Nimbus Foods Industries Ltd.
(A Franchise unit of Hindustan Unilever Ltd.)
Plot No. B-13/14, Phase-II, G.I.D.C. Industrial Area
Naroda, Ahmedabad-382330
Ph. : 079-22813445-46, 079-22814023
E-mail : nimbusfoods@gmail.com

Ref. No

Date :

CIN: L30006GJ1995PLC025631

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

1.	Name of the Company:	**NIMBUS FOODS INDUSTRIES LIMITED**
2.	Annual financial statements for the year ended	**31st March, 2015**
3.	Type of Audit observation	**Unqualified**
4.	Frequency of Observation	Not Applicable

5. To be signed by-

- Executive Director

(Amit Jogendra Khaksa)
(Din: 00142084)

- Chief Financial Officer

(Jay Prakash Verma)

- Auditor of the company

For, M/s, B. S. Rajput & Associates

Partner

- Audit Committee Chairman

(Arvind A Thakkar)
(Din: 00966889)

20th
ANNUAL REPORT
2014-2015

NIMBUS FOODS INDUSTRIES LIMITED

TWENTIETH ANNUAL REPORT 2014-15

KEY MANAGERIAL PERSONNEL AND BOARD OF DIRECTORS

Shri Sanjay Mangal	Chairman (DIN:- 05355390)
Shri Amit Khaksa	Executive Director (DIN:- 00142084)
Shri Sharad Khandelwal	Director (DIN:- 03447732)
Shri Arvind Thakkar	Additional Director (DIN:- 00966889) (w.e.f.14/11/2014)
Smt. Priti Wadhwani	Additional Director (DIN:-03230600) (w.e.f 06.04.2015)
Shri Jay Prakash Verma	Chief Financial Officer (w.e.f 30.05.2015)

BANKERS:
Axis Bank
State Bank of India
Bank of Baroda

AUDITORS:
M/s, B. S. Rajput & Associates
Chartered Accountants
Ahmedabad

REGISTERED OFFICE:
Plot No. B-13 & 14,
Phase- II, GIDC Industrial Area,
Naroda, Ahmedabad-382330
Website : www.nimbusfoods.in
E-mail: nimbusfoods@gmail.com

CONTENTS	PAGE NOS.
Notice	01
Director's Report	18
Management Discussion & analysis Report	32
Report on Corporate Governance	34
Auditor's Report	41
Balance Sheet	44
Statement of Profit & Loss	45
Cash Flow Statement	46
Notes to the Financial Statements	47

NIMBUS FOODS INDUSTRIES LIMITED

CIN: L30006GJ1995PLC025631

NOTICE

NOTICE is hereby given that the **20th** ANNUAL GENERAL MEETING of the Members of **NIMBUS FOODS INDUSTRIES LIMITED** will be held on **Wednesday, 23rd September, 2015** at **03.00 P.M**. at PLOT NO. B-13 & 14, PHASE - II, GIDC Industrial Area, Naroda, Ahmedabad – 382 330 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 Statement of Profits & Loss and together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2015 and Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Sharad Khandelwal who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Auditors and fix their remuneration.

SPECIAL BUSINESS:

4. **To appoint Mr. ARVIND A. THAKKAR (DIN: 00966889) as an Independent 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 pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, read with Schedule IV to the said Act, **Mr. ARVIND A. THAKKAR** (DIN: **00966889**) 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 **Mr. ARVIND A. THAKKAR** 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."

5. **To appoint Smt. PRITI WADHWANI (DIN: 03230600) 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 Smt. PRITI WADHWANI (DIN: 03230600) who was appointed as an Additional Director of the Company with effect from 06/04/2015 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 Smt. PRITI WADHWANI proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company whose period of office shall be liable for retirement 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."

6. **To appoint Mr. SANJAY MANGAL (DIN: 05355390) as an Independent 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** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (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. SANJAY MANGAL (DIN: 05355390)**, 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. Sanjay Mangal 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 Five (5) 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 increase the Authorized share capital 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 pursuant to the provisions of Section 13, 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the authorized capital of the company be and is hereby increased from Rs. 9,20,00,000 (Rupees Nine Crore Twenty Lacs Only) divided into 9,20,00,000 (Nine Crore Twenty Lacs) equity shares of Re.1/ (Rupee One Only) each to Rs. 34,20,00,000 (Rupees Thirty-Four Crores Twenty Lacs Only) divided into 34,20,00,000 (Thirty-Four Crores Twenty Lacs) equity shares of Re.1/- (Rupee One Only) each by creation of additional 25,00,00,000 (Twenty-Five Crores) equity shares of Re.1/- (Rupee One Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing **Clause V** thereof by the following new Clause V:

V. The Authorized Share Capital of the Company is Rs. 34, 20, 00,000 (Rupees Thirty-Four Crores Twenty Lacs Only) divided into 34, 20, 00,000 (Thirty-Four Crores Twenty Lacs Only) equity shares of Re.1/- (Rupee One Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

8. To approve material related party transactions entered into by the Company with related parties.

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges, consent of the members be and is hereby accorded for ratification / approval of material related party transactions entered into by the Company with related parties as set out in the explanatory statement annexed to the notice convening this meeting.

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

9. Issue of Convertible Equity Warrants on Preferential Basis

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

"RESOLVED THAT pursuant to provisions of Section 23,42,62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re- enactment thereof for the time being in force) and in accordance with the existing Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as "SEBI (ICDR) Regulations") and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) and other applicable laws, as may be applicable, and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to offer, issue and allot, on preferential basis to Promoter group & Strategic Investors, not forming part of the Promoter Group of the Company up to 25,00,00,000 (Twenty-Five Crores Only) Convertible Equity

Warrants of face value of Re.1/ each at a price of Rs. 3/- per Convertible Equity Warrants (including premium of Rs. 2/- per warrants), being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board;

RESOLVED FURTHER THAT the Convertible Equity Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT

1. The Relevant Date, as stipulated in the Regulations 73(4) of Securities and Exchange of India (Issue of Capital and Disclosures Requirements) Regulations, 2009 for the purpose of determining the Issue Price of the Warrants on Preferential basis and conversion thereof into equity shares of Rs. 3/- each (including premium amount of Rs. 2/- each) shall be thirty (30) days prior to the date of this Meeting or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date and accordingly the warrants so issued shall, on exercise of rights attached thereto shall be converted into equal number of equity shares of Re. 1/- each at par as may be determined.
2. The Convertible equity warrants be issuing and allotting to Promoter group & Strategic Investors, not forming part of the Promoter Group of the Company shall be in dematerialized form only.
3. The Equity Shares allotted on conversion of Warrants in terms of this resolution shall be subject to the Memorandum and Article of Association of the Company and shall be listed and traded on all the Stock Exchanges and shall rank pari passu in all respects with the existing equity shares of the Company including Dividend.
4. The aforesaid Warrants allotted in terms of this resolution & the resultant Equity Shares arising on exercise of right attached to such warrants shall be subject to a lock-in period in accordance with regulation 78 of the SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of Warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting."

RESOLVED FURTHER THAT the warrants shall be issued by the Company on the following terms and conditions:

i. An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for Warrants, which will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant holder at the time of exercising the option.

ii. In the event of the Warrant holder does not exercise the option of conversion within the warrant exercise period, the Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company.

iii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Companies Act, the Memorandum & Articles of Association of the Company and various Guidelines/Regulations issued by SEBI or any authority or any modifications thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid Warrants and the resultant Equity Shares to the holders of the Warrants upon exercise of right to subscribe the shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all queries that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders

or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions."

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by these resolutions to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the above mentioned resolutions."

10. To Make Investments in other Body Corporate

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. 50.00 Crores (Rupees Fifty 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."

Regtd. Office
Plot No B-13 & 14,
Phase II, GIDC Industrial Area,
Naroda, Ahmedabad – 382330.
Date : **14/08/2015**
Place **: Ahmedabad**

By order of Board of Directors
For, **Nimbus Foods Industries Limited**

Sanjay Mangal
Chairman
(DIN: 05355390)

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 Thursday, 17th September, 2015 to Wednesday, 23rd 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, Ellisbridge, 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, Ellisbridge, 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.nimbusfoods.in 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 16th 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 20, 2015 (10:00 a.m.) and will end on September 22, 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 16, 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. • 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 16th 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 forththeir on receipt of the Scrutinizers 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 20thAnnual General Meeting

Name Of Directors	Mr. Sharad Khandelwal (DIN:03447732)	Mr. Arvind Thakkar (DIN:00966889)	Smt. Priti Wadhwani (DIN:03230600)	Mr. Sanjay Mangal (DIN:05355390)
Date of Birth	26/10/1970	30/10/1947	22/03/1981	16/09/1971
Date of Appointment	14/02/2011	14/11/2014	06/04/2015	14/08/2012
Qualification and experience in specific functional area	Master degree (M.COM) having more than 20 years of experience in Accounts, Finance, Taxation and related field.	He is practising Chartered Accountant. He has an experience of more than 40 years in the field of audit of firms, nationalized banks and Companies, Company law matters, Taxation and Tax audit matters under Income Tax Act, Financial And Capital Market consultancy.	She is Commerce Graduate.	He is Commerce graduate and he has an experience of more than 25 years in the financial management and capital market advisory.
Directorship held in other companies*	NIL	NIL	NIL	NIL
Membership / Chairmanships of Committee in other Public Companies	NIL	NIL	NIL	NIL

***Pvt. Companies excluded**