

**MODISON METALS LIMITED**

**Regd. Office:** 33 Nariman Bhavan, 227 Nariman Point, Mumbai-400 021

**Email Id:** [shareholder@modison.com](mailto:shareholder@modison.com) **Website:** [www.modison.com](http://www.modison.com)

**Tel.:** +91-22-2202 6437 **Fax:** +91-22-2204 8009

**CIN No:** L51900MH1983PLC029783

**NOTICE**

NOTICE is hereby given that the Thirty Third Annual General Meeting of the members of Modison Metals Limited will be held at Radio Room, The Bombay Presidency Radio Club Ltd., 157, Arthur Bunder Road, Colaba, Mumbai-400005 on Tuesday, 9<sup>th</sup> August, 2016 at 11.30 A.M., to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt :
  - a) the Audited financial statements of the Company for the year ended March 31<sup>st</sup>, 2016, together with the reports of the Board of Directors and Auditors thereon and
  - b) the Audited Consolidated financial statements of the Company for the year ended March 31<sup>st</sup>, 2016 together with the reports of Auditors thereon.
2. To approve the interim dividend of Re.1 per equity share, already paid during the year for the year ending March, 31<sup>st</sup> 2016.
3. To appoint a Director in place of Mr. Kumar Jay Modi (DIN No: 00059396) who retires by rotation and, being eligible, seeks reappointment.
4. To appoint a Director in place of Mr. B.B.Singh (DIN No: 03086339) who retires by rotation and, being eligible, seeks reappointment.
5. To appoint M/s M.L. Bhuwania & Co.,Chartered Accountants, as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of next Annual General Meeting.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. M.L. Bhuwania & Co (Firm registration No :101484W ), Chartered Accountants, as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company."

**SPECIAL BUSINESS:**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act,2013 read with Companies (Audit and Auditors)Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. N. Ritesh & Associates, Cost Accountants (N. Ritesh, Proprietor) (Certificate of Practice

No : R100675 ), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March, 2017 be paid professional fees of Rs.50,000/- (Rupees Fifty Thousand only) plus service tax as applicable be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

7. To regularise the appointment of Mr. Ashok Jatia (DIN No: 07209136) as Director who was appointed as an Additional Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT Mr. Ashok Jatia (DIN No: 07209136), who was appointed as an Additional Director by the Board of Directors with effect from November 2<sup>nd</sup>, 2015, in terms of Section 161 of the Companies Act, 2013 and Article 81 of Article of Association of the Company, who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Director , under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To regularise the appointment of Mr. Rakesh Singh (DIN No: 07319353) as Director who was appointed as an Additional Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT Mr. Rakesh Singh (DIN No: 07319353), who was appointed as an Additional Director by the Board of Directors with effect from November 2<sup>nd</sup>, 2015, in terms of Section 161 of the Companies Act, 2013 and Article 81 of Article of Association of the Company, who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Director , under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To appoint and fix remuneration of Mr. Rakesh Singh (DIN No: 07319353) as a Whole-time Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 2(78), 2(94), 196,197 read with Schedule V, the rules made there under and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, approval of the Company be and is hereby accorded to the appointment of Mr. Rakesh Singh (DIN No: 07319353) as a Whole-time Director of the Company, for a period of 3 (three) years with effect from November 2<sup>nd</sup>, 2015 to November 1<sup>st</sup>, 2018 on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this

Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of the said appointment and/ or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in any financial year, if the Company has no profits or its profits are inadequate, the Company pays Mr. Rakesh Singh, remuneration by way of salary, perquisites and allowances as set out in the Agreement as Minimum Remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

10. To reappoint and fix remuneration of Mr. Rajkumar Modi (DIN No: 00027449) as a Whole-time Director and in this regard to consider and if thought fit, to pass with or without modification(s) ,the following resolution as **Special Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 2(78), 2(94), 196, 197 read with Schedule V , the rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, approval of the Company be and is hereby accorded to the reappointment of Mr. Rajkumar Modi (DIN No: 00027449) as a Whole-time Director of the Company, for a period of 3 (three) years with effect from June 1<sup>st</sup>, 2016 to May 31<sup>st</sup>, 2019 on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of the said appointment and/ or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in any financial year, if the Company has no profits or its profits are inadequate, the Company pays Mr. Rajkumar Modi, remuneration by way of salary, perquisites and allowances as set out in the Agreement as Minimum Remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

11. To confirm appointment of Mr. Ashok Jatia (DIN No: 07209136) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s) , the following resolution as **Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 read with Schedule IV and all the other applicable provisions of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b), 17(1) and 25 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, Mr. Ashok Jatia (DIN No: 07209136), Director of the

Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the said Act and who is eligible for appointment and in respect of

whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years from November 2<sup>nd</sup>, 2015 to November 1<sup>st</sup>, 2020.”

**MUMBAI, 26<sup>th</sup> May, 2016**

By Order of the Board  
For **MODISON METALS LTD.,**

**Registered Office:**

33 Nariman Bhavan  
227 Nariman Point  
Mumbai- 400 021.

**G. L. MODI**  
Managing Director

**NOTES:**

- a) A Member, who is entitled to attend and vote, is entitled to appoint a proxy and vote and the proxy need not be a member of the Company. The Proxy form must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.
- b) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
- c) Members/ proxies should bring their Attendance Slips duly filled in for attending the meeting.
- d) Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
- e) Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their email address , bank details, ECS mandates, nominations, power of attorney, change of address/ name etc. to their depository participant only and not to Company or its registrar and transfer Agent. The said intimation will be automatically reflected in the Company's records.
- f) The Register of Members and transfer books of the Company will be closed from 02/08/2016 to 09/08/2016 (Both days inclusive).
- g) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat account. Members holding shares in physical form should submit their PAN to the Company / Registrar.
- h) The Ministry of Corporate Affairs (“Ministry”), Government of India, has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by Companies through electronic mode. As per the Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, companies can now send various notices/documents (including notices, annual report, etc.) to their shareholders through electronic mode, to the registered email addresses of the shareholders.

- i) Members who have not registered their email addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically with Depository Participant or Registrar.
- j) Members are hereby informed that Dividend which remains unclaimed/ un-encashed over a period of 7 years, has to be transferred as per the provisions of Section 124(6) of the Companies Act, 2013, by the Company to The Investor Education & Protection Fund”, constituted by the Central Government under Section 125 of the Companies Act, 2013.

Hereunder are the details of Dividends paid by the Company and their respective due dates of transfer of unclaimed/ un-encashed dividends to the designated fund of the Central Government:-

<b>Date of Declaration of Dividend</b>	<b>Dividend for the year</b>	<b>Due date of transfer to the Government</b>
25.08.2009	2008-2009	24.08.2016
27.07.2010	2009-2010	26.07.2017
26.07.2011	2010-2011	25.07.2018
07.08.2012	2011-2012	06.08.2019
10.09.2013	2012-2013	09.09.2020
09.09.2014	2013-2014	08.09.2021
11.08.2015	2014-2015	10.08.2022
09.03.2016 (Interim Dividend)	2015-2016	08.03.2023

It may please be noted that once the unclaimed/ un-encashed dividend is transferred to “The Investor Education & Protection Fund”, as above, no claim lie in respect of such amount by the shareholder.

- k) The Company is listed at:  
BSE Ltd,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001.  
The listing fees have been paid in time.
- l) As per the requirements of Corporate Governance for appointment of the Directors / re-appointment of the retiring Directors, a statement containing details of the concerned Directors is given below:

	<b>Name of the Director</b>	<b>Mr. Kumar Jay Modi</b>	<b>Mr. B.B.Singh</b>	<b>Mr. Rajkumar Modi</b>	<b>Mr. Rakesh Singh</b>
i)	Date of birth	05.12.1978	08.02.1956	08.03.1965	01.03.1968
ii)	Date of Appointment	01.04.2012	27.10.2014	09.06.1998	02.11.2015
iii)	Qualification	B.Com	B.Tech Mechanical	B.Com., MBA	BE (Mechanical) with Graduate Diploma in Materials Management
iv)	Expertise in specific functional area	International Sales & Marketing	37 year's of experience in Engineering Industry.	He has a sharp business acumen, stronghold in export	26 years in various areas of operations

				market and excellent administrative skills	
v)	List of other public limited companies (in India) in which outside directorship held	Nil	Nil	Nil	Nil
vi)	Member of the committee/s of Board of Directors of other companies in which he is a Director	Nil	Nil	Nil	Nil
vii)	Relationship with other Director	Son of Mr.G.L.Modi	None	None	None

The Annual Report 2015-2016 as circulated to the members of the Company is also available on the website of the Company [www.modison.com](http://www.modison.com)

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**Voting through electronic means**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The e-voting period commences on 5<sup>th</sup> August, 2016 (10:00 am) and ends on 8<sup>th</sup> August, 2016 (5:00 pm). During this period, members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 2<sup>nd</sup> August, 2016, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file "evoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Modison Metals Limited".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [mail@csraginichokshi.com](mailto:mail@csraginichokshi.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<b><u>EVEN (Remote e-voting Event Number)</u></b>	<b><u>USER ID</u></b>	<b><u>PASSWORD/PIN</u></b>
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 2<sup>nd</sup> August, 2016.  
Note: The cut-off date shall not be earlier than 7 days before the date of Annual General Meeting.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 2<sup>nd</sup> August, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) /RTA.
- XI. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. M/s. Ragini Chokshi & Co., a firm of Practicing Company Secretaries (Firm Registration No.BA92897) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM 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 and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.modison.com](http://www.modison.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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**EXPLANATORY STATEMENT U/S 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE****Item No.6**

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. N. Ritesh & Associates (Certificate of Practice No : R100675 ), Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ended March 31<sup>st</sup>, 2017, at a remuneration of Rs.50,000/- plus service tax as applicable and reimbursement of conveyance at actuals, subject to ratification by shareholders.

In terms of provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2017 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors/Key Managerial Personnel of the Company/their relatives are concerned or interested in the resolution.

The Board recommends this Resolution for your approval.

**Item No. 7 & 8**

The Board of Directors of the Company at its meeting held on November 2<sup>nd</sup>, 2015 had appointed Mr. Ashok Jatia (DIN No:07209136) and Mr. Rakesh Singh (DIN: 07319353) as Additional Directors who holds their office only upto this Annual General Meeting. Pursuant to the provisions of section 161(1) and other applicable provisions of the Companies Act, 2013 and Articles of Association, the Company has received a notice from a shareholder proposing their candidature for the office of Director along with requisite deposit.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mr. Ashok Jatia and Mr. Rakesh Singh for whom the resolution relates, are concerned or interested in the resolution.

The Board recommends above Resolution for your approval.

**Item No. 9**

The Board of Directors of the Company (the 'Board') at its Meeting held on November 2<sup>nd</sup>, 2015 appointed Mr. Rakesh Singh as Whole- time Director pursuant to the provisions of Section 196 of the Companies Act, 2013 (the 'Act').

Mr. Rakesh Singh is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Further, the Board appointed, subject to the approval of Members, Mr. Rakesh Singh as Whole-time Director of the Company, for a period of three years with effect from November 2<sup>nd</sup>, 2015 to November 1<sup>st</sup>, 2018.

It is proposed to seek Members' approval for the appointment of and remuneration payable to Mr. Rakesh Singh, as Whole-time Director, in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment and remuneration payable to Mr. Rakesh Singh is as under:

A) Salary:

- (i) Salary & Allowances: Rs. 3,11,300/- per month in the scale of Rs.3,11,300~Rs.3,95,000 per month with such increase within the scale as the Board may sanction from time to time.
- (ii) Bonus/Ex-Gratia : As per Rules of the Company.
- (iii) Perquisites will be paid in addition to Salary.

**Perquisites are classified as follows:**

**Category 'A'**

- (i) Medical Reimbursement: Rs. 15,000/- per annum towards medical expenses incurred for appointee and the family.
- (ii) Leave Travel Concession : Rs.94,500/- per annum for the appointee and his family once in a year incurred in accordance with any rule specified by the Company.
- (iii) Re-imbursement of Driver Salary: Rs.15,000/- per month for provision of car used for company's business.
- (iv) Personal Accident Insurance: Personal Accident insurance of an amount, annual premium of which does not exceed Rs. 5,000 per annum.
- (v) Mediciam Insurance Policy for the appointee and his family members annual policy amount shall not exceed Rs.5,00,000/-

**Category 'B':**

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under Income Tax Act.

Gratuity payable should not exceed half a month's salary for each completed year of service.

Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

The above salary and perquisites may be increased from time to time as decided by the Board, but shall not exceed Rs.55Lakhs per annum.

The Whole-time Director agrees to give an undertaking to the Company that he shall not so long as he functions as Whole-time Director of the Company be interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company in future.

Subject to the provisions of the Companies Act, 2013, and any other laws for the time being in force, the Whole-time Director shall not be liable to the acts, receipts, neglects or defaults of any Director, Officer or employee of the Company or for any other loss, damage or misfortune whatever which shall happen in execution of the duties of his office or in relation thereto, unless the same happens through his own wilful default or otherwise.

The remuneration shall be paid in accordance with the provisions of Part II of the Schedule V of The Companies Act, 2013.

In case of no profits or inadequate profits, he shall be paid the above remuneration as minimum remuneration.

The terms as herein contained are without prejudice to any changes in the Government Policy or any action that may be taken by the Government in pursuance of the provisions of the Companies Act, 2013 or any amendment thereto that may be enacted by parliament from time to time.

The Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers) can alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

The Agreement between the Company and the Whole-time Director is available for inspection by the Members at the Company's Registered Office between 10.00 a.m. and 12.00 noon on any working day up to the date of Annual General Meeting.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mr. Rakesh Singh for whom the resolution relates, are concerned or interested in the resolution.

The Board recommends this Resolution for your approval.