

# 50<sup>th</sup>

ANNUAL REPORT  
2016 - 17



Plant at Panambur, Mangalore

<b>Directors</b>	:	Arun Duggal, Independent Director and Chairman N. Suresh Krishnan, Managing Director Akshay Poddar, Director Sunil Sethy, Director Pratap Narayan, Independent Director Narendra Mairpady, Independent Director D. A. Prasanna, Independent Director Rita Menon, Director K. Prabhakar Rao, Director-Works
<b>Company Secretary</b>	:	Vijayamahantesh Khannur
<b>Chief Financial Officer</b>	:	T. M. Muralidharan
<b>Bankers</b>	:	Axis Bank Limited State Bank of India Corporation Bank Kotak Mahindra Bank Limited RBL Bank Limited Co-operative Rabobank U.A. IndusInd Bank Limited
<b>Statutory Auditors</b>	:	K. P. Rao & Co., Bengaluru
<b>Cost Auditor</b>	:	P. R. Tantri, Bengaluru
<b>Secretarial Auditor</b>	:	S. Kedarnath, Bengaluru
<b>Registered Office</b>	:	Level 11, UB Tower, UB City No. 24, Vittal Mallya Road Bengaluru – 560 001 Tel. No. 080-3985 5599 Fax No. 080-3985 5588 email : <a href="mailto:shares@mangalorechemicals.com">shares@mangalorechemicals.com</a> Website : <a href="http://www.mangalorechemicals.com">www.mangalorechemicals.com</a> CIN : L24123KA1966PLC002036
<b>Works</b>	:	Panambur, Mangaluru – 575 010 Tel. No. 0824-2220 600 Fax No. 0824-2407 938
<b>Share Transfer Agent</b>	:	Cameo Corporate Services Limited 'Subramanian Building' No.1, Club House Road, Chennai – 600 002 Tel.No.044-2846 0390, Fax No.044-2846 0129 e-mail: <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a>

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## TEN YEAR RECORD

(Rs. in Crores)

	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08
<b>Statement of Profit and Loss</b>										
Sales	2502.14	2982.07	2576.87	3310.26	2779.59	3707.17	2,520.46	2,075.64	2,469.62	1,655.94
Other Income	9.72	6.29	11.47	4.54	10.45	12.95	3.36	6.09	14.42	9.09
Interest	118.24	114.74	126.38	102.45	86.97	77.16	18.59	23.44	36.00	15.43
Depreciation	35.27	32.32	28.66	28.76	29.01	29.10	28.88	18.37	16.96	15.91
<b>Profit before Tax</b>	<b>30.12</b>	(31.40)	18.29	93.55	69.24	102.47	111.60	84.53	43.26	58.34
<b>Balance Sheet</b>										
Net Fixed Assets	638.61	656.07	631.77	625.95	485.36	491.88	391.17	385.27	336.51	324.60
Investments	0.00	0.00	200.00	200.00	200.00	-	-	0.05	0.05	0.05
Net Current Assets	1047.29	1183.98	965.45	1395.11	1168.06	1406.45	315.86	181.75	486.45	465.06
<b>Total</b>	<b>1,685.90</b>	<b>1,840.05</b>	<b>1,797.22</b>	<b>2,221.06</b>	<b>1,853.42</b>	<b>1,898.33</b>	<b>707.03</b>	<b>567.07</b>	<b>823.01</b>	<b>789.71</b>
Share Capital	118.55	118.55	118.55	118.55	118.55	118.55	118.55	118.55	118.55	118.55
Reserves & Surplus	305.49	285.97	536.23	517.31	464.70	416.94	366.55	311.06	270.65	254.25
Loan Funds	1200.79	1385.22	1083.39	1521.67	1229.47	1324.05	184.16	98.16	396.79	380.01
Deferred Tax Liability	61.07	50.31	59.05	63.53	40.70	38.79	37.77	39.30	37.02	36.90
<b>Total</b>	<b>1,685.90</b>	<b>1,840.05</b>	<b>1,797.22</b>	<b>2,221.06</b>	<b>1,853.42</b>	<b>1,898.33</b>	<b>707.03</b>	<b>567.07</b>	<b>823.01</b>	<b>789.71</b>

Note : Figures of the Statement of Profit & Loss for the year 2015-16 & 2016-17 and the Balance Sheet as at 31.03.2015, 31.03.2016 & 31.03.2017 are under Ind AS.

## NOTICE

To  
**The Members,**

Notice is hereby given that the Fiftieth (50<sup>th</sup>) Annual General Meeting of the Members of the Company will be held on **Monday, September 25, 2017 at 10.00 AM at Good Shepherd Auditorium, Opposite St. Joseph's Pre-University College, Field Marshal K. M. Cariappa Road (Residency Road), Bengaluru - 560 025** to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Statutory Auditors.
2. To declare dividend on the equity shares for the financial year 2016-17.
3. To re-appoint Mr. Akshay Poddar (DIN: 00008686), who retires by rotation, and being eligible, offers himself for the re-appointment.
4. To appoint Statutory Auditors and fix their remuneration.

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. K. P. Rao & Co, Chartered Accountants (FRN 003135S), to hold office from the conclusion of 50<sup>th</sup> Annual General Meeting until the conclusion of the 55<sup>th</sup> Annual General Meeting, subject to ratification by members at every Annual General Meeting, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

### SPECIAL BUSINESS

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

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sunil Sethy (DIN: 00244104), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for appointment as a Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

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

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Rita Menon (DIN: 00543058), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for appointment as Director, be and is hereby appointed as an Independent Director of the Company for a period of three (3) years with effect from July 29, 2017 to July 28, 2020, not liable to retire by rotation.

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

RESOLVED THAT in partial modification of the earlier resolutions passed by the Company in this regard and pursuant to the provisions of Section 197, 198, 199, 200 and 202 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to such approvals, permissions and sanctions as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions, sanctions, if any, the approval of members be and is hereby accorded for payment of consolidated salary of Rs. 8,00,000 per month to Mr. N. Suresh Krishnan, Managing Director, with such annual increments as may be determined by the Nomination and Remuneration Committee and / or the Board of Directors for a period of three (3) years with effect from April 01, 2017 to March 31, 2020.

RESOLVED FURTHER THAT the other terms and conditions of his appointment like tenure, reimbursement of expenses, other benefits as applicable to senior executives of that rank and notice of termination, as approved by the members at the Annual General Meeting held on September 27, 2016 shall remain same.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year, during the period April 01, 2017 to March 31, 2020, the Company has no profits or profits are inadequate, the Company may subject to receipt of the requisite approvals including the approval of the Central Government, if any, pay the above remuneration to Mr. N. Suresh Krishnan, Managing Director, as the minimum remuneration by way of salary, and other benefits as specified above.

RESOLVED FURTHER THAT the Board of Directors and/or the Nomination and Remuneration Committee, be and is hereby authorized to vary, increase or enhance the remuneration of Mr. N. Suresh Krishnan, Managing Director, during the period from April 01, 2017 to March 31, 2020 within the scale of consolidated salary of Rs. 8,00,000 per month to such an amount not exceeding the overall limits specified under para (A) of Section II of Part II Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, subject to such approvals as may be required.

RESOLVED FURTHER THAT the any one Director and/or Mr. Vijayamahantesh Khannur, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient to give effect to the above resolution.

8. 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 2(78), 196, 197, 198, 199, 200, 202, and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to such approvals, permissions and sanctions as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions, sanctions, if any, the approval of members be and is hereby accorded for appointment of Mr. K. Prabhakar Rao as Director – Works, for a further period of three years from August 01, 2017 up to July 31, 2020.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded for following remuneration payable and other terms of appointment to Mr. K. Prabhakar Rao during his tenure as Director – Works:

- a. Basic Salary: The Basis Salary shall be in the range of Rs. 2,15,000 per month to Rs. 4,00,000 per month. The annual increments will be decided by the Board of Directors and/or the Nomination and Remuneration Committee and will be based on merit after taking into account other relevant factors.
- b. Flexi Pay and Variable Pay: The Flexi Pay and Variable Pay shall be according to the applicable policies / schemes of the Company from time to time during his tenure, as may be decided by the Board of Directors and/or the Nomination and Remuneration Committee.
- c. Retirement Benefits & Other Perquisites: As per the Company's policies as applicable to Senior Executives subject to the relevant provisions of the Companies Act, 2013.
- d. Termination: By giving the other party, six months' notice

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year, during the tenure of Mr. K. Prabhakar Rao as Director – Works, the Company has no profits or profits are inadequate, the Company may subject to receipt of the requisite approvals including the approval of the Central Government, if any, pay the above remuneration to Mr. K. Prabhakar Rao, Director - Works, as the minimum remuneration by way of salary, perquisites, allowances, performance bonus and other benefits as specified above and that the perquisites pertaining to contribution to provident fund, superannuation fund, national pension scheme or gratuity and leave encashment, if any, shall not be included in the computation of the ceiling on remuneration specified under para (A) of Section II of Part II Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or the Nomination and Remuneration Committee, be and is hereby authorized to vary, increase, enhance or widen from time to time the terms and conditions of appointment and remuneration of Mr. K. Prabhakar Rao, Director – Works during the period from August 01, 2017 to July 31, 2020 within the scale of basic salary of Rs. 2,15,000 per month to Rs. 4,00,000 per month and consequential variation in other allowances, benefits and perquisites, based on basic salary, subject to such approvals as may be required within the limits specified under para (A) of Section II of Part II Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

9. 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 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) of the SEBI (Listing Obligations and



Disclosure Requirements) Regulations, 2015, Article 99 of the Articles of Association of the Company, the approval of the members be and is hereby accorded for payment of remuneration by way of commission to Directors (whether existing or future) other than the Managing / Whole-time Directors, collectively up to 1% of the net profits computed in the manner referred to in Section 198 of the Companies Act, 2013, for each financial year over a period of five (5) financial years with effect from April 01, 2017 subject to Company achieving budgeted profits for respective financial years, in such proportion / manner as may be determined by the Board of Directors of the Company, subject to a maximum of Rs. 5,00,000 per annum per Director, payable at such periodicity as the Board may deem fit.

RESOLVED FURTHER THAT such remuneration paid to its Directors (whether existing or future) other than the Managing / Whole-time Directors will be in addition to the payment of sitting fees and reimbursement of expenses, if any, to the Directors for attending the meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the Board of Directors, or the duly constituted Committee of the Board, or the Managing Director, or the Chief Financial Officer and the Company Secretary (jointly) be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary including seeking of all approvals, if any, to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

10. 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 the Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), payment of remuneration of Rs. 1,25,000/- (Rupees one lakh twenty five thousand only) exclusive of applicable tax and other statutory levies, if any, and reimbursement of actual expenses incurred on travel, accommodation and other out-of-pocket expenses to Mr. P. R. Tantri, Cost Accountant (Membership Number 2403), for conducting audit of cost records of the Company for the Financial Year 2017-18, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors is authorized to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.

By the order of the Board

Bengaluru  
August 22, 2017

**Vijayamahantesh Khannur**  
Company Secretary

**NOTES**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing proxy in prescribed form, in order to be effective should be duly completed, signed and must be sent to the Company so as to reach at the registered office of the Company at least 48 hours before the commencement of the meeting. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total paid-up share capital of the Company. Members holding more than ten percent of the total paid up share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.
3. The Register of Members and Share Transfer Books will remain closed from September 19, 2017 to September 25, 2017 (both days inclusive) for the purpose of determination of members who are entitled to receive the dividend for the financial year 2016-17, if declared.
4. All relevant documents referred to in the Notice and the statements/reports annexed to Notice shall be open for inspection by Members at the Registered Office of the Company during normal business hours between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the Annual General Meeting.
5. Pursuant to the provisions of Section 124(5) and 125 of the Companies Act, 2013, the dividend amount remaining unclaimed/unpaid for a period of seven years from the due date of payment shall be transferred to the Investor Education and Protection Fund (IEPF) established by Central Government. Pursuant to the provisions of Section 124(6) and Section 125 of the Companies Act, 2013 read with Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF within 30 days of they becoming due to be transferred.

Members who have not yet encashed their dividend warrant(s) are requested to make their claims without any delay.

IT MAY BE NOTED THAT THE UNCLAIMED DIVIDEND PERTAINING TO THE FINANCIAL YEAR 2009-10 IS DUE FOR TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND AND THE SAME CAN BE CLAIMED FROM THE COMPANY ON OR BEFORE NOVEMBER 03, 2017.

6. Electronic copy of the Notice of the 50<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 50<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members the facility to exercise their right to vote at the 50<sup>th</sup> Annual General Meeting by way of remote e-voting i.e casting votes by a member using an electronic voting system from a place other than venue of a General Meeting, and the business may be transacted through e-voting services provided by Central Depositories Services (India) Limited. The ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting. Members who have casted 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.

The Company has appointed Mr. Sudhindra K S, Practicing Company Secretary (Membership No. FCS 7909 and CP No. 8190), who is willing to be appointed and is, in the opinion of the Board, a duly qualified person and can scrutinize the voting and remote e-voting process in a fair and transparent manner, as a Scrutinizer. After the conclusion of the voting at the meeting, the Scrutinizer shall count votes cast at the meeting and through remote e-voting and provide a consolidated Scrutinizer's report of the total votes cast, within a period of three days from the date of conclusion of the meeting, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.mangalorechemicals.com](http://www.mangalorechemicals.com) and on the website of CDSL – [www.cdslindia.com](http://www.cdslindia.com) and communicated to the Stock Exchanges.

**The instructions for shareholders voting electronically are as under:**

- i. The remote e-voting period begins at 9.00 AM on September 21, 2017 and ends at 5.00 PM on September 24, 2017. The facility for remote e-voting shall forthwith be blocked at the end of the period of remote e-voting.
- ii. The cut-off date for determining the eligibility to vote by electronic means or in the General Meeting shall be September 18, 2017. Members who are holding shares on cut-off date are only eligible for remote e-voting and attending Annual General Meeting.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- iv. Click on "Shareholders" tab.
- v. Now Enter your Login ID.
  - a. For CDSL: 16 digits beneficiary ID;
  - b. For NSDL: 8 Character DP ID followed by 8 digit 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](http://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"> <li>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 last 8 digits of the sequence number in the PAN field.</li> <li>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 Ram with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login.</p> <ul style="list-style-type: none"> <li>If both 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).</li> </ul>

- 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 of Mangalore Chemicals & Fertilizers Limited 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 password then enter the Login 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 & Custodians:
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
    - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app by voting on your mobile.
  - xxi. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
8. Members / Proxy holders are requested to produce the enclosed attendance slip duly completed and signed at the entrance of the meeting venue.
  9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
  10. The Register of Contracts, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
  11. Members should address all correspondence to the Company's Registrar and Share Transfer Agent at the following address quoting their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID Number.  
 Cameo Corporate Services Limited  
 Subramanian Building, No.1, Club House Road, Chennai-600 002  
 Phone: 91-44-2846 0390 to 94 Fax : 91-44-2846 0129  
 E-mail: [investor@cameoindia.com](mailto:investor@cameoindia.com)
  12. The equity shares of the Company are mandated by Securities and Exchange Board of India for compulsory trading in demat form by all investors. The Company's shares have been admitted into both the depositories viz. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL]. The ISIN allotted to the Company's equity shares is INE558B01017.
  13. Members holding shares in physical form are requested to notify any change in their addresses, mandates/bank details immediately to the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, Chennai. Such members are requested to dematerialize their physical shares into electronic form by sending a demat request to their concerned depository participants.
  14. Members holding shares in electronic mode are requested to intimate all changes pertaining to their bank details to their Depository Participant in order to arrange the dividend payment by NECS/ECS or through warrant by printing the bank details, as the case may be.

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

**Item No. 4**

Though not mandatory, this statement is provided for reference.

M/s. K. P. Rao & Co, Chartered Accountants (FRN 003135S) were first appointed as auditors at Company's 36<sup>th</sup> Annual General Meeting held on September 22, 2003. Currently, they are holding office up to the conclusion of the 50<sup>th</sup> Annual General Meeting. Since M/s. K. P. Rao & Co has completed maximum number of consecutive years for which they were eligible to be re-appointed in the Company, including transitional period of 3 years, M/s. K. P. Rao & Co shall not be eligible for re-appointment at the conclusion of 50<sup>th</sup> Annual General Meeting as Statutory Auditor as per Section 139(2) of the Companies Act, 2013 ('the Act').

Accordingly, as per the said requirements of the Act, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), are proposed to be appointed as auditors for a period of 5 years, from the conclusion of 50<sup>th</sup> Annual General Meeting till the conclusion of the 55<sup>th</sup> Annual General Meeting, subject to ratification by members at every Annual General Meeting, as may be applicable. M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), 141(2) and 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in this matter. Accordingly, the consent of the members is sought by an Ordinary Resolution for the Item No. 4 of the Notice.

**Item No. 5**

The Board of Directors at its meeting held on July 29, 2017 appointed Mr. Sunil Sethy as an Additional Director of the Company and his tenure expires at this Annual General Meeting. A notice along with the deposit of Rs. 1,00,000/- has been received in writing by a member under Section 160 of the Companies Act, 2013 proposing appointment of Mr. Sunil Sethy as a Director of the Company at this Annual General Meeting, who shall be liable to retire by rotation. The Nomination & Remuneration Committee has recommended appointment of Mr. Sunil Sethy as Director at its meeting held on July 29, 2017.

Mr. Sunil Sethy is interested in the Resolution set out at Item No. 5 of the Notice in regard to his appointment. The relatives of Mr. Sunil Sethy may be deemed to be interested in the Resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above appointments. The Board accordingly places the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the members.

**Item No. 6**

The Board of Directors at its meeting held on July 29, 2017 appointed Mrs. Rita Menon as an Additional Director of the Company in the category of Independent Directors and her tenure expires at this Annual General Meeting. A notice along with the deposit of Rs. 1,00,000/- has been received in writing by a member under Section 160 of the Companies Act, 2013 proposing appointment of Mrs. Rita Menon as an Independent Director of the Company at this Annual General Meeting for a period of three (3) years with effect from July 29, 2017 to July 28, 2020. The Nomination & Remuneration Committee, at its meeting held on July 29, 2017, has recommended appointment of Mrs. Rita Menon as Director for a period of three (3) years from July 29, 2017 to July 28, 2020.

Mrs. Rita Menon is interested in the Resolution set out at Item No. 6 of the Notice in regard to her appointment. The relatives of Mrs. Rita Menon may be deemed to be interested in the Resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above appointments. The Board accordingly places the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the members.