as an Independent Director:

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:-

"RESOLVED that pursuant to section 149 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, approval be and is hereby accorded to the appointment of Ms. Vrushali Agashe (DIN 06966630), in respect of whom a notice in writing pursuant to section 160 of the Companies Act,

2013, as amended, has been received in the prescribed manner, as an Independent Director on the Board of the Company for a consecutive period of five years, effective 16 May 2018 up to 15 May 2023."

"RESOLVED further that pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Ms. Vrushali Agashe be paid such fees and remuneration as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

Item No. 7

Appointment of Sadashiv S. Survase (DIN 01541589) as an Independent Director:

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:-

"RESOLVED that pursuant to section 149 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, approval be and is hereby accorded to the appointment of Sadashiv S. Survase (DIN 01541589) in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013, as amended, has been received in the prescribed manner, as an Independent Director on the Board of the Company for a consecutive period of five years, effective 16 May 2018 up to 15 May 2023."

"RESOLVED further that pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Sadashiv S. Survase be paid such fees and remuneration as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

Item No.8

Appointment of Shriniwas Pathak as "Manager", designated as "Chief Executive Officer" of the Company:

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:-

"RESOLVED that pursuant to the provisions of section 196, 197, 203 and other provisions, if any, of the Companies Act, 2013, Rules made thereunder and Schedule V thereto (including any amendment(s) thereto or re-enactments thereof for the time being in force), approval be and is hereby given to the appointment of Shriniwas Pathak as the "Manager", for a term of five (5) years commencing from 1 July 2018 till 30 June 2023, on the terms and conditions, including remuneration and minimum remuneration in the event of absence or inadequacy of profits as set out in the explanatory statement relating to this resolution, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including the minimum remuneration, in such manner as the Board may deem fit and is acceptable to Shriniwas Pathak."

"FURTHER RESOLVED that Shriniwas Pathak be and is hereby designated as Chief Executive Officer of the Company for the purpose of section 203 of the Companies Act, 2013 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable."

"FURTHER RESOLVED that in the event of any statutory amendments, modifications or relaxations by the Central Govt. to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration, including salary, perquisites and allowances etc., within such prescribed limit without any further reference to the shareholders of the Company in the general meeting."

"AND FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

By Order of the Board
for MAHARASHTRA SCOOTERS LTD.



N.S. Kulkarni
Company Secretary

Pune, 16 May 2018.



NOTES:

1. **Explanatory Statement:** Explanatory Statement pursuant to section 102 of the Companies Act, 2013 with respect to the Special Business set out in item No.5 to 8 is annexed.
2. **Profile of Directors:** As required by regulation 36(3) of the Listing Regulations, brief resume of the Directors seeking appointment / re-appointment is annexed hereto.
3. **Proxy:** A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, 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 PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.

4. **Notification by members:** Members holding shares in physical form are requested to notify change of address, if any, to the share transfer agent (STA) of the Company, Karvy Computershare Private Ltd., Karvy Selenium Tower B, Plot No.31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 008, immediately.

Beneficial owners holding shares in electronic form are requested to notify any change in address, bank particulars, NECS particulars etc., to their respective depository participants. Bank details as furnished by the respective depository participants to the Company would be used for the purpose of distribution of dividend either through payment instrument or NECS. The Company would not entertain any request from such members for change / deletion of such bank details.

5. **Dividend:** Subject to the provisions of section 126 of the Companies Act, 2013, if dividend on equity shares as recommended by the Directors is approved at the meeting, payment of such dividend will be made from **23 July 2018 to 24 July 2018**, to those shareholders, whose names appear (a) as beneficial owners as at the end of the business hours of Friday, 6 July 2018 as per the list to be furnished by National Securities Depository Ltd. and Central Depository Services (I) Ltd., in respect of shares held in electronic form and (b) as members in the Register of Members of the Company, after giving effect to all valid share transfers lodged with Karvy Computershare P.Ltd., Hyderabad, the share transfer agent (STA) of the Company on or before 6 July 2018.

To avoid any fraudulent encashments and ensure timely credit of dividend through the approved electronic mechanism or dividend warrants/payment instruments, as prescribed by SEBI, members are requested to update PAN details and notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR/relevant details, to the respective depository participant in case of shares held in demat mode or the share transfer agent of the Company in case of shares held in physical mode, on or before 6 July 2018.

6. **Unclaimed Dividend:** Pursuant to the provisions of section 124(5) of the Companies Act, 2013, the amount of dividend for the financial year 2010-11 remaining unpaid for a period of seven (7) years shall become due for transfer to the Investor Education and Protection Fund (IEPF) established by the Central Government, in August 2018.
7. **Unclaimed shares transferred to IEPF Authority:** Pursuant to the provisions of section 124(6) of the Companies Act 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as amended, in case of such shareholders whose dividends had remained unpaid for a **continuous period of 7 years**, after due compliance of the procedure prescribed thereunder, the underlying shares were transferred to the IEPF Authority.

Shareholders who have not claimed dividend for the financial years from 2010-11 onwards are requested to approach the Company / STA for claiming the same at their earliest.

Shareholders in respect of whom the shares are transferred to IEPF Authority are requested to write to M/s. Karvy Computershare P. Ltd., Hyderabad, the share transfer agent (STA), who would guide them on the procedure to be followed for claiming the shares so transferred.

8. **Book Closure:** Pursuant to the provisions of section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 7 July 2018 to Monday, 16 July 2018**, both days inclusive, for the purpose of Annual General Meeting and payment of dividend.

9. **Inspection of Records:** Register of Contracts or arrangement in which Directors are interested as stipulated under section 189 of the Companies Act, 2013 and Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 are open for inspection by members and others at the registered office of the Company on all working days during business hours. The said Registers shall also be produced at the commencement of annual general meeting and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.
10. **Green initiative in Corporate Governance:** In terms of provisions of section 101 and 136 of the Companies Act, 2013 and Rules made thereunder, Members who have opted to receive the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report etc. in electronic form, by registering their e-mail addresses with the Company or whose e-mail addresses are made available to the Company by the Depositories, are being sent with such documents in the electronic form. These documents are also made available on the website of the Company viz., www.mahascooters.com
As a shareholder of the Company, you are entitled to be furnished, free of cost, with the copies of such documents upon receipt of requisition from you to that effect.
To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Karvy Computershare Pvt. Ltd. by writing at mohsin.mohd@karvy.com
11. **Corporate Members:** Corporate Members are requested to send in advance, duly certified copy of the Board Resolution / Power of Attorney authorising their representative to attend the Annual General Meeting.
12. **Nomination:** Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to submit the nomination in the prescribed Form SH-13, available for download on the website of the Company, to the Company's share transfer agent. In respect of shares held in electronic / demat form, the members are requested to contact their respective depository participant.
13. **Remote E-Voting:** In terms of the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and regulation 44 of Listing Regulations, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system to such investors who are the members as on **Monday, 9 July, 2018**, being the "cut-off date" fixed for determining voting rights of members reckoned on the equity shares held by them as on that day, entitled to participate in the e-voting process. The Company has entered into an arrangement with M/s. Karvy Computershare P.Ltd., the share transfer agent of the Company (Karvy) for facilitating e-voting, through their e-voting platform: <https://evoting.karvy.com>
14. Route map of venue of the meeting is provided at the inside of the back cover page of the Annual Report.

INSTRUCTIONS FOR E-VOTING:

A. FOR MEMBERS WHO RECEIVE NOTICE OF ANNUAL GENERAL MEETING THROUGH E-MAIL:

- i. Use the following URL for e-voting:
<https://evoting.karvy.com>
- ii. Enter the login credentials i.e. User-ID & Password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e., **Maharashtra Scooters Ltd.**
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the shareholder as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST", as the case may be or partially in "FOR" and partially in "AGAINST". However, the total number in "FOR" / "AGAINST" taken together should not exceed your total shareholding as



- on the cut-off date. You may also choose the option "ABSTAIN", in which case the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
 - ix. Cast your votes by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. During the voting period, you can login any number of times till you confirm having voted on the resolution.
 - x. Corporate / Institutional members (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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail cssdlimaye@gmail.com. They may also upload the same in the e-voting module in their login. The scanned images of the above documents should be in the naming format "Corporate Name EVENT NO."
 - xi. **Once you have cast your vote on a resolution, you will not be allowed to modify it subsequently.**
 - xii. The Portal will remain open for voting from **Friday, 13 July 2018 (9.00 a.m.) till Sunday, 15 July 2018 (5.00 p.m.) and at the end of Remote e-voting period, the facility shall forthwith be blocked.**
 - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual for members available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd., on 1800 345 4001 (toll free).

B. FOR MEMBERS WHO RECEIVE THE NOTICE OF ANNUAL GENERAL MEETING IN PHYSICAL FORM:

Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the e-voting facility for which the User ID and initial password are provided on the attendance slip. Please follow steps from Sl. No. (i) to (xii) under heading A above to vote through e-voting platform.

C. VOTING AT THE MEETING:

Members who have not cast their vote by Remote E-Voting can exercise their voting rights at the annual general meeting. The Company will make necessary arrangements by way of electronic voting for exercising the options of voting by the members of the Company.

The members who have cast their vote by remote e-voting prior to the annual general meeting may also attend the meeting, but shall not be entitled to cast their vote again at the meeting.

D. GENERAL INSTRUCTIONS:

The Board of Directors has appointed Shyamprasad D. Limaye, Practising Company Secretary (FCS No. 1587 CP No.572) as the scrutinizer to the e-voting process and voting at the venue of the annual general meeting in a fair and transparent manner.

The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

The scrutinizer shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website: www.mahascooters.com and on the website of Karvy: <https://evoting.karvy.com>, and shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the annual general meeting of the Company scheduled to be held on Monday, **16 July 2018.**

Annexure to Notice

Brief resume of Directors seeking appointment at the annual general meeting pursuant to Regulation 36(3) of Listing Regulations and explanatory statement under section 102 of the Companies Act, 2013

Item No.3

Re-appointment of Sanjiv Bajaj (DIN 00014615) as a Director

Pursuant to the provisions of section 152 of the Companies Act, 2013, Sanjiv Bajaj retires by rotation and being eligible, offers himself for re-appointment.

Sanjiv Bajaj is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013.

Details as required under Regulation 36(3) of Listing Regulations, 2015 with respect to the appointment of Sanjiv Bajaj are annexed to the Notice.

Except Sanjiv Bajaj, none of the Directors, Manager and other Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

The Board recommends the resolution for the approval of shareholders.

Item No. 5

Re-appointment of V.L. Rajale as a Director

At the Board meeting of the Company held on 18 July 2017, V.L. Rajale was appointed as an Additional Director, being Nominee Director of Western Maharashtra Development Corporation Ltd., in place of Sadashiv S. Survase. Pursuant to the provisions of section 161 of the Companies Act, 2013, V.L. Rajale vacates the office at the ensuing Annual General Meeting and is to be appointed as a Director by the shareholders.

As stipulated under section 160 of the Companies Act, 2013, as amended, a notice is received by the Company from V.L. Rajale signifying his candidature as a Nominee Director.

Pursuant to the provisions of section 164 of the Companies Act, 2013, V.L. Rajale is not disqualified from being appointed as a Director.

Details as required under Regulation 36(3) of the Listing Regulations, 2015 with respect to the appointment of V.L. Rajale are annexed to the Notice.

Except V.L. Rajale, none of the Directors or other Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

The Board recommends the resolution for the approval of shareholders.

Item No.6

Appointment of Ms. Vrushali Agashe as an Independent Director

In the vacancy caused by the resignation of Mrs. Richa Bagla, an Independent Woman Director, the Board of Directors at its meeting held on 16 May 2018 appointed Ms. Vrushali Agashe (DIN 06966630) as an Independent Director for a period of five (5) years, effective 16 May 2018 until 15 May 2023, subject to the approval of the shareholders at the ensuing Annual General Meeting.

Ms. Vrushali Agashe has furnished a declaration to the Company under section 149(7) of the Companies Act, 2013, confirming that she meets the criteria prescribed for Independent Directors pursuant to the provisions of section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and is not disqualified for being appointed as a Director pursuant to section 164 of the Companies Act, 2013.

In view of the provisions of section 149(10), read with the provisions of section 150(2) of the Companies Act, 2013, it is proposed to seek the approval of the shareholders by way of special resolution for the appointment of Ms. Vrushali Agashe as Independent Director of the Company for a period of five consecutive years with effect from 16 May 2018 until 15 May 2023 as set out at item No.6 of the Notice.

As stipulated under section 160 of the Companies Act, 2013, as amended, a notice is received from Ms. Vrushali Agashe, signifying her candidature as a Woman Independent Director.

The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the Company by any member during normal business hours and the same shall also be available at the Company's website.



The Board is of the opinion that Ms. Vrushali Agashe possesses requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to have her association with the Company as an Independent Director.

Further, in the opinion of the Board, the proposed appointment of Ms. Vrushali Agashe fulfills the conditions specified in the Act and Rules made thereunder and that her proposed appointment is independent of the management.

Details as required under Regulation 36(3) of Listing Regulations, 2015 with respect to the appointment of Ms. Vrushali Agashe are annexed to the Notice.

Except Ms. Vrushali Agashe, none of the Directors / Manager / Key Managerial Personnel or their relatives are concerned or interested in the above resolution.

The Board recommends the resolution set forth under item No.6 of the Notice for the approval of the shareholders.

Item No.7

Appointment of Sadashiv S. Survase as an Independent Director

The Board of Directors at its meeting held on 16 May 2018 appointed Sadashiv S. Survase (DIN 01541589) as an Independent Director for a period of five (5) years, effective 16 May 2018 until 15 May 2023, subject to the approval of the shareholders at the ensuing Annual General Meeting.

Sadashiv S. Survase has furnished a declaration to the Company under section 149(7) of the Companies Act, 2013, confirming that he meets the criteria prescribed for Independent Directors pursuant to the provisions of section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and is not disqualified for being appointed as a Director pursuant to section 164 of the Companies Act, 2013.

As required pursuant to the provisions of section 150(2) of the Companies Act, 2013, it is proposed to seek the approval of the shareholders to the appointment of Sadashiv S. Survase as Independent Director of the Company for a period of five consecutive years with effect from 16 May 2018 until 15 May 2023 as set out at item No.7 of the Notice. As stipulated under section 160 of the Companies Act, 2013, as amended, a notice is received by the Company from Sadashiv S. Survase signifying his candidature as an Independent Director.

The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the Company by any member during normal business hours and the same shall also be available at the Company's website.

The Board is of the opinion that Sadashiv S. Survase possesses requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to have his association with the Company as an Independent Director.

Further, in the opinion of the Board, the proposed appointment of Sadashiv S. Survase fulfills the conditions specified in the Act and Rules made thereunder and that his proposed appointment is independent of the management.

Details as required under Regulation 36(3) of Listing Regulations, 2015 with respect to the appointment of Sadashiv S. Survase are annexed to the Notice.

Except Sadashiv S. Survase, none of the Directors / Manager / Key Managerial Personnel or their relatives are concerned or interested in the above resolution.

The Board recommends the resolution set forth under item No.7 of the Notice for the approval of the shareholders .

Item No.8

Appointment of Shriniwas Pathak as "Manager", designated as "Chief Executive Officer" of the Company

Pursuant to the provisions of section 196, 197, 203, read with schedule V of the Companies Act, 2013, the Board of Directors at its meeting held on 16 May 2018, appointed Shriniwas Pathak as "Manager" under section 196 of the Companies Act, 2013, designated as Chief Executive Officer pursuant to section 203 of the Companies Act, 2013, and Listing Regulations, 2015, in place of Rajeev D. Haware, the outgoing Chief Executive Officer, who had tendered his resignation to pursue personal commitments.

Shriniwas Pathak, aged 44 years, having Diploma / Degree in production technology / business management and management science, and having varied experience of over 22 years in manufacturing / production engineering / design & development, had joined this Company as DGM (Tool Room).