




PRADIP
OVERSEAS LTD.



14th
ANNUAL REPORT
2018-19



PRADIP OVERSEAS LTD.

BOARD OF DIRECTORS : Shri Pradipkumar J. Karia
 Shri Chetan J. Karia
 Shri Vishal R. Karia
 Shri J.S. Negi
 Shri G.R. Kamath
 Ms. Parulben Thakore (upto 29-05-2018)
 Ms. Zalpa B. Rathod (w.e.f. 29-05-2018)

REGISTERED OFFICE : Plot No. 104, 105, 106,
 Village : Chacharwadi Vasna,
 Opp. Zydus Cadila,
 Sarkhej Bavla High Way,
 Tal. Sanand Ahmedabad,
 Gujarat - 382213

**BANKERS/
 FININACIAL
 INSTITUTIONS** : Standard Chartered Bank
 State Bank of Patiala
 (Now merged with
 State Bank of India)
 INVENT ASSETS
 SECURITISATION AND
 RECONSTRUCTION
 PRIVATE LIMITED. (ARC)

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses and changes therein from time to time with the Depository through their concerned Depository Participants or the member can register their e-mail address with the Company on the following e-mail address : investor@pradipoverseas.com

COMPANY SECRETARY : Mr. Kaushik B. Kapdia (upto 10-08-2018)
 Mr. Nigam Sathavara (w.e.f. 10-08-2018)

AUDITORS : M/s. Vijay Moondra & Co.,
 Chartered Accountants,
 (Registration No. 112308W)
 201-202, 'SARAP',
 Opp. Navjivan Press,
 Ashram Road,
 Ahmedabad - 380 014.

PLANT : Plot No. 104, 105, 106,
 Village : Chacharwadi Vasna,
 Opp. Zydus Cadila,
 Sarkhej Bavla High Way,
 Tal. Sanand Ahmedabad,
 Gujarat - 382 213.

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PRADIP OVERSEAS LTD.

NOTICE

Notice is hereby given that 14th Annual General Meeting of the Members of **PRADIP OVERSEAS LIMITED** will be held on Monday, 30th September, 2019 at 12.00 noon at the Registered Office of the Company at 104, 105, 106, Chacharwadi, Vasna, Opp. Zydus Cadila, Sarkhej Bavla Highway, Changodar, Ahmedabad 382 213 to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of the Financial Statement

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2019, including reports of the Auditor and Board of Directors thereon.

2. Re-appointment of Director retiring by rotation

To appoint Mr. Pradip J. Karia (DIN: - 00123748), as a Director of the Company, who retires by rotation and being eligible, offer himself for reappointment.

SPECIAL BUSINESS:-

3. To consider and if thought fit to pass the following resolution as a **Special Resolution with or without modification:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Jivansingh Gangasingh Negi (DIN: 01656455), Independent, Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) years, commencing from 28th May, 2019 to 27th May, 2024".

4. To consider and if thought fit to pass the following resolution as a **Special Resolution with or without modification:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Gurpur Ramdas Kamath (DIN: 02234255), Independent, Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) years, commencing from 28th May, 2019 to 27th May, 2024."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), Mr. Gurpur Ramdas Kamath (DIN: 02234255) on attaining the age of 75 (seventy five) years on 20.11.2019, during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution".

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

"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the



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NOTICE (Contd....)

Companies Act, 2013 and provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and as subject to such other approvals, consents, permissions and sanctions of other 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 (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board), to ratify /approve all existing contracts/arrangements/agreements/transactions and to enter into new /further contracts/arrangements/agreements/transactions (including any modifications, alterations or amendments thereto) in ordinary course of business and not at arm's length basis with Astha Creations, a 'Related Party' within the meaning of the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as more particularly enumerated in the explanatory statement annexed to this notice on such terms and conditions as defined in the related party contracts.

"RESOLVED FURTHER THAT all the Board of Directors of the Company be and are hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company."

By Order Of the Board of Directors

Sd/-

(Pradip J. Karia)

Chairman and Managing Director

DIN: 00123748

Place: Ahmedabad

Date: 28th May, 2019

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A proxy form is sent herewith. In case a member wants to appoint a proxy, duly completed and stamped proxy form, must reach the Registered Office of the Company on or before 48 hours of the commencement of the meeting.**

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.

2. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
3. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting, if not already voted through remote e-voting.
4. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013, which set out details relating to Special Business at the meeting, is annexed hereto.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Register will remain closed from Monday, 23rd September, 2019 to Monday, 30th September, 2019 (both days inclusive)
6. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.
7. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section



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170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.

8. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz. Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (west), Mumbai - 400083. Those holding shares in dematerialized form may intimate any change in their addresses or bank details / mandates to their Depository Participants (DP) immediately. The Company or its RTA can't act on any request directly received from any member holding shares in dematerialized form for any change in such details. Such changes are to be advised only to the DP of the members.
9. Documents referred to in the Notice are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. SEBI vide circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated for all Members holding shares in physical form to submit their PAN and Bank details to Link Intime India Private Limited.
11. Details as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per Secretarial Standard-2, in case of the Directors seeking appointment/re-appointment at the Annual General Meeting, are furnished as annexure to the Notice. The Directors have furnished the consent/declarations for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules there under.
12. Pursuant to Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purpose unless any members has requested for a hard copy of the same. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in request form to Link Intime India Private Limited or investor Service Department of the Company. For members who have not registered their email address, physical copies of the Notice of the 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 in the permitted mode. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration
13. Annual Report for the year 2018-19 of the Company has been uploaded on website of the Company i.e. www.pradipoverseas.com.
14. A Route map showing the directions to reach the venue of the Annual General Meeting is given at the end of this Notice as per requirement of the Secretarial Standard-2 on 'General Meeting'.
15. **Instructions for e-voting**
Voting through electronic means
 - A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management & Administration) Amendment Rules, 2015 and sub clause (1) & (2) of Regulation 44 of SEBI (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. The facility of casting their votes by the members using an electronic voting system from a place other than venue of AGM (Remote E-Voting) will be provided by Central Depository Services (India) Limited.
 - B. The facility for voting through ballot/polling paper shall also 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/polling paper.



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- C. 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.
- D. The remote e-voting period commences on Friday, 27th September, 2019 (9:00 IST) and ends on Sunday, 29th September, 2019 (17:00 IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, a Member shall not be allowed to change it subsequently.
- E. The process and manner for e-voting as mentioned below.
- The Company has entered into the agreement with CDSL for facilitating remote e-voting for AGM. The members should follow the following steps to cast their votes electronically:

(a) In Case of Members receiving an e-mail from CDSL:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" to cast your vote(s).
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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. If you have forgotten the password, then enter the User ID and the image verification code and click on "FORGOT PASSWORD" and enter the details as prompted by the system.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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 records in order to login.</p> <ul style="list-style-type: none"> 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 (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



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- (x) Click on the EVSN 190828063 for the relevant Pradip Overseas Ltd. on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also use Mobile app - "m - Voting" for e voting . m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xviii) **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, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login 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.
- (xix) 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
- F. 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).
- G. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Monday, September 23, 2019.
- H. 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/polling paper.
- I. Any person, who acquires shares of the Company and become a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Monday, September 23, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or at investor@pradipoverseas.com.
- J. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.



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- K. Mr. Ashish Shah (Membership No. FCS 5974), Ashish Shah & Associates, Practicing Company Secretaries, 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.
- L. 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/polling paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- M. The Scrutinizer shall after the conclusion of voting at the AGM, 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 48 hours from 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 any other Director authorised in this behalf, who shall countersign the same.
- N. The Chairman or any other Director authorized in this behalf shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pradipoverseas.com and on the website of CDSL www.evotingindia.com immediately after the results are declared by the Chairman or any other Director so authorised. Simultaneously, the same will also be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order Of the Board of Directors

Sd/-

(Pradip J. Karia)

Chairman and Managing Director
DIN:00123748

Place : Ahmedabad
Date : 28th May, 2019



NOTICE (Contd....)

ANNEXURE TO THE NOTICE

Explanatory statement under section 102(1) of the Companies act, 2013.

Item No 3:

As per Section 149 (10) of the Act, an Independent Director shall hold office for a term of upto 5 (Five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto 5 (Five) consecutive years on the Board of a Company.

After considering the performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with schedule IV and all other applicable provisions of the Act and Listing Regulations, Mr. Jivansingh Negi, is eligible for re-appointment as Independent Directors and had offered him for re-appointment as Independent Director. The Board of Directors at its meeting held on 28th May, 2019 re-appointed Mr. Jivansingh Negi as an Independent Director for a period of Five consecutive years up to 27th May, 2024.

Mr. Jivansingh Negi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received declaration from Mr. Jivansingh Negi that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and read with Regulations 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as Independent Director of the Company for the period of Five consecutive years. A copy of appointment letter of Independent Director is available for inspection at the Registered Office of the Company during the business hours on any working day.

According to Section 197 of the Companies Act, 2013 he will entitled to receive remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participation in the Board and other meetings and profit related commission within limits stipulated under Section 197 of the Act.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Jivansingh Negi as an Independent Director. Accordingly, the Board recommends the resolution in relation to Re-appointment of Mr. Jivansingh Negi as Independent Director, for the approval by the shareholders of the Company.

Except, Mr. Jivansingh Negi, being an appointee, none of other directors and key managerial personnel of the Company and their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out in the item no. 3. The explanatory statement may also be regarded as disclosure under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per clause stipulated into the Secretarial Standard -2 is annexed herewith this notice.

The Board recommends the Special Resolution set out at item no. 3 of the Notice for approval by the Members.

Item No.4:

As per Section 149 (10) of the Act, an Independent Director shall hold office for a term of upto 5 (Five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto 5 (Five) consecutive years on the Board of a Company.

After considering the performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with schedule IV and all other applicable provisions of the Act and Listing Regulations, Mr. Gurpur Ramdas Kamath, is eligible for re-appointment as Independent Directors and had offered him for re-appointment as Independent Director. The Board of Directors at its meeting held on 28th May, 2019 re-appointed Mr. Gurpur Ramdas Kamath as an Independent Director for a period of Five consecutive years up to 27th May, 2024.

Mr. Gurpur Ramdas Kamath is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received declaration from Mr. Gurpur Ramdas Kamath that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and read with Regulations 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as Independent Director of the Company for the period of Five consecutive years. A copy of appointment for Independent Director is available for inspection at the Registered Office of the Company during the business hours on any working day.



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According to Section 197 of the Companies Act, 2013 he will be entitled to receive remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participation in the Board and other meetings and profit related commission within limits stipulated under Section 197 of the Act.

Further as per the Regulation 17(1A) of the Listing Regulations, appointment or continuation of a Non- Executive Director after attaining age of 75 years also requires approval of Members of the Company by way of Special Resolution. Mr. Gurpur Ramdas Kamath shall attain age of 75 (seventy five) years during the proposed second term and in view of the same, Board of Directors, recommends passing of Special Resolutions under Item No. 4 for his continuation as Directors.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Gurpur Ramdas Kamath as an Independent Director. Accordingly, the Board recommends the resolution in relation to Re-appointment of Mr. Gurpur Ramdas Kamath as Independent Director, for the approval by the shareholders of the Company.

Except, Mr. Gurpur Ramdas Kamath, being an appointee, none of other directors and key managerial personnel of the Company and their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out in the item no. 4. The explanatory statement may also be regarded as disclosure under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per clause stipulated into the Secretarial Standard -2 is annexed herewith this notice.

The Board recommends the Special Resolution set out at item no. 4 of the Notice for approval by the Members.

Item No 5:

Resolution under item No. 5 of the Notice relates to Related Party Transaction under section-188 of Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and as per the Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re- enactment thereof for the time being in force).

As per the aforesaid Section of the Companies Act, 2013 the Company is required to obtain consent of the Audit Committee and Board of Directors of the Company, and the said transactions shall require prior approval of the shareholders of the Company by Ordinary Resolution into the General Meeting of the Company. According to the Section 188 of the Companies Act, 2013 no company shall enter into contract or arrangement with related parties exceeding such limit as prescribed under the said act.

Provision of the Section 188 of the Company Act, 2013 shall not be applicable for transactions entered into by the Company into ordinary course of business other than transactions which are not an arm's length basis. However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis.

The transactions entered into by the Company with 'Astha Creations', a Partnership Firm (hereinafter referred to as 'Astha') falls under the definition of Section 2(76) of the Companies Act, 2013.

The Company has entered into contract or arrangement with 'Astha Creations' related to Sale, Purchase or supply of goods or materials and also engaged into transactions of availing or rendering services with the said firm. The Company has existing arrangements with Astha, which is in the ordinary course of business and not at arm's length basis. However, the estimated value of transactions with Astha in tenure period up to next 5 years is likely to be exceeding the limit as specified under the Section 188 of the Companies Act, 2013 read with Rule 15 (Meetings of Board and its Powers) Rules, 2014 notified by Ministry of Corporate affairs as amended from time to time.

Particulars of contract(s)/arrangement(s) with Astha are mentioned as under.

The following disclosure(s) for rendering of any services to the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any: