

PARTH ALUMINIUM LIMITED


CIN: L45208GJ1991PLC016853

FORM A
COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILED
WITH THE STOCK EXCHANGES


1.	Name of the Company:	Parth Allumnium Limited
2.	Annual financial statements for the year ended	31 st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of Observation	N.A..

5. To be signed by-

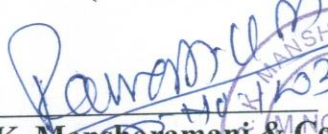
- Managing Director

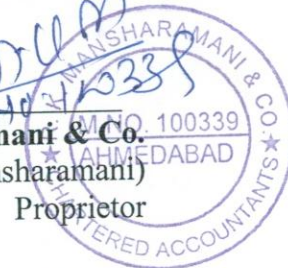

(Chanderlal B. Ambwani)
(DIN: 01390563)

- Chief Financial Officer


(Parth K. Joshi)

- Auditor of the company


For, R. K. Mansharamani & Co.
(Ramesh K. Mansharamani)
Proprietor



- Audit Committee Chairman


(Prakash U. Tekwani)
(DIN: 03589658)

24th
ANNUAL REPORT
2014-15

PARTH ALLUMINIUM LIMITED

TWENTY-FOURTH ANNUAL REPORT 2014-15**KEY MANAGERIAL PERSONNEL AND BOARD OF DIRECTORS :**

Shri Chanderlal B. Ambwani	Managing Director (DIN: 01390563)
Shri Rameshlal B. Ambwani	Director (DIN: 02427779)
Shri Alpeshkumar M. Patel	Director (DIN: 03554972)
Shri Prakash U. Tekwani	Director (DIN: 03589658)
Smt. Sarla Jaikishan Ambwani	Director (DIN: 06712878) (w.e.f. 10th March 2015)
Shri Nandubhai S. Patel	Director (DIN: 03056816) (w.e.f. 11th November 2014)
Shri Kanhiyalal Moolchandani	Director (DIN: 03514051) (upto 11th November 2014)
Shri Jaikishan Ambwani	Director (DIN: 03592680) (upto 10th March 2015)
Shri Parth Joshi	Chief Financial Officer (w.e.f. 28th May 2015)
Ms. Mauli S. Bhatt	Company Secretary (w.e.f. 28th May 2015)

AUDITORS :

M/s. Ramesh Mansharamani & Co
Chartered Accountants
Ahmedabad

BANKER:

Bank of India

REGISTRAR & SHARE TRANSFER AGENT:

Sharepro Services (India) Pvt. Ltd.
416-420, 4th.Floor, Devnandan Mall,
Opp. Sanyash Ashram, Ellisbridge,
Ahmedabad-380006
E-Mail : Sharepro.ahmedabad@shareproservices.com

REGISTERED OFFICE:

"Gayatri House", Ashok Vihar,
Near Maitri Avenue Society,
Opp. Govt. Eng. College,
Motera, Sabarmati, Ahmedabad - 380 005
Web site : www.parthalluminium.com
E-mail : info@parthalluminium.com
parth.alluminium@gmail.com

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NOTICE**(CIN:L45208GJ1991PLC016853)**

NOTICE is hereby given that the **Twenty Forth (24th)** Annual General Meeting of Members of the Company will be held on Tuesday, 22nd September, 2015 at 1.30 p.m. at Registered Office of the Company at "Gayatri House", Ashok Vihar, Near Maitri Avenue Society, Opp. Govt. Eng. College, Motera, Sabarmati, Ahmedabad - 380 005 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profits & Loss and Cash Flow Statement for the financial year ended on 31st March, 2015 and Report of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Rameshlal Bullchand Ambwani (DIN: 02427779), who retires by rotation and being eligible offers himself for Re-appointment.
3. To appoint M/s. Ramesh Mansharamani & Co, Chartered Accountants as Statutory Auditors.

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/s. Ramesh Mansharamani & Co, Chartered Accountants, Ahmedabad be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of Twenty Fourth (24th) Annual General Meeting (AGM) till the conclusion of the Twenty Ninth (29th) Annual General Meeting of the Company to be held in the year 2020 (subject to ratification of their appointment at every AGM), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

4. To appoint **Mrs. Sarla Jaikishan Ambwani** (DIN: 06712878) as a Director of the Company:

To consider and if thought fit, to give your assent/dissent to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mrs. Sarla Jaikishan Ambwani (DIN:06712878) who was appointed as an Additional Director of the Company with effect from 10/03/2015 by the Board of Directors to hold office upto the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from Mrs. Sarla Jaikishan Ambwani proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

5. To appoint **Mr. Nandubhai Patel** (DIN: 03056816) as an Independent Director of the Company:

To consider and if thought fit, to give your assent/dissent to the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, read with Schedule IV to the said Act, Mr. Nandubhai Patel (DIN: 03056816) who was appointed as the Additional Director pursuant to provisions of section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for three (3) consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

6. To Appoint **Mr. Prakash U. Tekwani** (DIN: 03589658) as an Independent Director:

To consider and if thought fit, to give your assent/dissent to the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 Act and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and pursuant to the provisions of Listing Agreement, Mr. Prakash Tekwani (DIN: 03589658), a Non-executive Director of the Company, who has submitted a

declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from Mr. Prakash Tekwani under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

7. To Appoint Mr. Alpeshkumar Patel (DIN: 03554972) as an Independent Director:

To consider and if thought fit, to give your assent/dissent to the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 Act and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and pursuant to the provisions of Listing Agreement, Mr. Alpeshkumar Patel (DIN: 03554972), a Non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from Mr. Alpeshkumar Patel under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

8. Increase in Borrowing Power Limit of the Board of Directors on behalf of Company from Rs. 5.00 Crores to Rs. 10.00 Crores.

To consider and if thought fit, to give your assent/dissent to the following **special resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013 and other enabling provisions, if any, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of moneys for and on behalf of the Company, from time to time from any one or more persons, firms, bodies corporate, bankers, financial institutions, or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or immovable or stock-in process and debts, advances notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose, provided that the total amount upto which the moneys may be borrowed shall not exceed Rs.10.00 Crores (Rupees Ten Crores) at any point of time on account of the principal.”

9. To Make Investments in other Body Corporates.

To consider and if thought fit, to give your assent/dissent to the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to invest/acquire the securities of any body corporate by way of subscription / purchase or otherwise, which may or may not be subsidiary(ies) of the Company from time to time in one or more tranches as the Board may think fit to the extent of Rs.10.00 Crores (Rupees Ten Crores Only) which shall be in excess of and in addition to the threshold limit as prescribed under Section 186(2) of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate and finalise the terms and conditions of such investments and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any, as may be required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all agreements, deeds,

applications, documents and writings that may be required and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental therewith.”

10. The Reduction of Capital of the Company:

To consider and if thought fit, to give your assent/dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to section 100 to 104 and other relevant provisions of the Companies Act, 1956, Article 8 of the Articles of Association of the Company and subject to confirmation by the Hon’ble High Court of Judicature at Ahmedabad, in the state of Gujarat, consent of the members of the Company be and is hereby accorded to the reduction in the paid-up share capital of the Company with effect from the Appointed Date i.e. 01/04/2015 of the Scheme of Capital Reduction from Rs.4,75,00,000/- divided into 47,50,000 equity shares of Rs.10/- each fully paid-up to Rs.1,90,00,000/- divided into 19,00,000 equity shares of Rs.10/- each fully paid-up and that such reduction of Rs.2,85,00,000/- (Rupees Two Crores and Eighty Five Lacs Only) be effected by cancelling 28,50,000 equity shares of Rs.10/- each fully paid-up, which has lost or is not represented by the available tangible assets, by issuing 4 new equity shares of Rs.10/- each fully paid-up against present holding of 10 equity shares of Rs.10/- each fully paid-up.

RESOLVED FURTHER THAT after reduction of the capital of the Company, the paid up capital of the Company be re-organized subject to such rights, privileges and conditions attaching thereto as are provided by the Memorandum and Articles of Association of the Company and the board be and hereby authorized to implement, modify, amend and alter the REDUCTION OF CAPITAL of the Company in accordance with the order of the Hon’ble High Court judicature at Ahmedabad in the state of Gujarat and such other authorities, Stock Exchange, Registrar of Companies, Securities and Exchange Board of India.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to move the petition/ application to the Hon’ble High Court judicature at Ahmedabad or to any other applicable tribunal/authority, for an order confirming the aforesaid reduction and to submit necessary applications under the Companies Act, 1956 and/ or the Companies Act, 2013, Listing Agreement, SEBI Act, 1992 and other Applicable Rules and Regulation for the purpose of giving effect to the above mentioned reduction of capital and to do all such other acts, matters, deeds as may deem fit and proper to carry out the reduction of capital.”

11. To deal with fractional share and implementation of reduction of capital of the company:

“RESOLVED THAT on account of reduction and reconstruction/restructuring of capital, every shareholder of the Company, whose name appears on the Register of Members as on the Record Date, will get 4 new equity shares of Rs.10/- each fully paid-up against present holding of 10 equity shares of Rs.10/-each fully paid-up and in respect of fractional shares, if any, caused by the reduction of capital, the same shall be rounded off to 1 (one) equity shares of Rs.10/- each and the same will be allotted to the shareholders. Simultaneously, the increase in number of shares due to rounding off will be forgone by Mr. Chanderlal Bullchand Ambwani, one of the Promoters of the Company, thus keeping the paid-up capital intact to Rs.1,90,00,000 (Rupees One Crore Ninety Lacs Only) divided into 19,00,000 equity shares of Rs.10/- each fully paid-up.

RESOLVED FURTHER THAT for the purpose of giving effect to the Reduction of Capital AND as per the direction of Hon’ble High Court Judicature at Ahmedabad and/or such other applicable tribunal/authorities, Stock Exchange, Government, Registrar, the Securities and Exchange Board of India, the Board of Directors of the Company be and is hereby authorized to:

- A.** Fix the Book Closure/Record Date to give effect to the reduction of capital;
- B.** Make necessary application to the depositories including NSDL/CDSL and Registrar and Share transfer Agent ; and
- C.** Issue new share certificates in accordance with Companies (Share Capital and Debentures) Rules, 2014.
- D.** Listing and trading application to stock exchange(s)

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to give effect the changes and take appropriate steps to intimate the CDSL / NSDL, BSE and other statutory authorities and call back the existing share certificates from the share holders or issue fresh new set of certificates as deem fit and proper or to give effect the changes in the physical shares, issue new share certificates with a new set of distinctive numbers and certificate numbers in the aforesaid proportion under intimation to CDSL / NSDL, BSE and other statutory authorities, and subject to the rules as laid down in the Companies (Share Capital and Debentures) Rules, 2014 and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary.

Regd office:

"Gayatri House", Ashok Vihar,
Near Maitri Avenue Society,
Opp. Govt. Eng. College,
Motera, Sabarmati, Ahmedabad - 380 005
Date : 14/08/2015
Place : Ahmedabad

By Order of the Board
For, **Parth Aluminium Ltd.**

Chanderlal B. Ambwani
Chairman & Managing Director
(DIN : 01390563)

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.
Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.
Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable, issued on behalf of the nominating organisation.
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
2. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
6. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. Profile of the Directors seeking appointment / re-appointment, as required in terms of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, is annexed to this Notice.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 16th September 2015 to Tuesday 22nd September 2015 (both days inclusive).
9. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission / transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialised form or to Sharepro Services (India) Pvt. Ltd. 416-420, 4th Floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbrudge, Ahmedabad – 380016, Gujarat in case of holdings in physical form, mentioning your correct reference folio number.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact Sharepro Services (India) Pvt. Ltd. 416-420, 4th Floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbrudge, Ahmedabad – 380016, Gujarat for assistance in this regard.
11. The Annual Report 2014-15 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.parthalluminium.com and also on the website of the respective Stock Exchanges at www.bseindia.com.
12. Members desirous of getting any information about the Accounts of the Company are requested to write to the Company atleast seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.

13. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the Meeting.
14. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
15. The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
16. The Board of Directors of the Company has appointed M/s Khandelwal Devesh & Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
17. The Members whose names appear in the Register of Members / List of Beneficial Owners as on 15th September, 2015 (cut – off date) are entitled to vote on the resolutions set forth in this Notice.

PROCEUDRE FOR E-VOTING

Instructions for members for voting electronically are as under:

- I The voting period begins on September 19, 2015 (10:00 a.m.) and will end on September 21, 2015 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 15, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II The shareholders should log on to the e-voting website www.evotingindia.com.
- III Click on “Shareholders” tab.
- IV Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”.
- V 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
- VI Next enter the Image Verification as displayed and Click on Login.
- VII 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.
- VIII If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- IX After entering these details appropriately, click on "SUBMIT" tab
- X 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.
- XI For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- XIII 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.
- XIV Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XV 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.
- XVI Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVII You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVIII 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.
- XIX Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - 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.
- XX 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.

General Instructions:

- I The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 15th September, 2015, the cut-off date.
- II Members can opt for only one mode of voting, i.e., either by physical poll or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- III Members who do not have access to remote e-voting facility have been additionally provided the facility of voting through Ballot paper.
- IV The Scrutinizer shall immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- V The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him forthwith on receipt of the Scrutinizer's Report.

The results declared will also be placed on the Company's website and communicated to the Stock Exchanges.

Brief resume of the Directors seeking re-election/appointment at the 24th Annual General Meeting

Name of Directors Particulars	Shri Rameshlal Bullchand Ambwani	Mr. Nandubhai Patel	Sarla Jaikishan Ambwani	Mr. Prakash Tekwani	Mr. Alpesh Patel
Date of Birth	21/12/1956	05/10/1964	11/05/1985	04/10/1975	15/05/1977
Date of Appointment	14/07/2011	11/11/2014	10/03/2015	10/08/2011	18/06/2011
Qualification and experience in specific functional area	Undergraduate, having 29 years of experience in in construction	Undergraduate, having more than 20 years of experience of administration, finance and accounts	B.H.M.S., P.G. (HOM)	Chartered Accountant, Member of ICAI in practice having more than 14 years of experience	Undergraduate, having 14 years of experience Accounts and Finance
Directorship held in other companies*	Yes	No	No	No	No
Membership / Chairmanships of Committee in other Public Companies	No	No	No	No	No

*Pvt. Companies excluded

**ANNEXURE TO THE NOTICE:
EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**

In conformity with the provisions of Section 102 of the Companies Act, 2013, following Explanatory Statement sets out all material facts relating to the Special Business mentioned.

Item No. 4

Mrs. Sarla J. Ambwani (DIN: 06712878) was appointed as an Additional Director by the Board of Directors of the Company in their Meeting held on 10th March 2015 in terms of Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 149, 152, 161 of the Companies Act, 2013 read with the Articles of Association of the Company, the term of office of the said Additional Directors expires at the ensuing Annual General Meeting of the Company. The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, along with a deposit of Rs. 1,00,000/- each for the office of Director, to be appointed as such under the provisions of Section 160 and other applicable provision of the Companies Act, 2013.

In view of the above position, approval of Members is sought, through Ordinary Resolutions, to formally appoint Mrs. Sarla J. Ambwani (DIN: 06712878) as Director of the Company. Brief particulars of Mrs. Sarla J. Ambwani (DIN: 06712878) are forming part of this notice. Mrs. Sarla J. Ambwani (DIN: 06712878) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013

No director, key managerial personnel or their relatives, except Mr. Rameshlal B. Ambwani, Director (DIN: 02427779), Mr. Chanderal B. Ambwani, Managing Director (DIN: 01390563) and Mrs. Sarla J. Ambwani (DIN: 06712878) to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.