

**34th  
ANNUAL REPORT  
2013 - 2014**



**R. T. EXPORTS LIMITED**

**CORPORATE INFORMATION****BOARD OF DIRECTORS**

(As on 19th May, 2014)

**Rashmi Bhimjyani**

Chairman &amp; Managing Director

**Bhavik Bhimjyani**

Director

**Yogesh Dawda**

Independent Director

**Sheetal Mehta**

Independent Director

**Rajeshkumar C. Pillai**

Company Secretary &amp; Compliance Officer

**REGISTERED OFFICE**

508, Dalamal House  
J. B. Road  
Nariman Point  
Mumbai- 400 021

**AUDITORS**

M/S Ramesh M. Sheth and Associates  
Chartered Accountants,  
1-A, Mulji Mistry Bldg., 1st Floor,  
Tejpal Road, Vile Parle (East)  
Mumbai - 400057

**BANKERS**

Oriental Bank of Commerce  
State Bank of India

**REGISTRARS AND SHARE  
TRANSFER AGENTS****LINK INTIME INDIA PVT. LTD**

C- 13, Pannalal Silk Mills Compound.  
L. B. S. Marg. Bhandup(West).  
Mumbai – 400 078.

**CONTENTS**

Corporate Information .....	1
Notice .....	2
Directors' Report .....	11
Management Discussion & Analysis .....	14
Report on Corporate Governance .....	22
Certificate on Corporate Governance .....	36
Auditors' Report .....	37
Balance Sheet .....	40
Profit & Loss Account .....	41
Cash Flow Statement .....	42
Notes on Financial Statement .....	43

**NOTICE**

Notice is hereby given that Thirty fourth (34th) Annual General Meeting of R. T. Exports Limited will be held on Tuesday, the 15th day of July, 2014 at 508 Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai 400 021 at 10.00 a.m. to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint auditors to hold office from the conclusion of 34th Annual General Meeting until the conclusion of the 39th Annual General Meeting and to fix their remuneration and to consider, and if thought fit, to pass with or without modifications, the following resolution as ordinary resolution:-

"RESOLVED THAT M/s. Ramesh M. Sheth & Associates, Chartered Accountants, (Firm Registration No.111883W), the retiring auditors be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of 34th Annual General Meeting until the conclusion of 39th Annual General Meeting of the Company, at a remuneration to be agreed upon between the Auditors and the Board of Directors of the Company."

**SPECIAL BUSINESS**

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

RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Asha Yogesh Dawda, (DIN:06897196) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and 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 under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Shri Bhavik R. Bhimjyani (DIN: 00160121) as Chief Financial Officer of the Company, who was appointed by the board, for a period of 5 (five) years with effect from 13th June, 2014, subject to approval of members in the forth coming Annual General Meeting, on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors, hereinafter referred to as "the Board" to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Bhavik Bhimjyani, 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 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."

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act and other applicable provisions, if any, of the Companies Act and Rules made there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the company be and is hereby accorded to enter in to a contract or arrangement with Neelkanth Realtors Pvt. Ltd., for the purpose of purchase of about 40,000 sq. ft. of salable residential area for a total consideration not exceeding Rs.40.00 crores.

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

6. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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.”

By Order of the Board

**Rashmi C. Bhimjyani**  
Chairman & Managing Director

**Place: Mumbai**  
**Date: 13<sup>th</sup> June, 2014**

Regd. Office:  
508, Dalamal House  
J. B. Road, Nariman Point  
Mumbai – 400 021.

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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 for any other person or shareholder. Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the Commencement of the Annual General Meeting.

2. Corporate Members are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report and / or Notice of Annual General Meeting.

4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. 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.
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. The Company has notified closure of Register of Members and Share Transfer Books from Tuesday, 8th July 2014 to Tuesday, 15th July, 2014 (both days inclusive).
8. 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. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Pvt. Ltd.. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Pvt. Ltd. for consolidation into a single folio.
10. Non-Resident Indian Members are requested to inform Link Intime India Pvt. Ltd., immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members who have not registered their e-mail 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.
12. Members holding shares in physical form are requested to notify/ send the intimation of their change, if any, in address and details of Bank account at the earliest to the Share Transfer Agents viz: Link Intime India Pvt. Ltd., C- 13, Pannalal Silk Mills Compound. L.B.S. Marg, Bhandup (W) Mumbai – 400 078.  
  
Members holding shares in the electronic form are advised to inform changes in address/ Bank mandate, if any, directly to their respective Depository Participants.
13. Member desirous of getting any information relating to the accounts and operation of the Company are requested to address their queries at least 7 days in advance of the meeting so that the information required may be made available at the meeting.
14. Members / Proxies are requested to bring their copy of Annual Report to the meeting. Please bring the attendance slip with you duly filled in and hand over the same at the entrance.
15. Electronic copy of the Notice convening the 34th Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance slip and Proxy form is being sent to the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the 34th Annual General Meeting of the Company, along with the Annual Report, the process of e-voting and the Attendance slip and Proxy form is being sent to the members in the permitted mode.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 3.**

The Board of Directors of the Company have appointed Ms. Asha Yogesh Dawda as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 13th June, 2014.

In terms of the provisions of Section 161(1) of the Companies Act, 2013, Ms. Asha Yogesh Dawda would hold office up to the date of the ensuing Annual General Meeting.

As per the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company should have atleast one woman director. Keeping in view the above legal requirements, the Board of Directors have proposed that Ms. Asha Yogesh Dawda be appointed as Woman Director, subject to the approval of the members in the ensuing Annual General Meeting.

Ms. Asha Yogesh Dawda is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Asha Yogesh Dawda for the office of Director of the Company.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation. The Company has received a declaration from Ms. Asha Yogesh Dawda that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Ms. Asha Yogesh Dawda possesses appropriate skills, experience and knowledge, inter alia, in the field of marketing. In the opinion of the Board, Ms. Asha Yogesh Dawda fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Ms. Asha Yogesh Dawda is independent of the management. Brief resume of Ms. Asha Yogesh Dawda, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are:

Brief Resume and other details of Ms. Asha Yogesh Dawda:

Educational Qualification	:	SSC.
Experience	:	25 years of experience in agri products trading and marketing.
Directorship in other companies	:	Does not hold Directorship in any other companies.
Memberships / Chairmanships of Board Committees	:	Does not hold membership / Chairmanship of Board Committees
DIN	:	06897196
Date of birth	:	15/07/1963
Shareholdings	:	Does not hold shares in the company
Relationship between directors inter-se	:	Not related

Keeping in view of her vast expertise and knowledge, it will be in the interest of the Company that Ms. Asha Yogesh Dawda is appointed as an Independent Director.

Copy of the draft letter for appointment of Ms. Asha Yogesh Dawda as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Save and except Ms. Asha Yogesh Dawda and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

**Item No. 4.**

The Board of Directors of the Company (the 'Board'), at its meeting held on 13th June, 2014 has, subject to the approval of members, appointed Mr. Bhavik R. Bhimjyani as Whole-time Director, designated as Chief Financial Officer of the Company, for a period of 5 (five) years from 13th June, 2014, at a remuneration approved by the Board. It is proposed to seek the members' approval for the appointment of and remuneration payable to Mr. Bhavik R. Bhimjyani as Chief Financial Officer in terms of the applicable provisions of the Act.

Names of companies in which Mr. Bhavik R. Bhimjyani holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges are mentioned in Report on Corporate Governance forming part of the Annual Report.

Brief resume of Mr. Bhavik R. Bhimjyani and nature of his expertise in specific functional areas are:

Educational qualification : Graduate and MBA from Wharton School of Management, University of Pennsylvania.

Experience : He has got more than 10 years experience in the field of finance, strategy for growth, market position, expenditures and financial results. He has started his career with the Mergers and Acquisitions Group at Lazard Freres in New York and worked on some of the firm's most successful deals such as the sale of Hot Jobs to Yahoo. He also worked at the Technology Group in Merrill Lynch Investment Bank in New York, USA. He has been serving on the Board of R.T. Exports Ltd.

Broad particulars of the terms of appointment and remuneration payable to Mr. Bhavik R. Bhimjyani are as under:

(a) Salary, Perquisites and Allowances per annum:

Mr. Bhavik R. Bhimjyani will receive a salary of Rs.10,000/- p.m.(Rs.1.20 Lac p.a.) He will not receive any perquisites and allowances.

**Reimbursement of Expenses:**

Expenses incurred for travelling, board and lodging during business trips, any medical assistance provided; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

Any increment in salary and perquisites, remuneration by way of incentive / bonus / performance linked incentive payable to Mr. Bhavik R. Bhimjyani or to alter and vary the terms and conditions of the said appointment as may be determined by the Board and as may be acceptable to Shri Bhavik Bhimjyani shall be 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"

**General:**

- (i) The Chief Financial Officer will perform his duty as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) The Chief Financial Officer shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (iv) The office of the Whole-time Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
- (v) Mr. Bhavik R. Bhimjyani satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Bhavik R. Bhimjyani under Section 190 of the Act.

Mr. Bhavik R. Bhimjyani is interested in the resolutions set out respectively at Item No. 4 of the Notice, which pertains to his appointment and remuneration payable to him. The relatives of Mr. Bhavik R. Bhimjyani be deemed to be interested in the resolution set out respectively at Item No. 4 of the Notice, to the extent of their Directorship / shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

**Item No. 5.**

Your Company has identified a property and would like to purchase about 40,000 sq. ft. of salable area of the same for a consideration not exceeding Rs.40.00 crores. As the transaction attracts the provisions of related party transaction as provided under section 188 of the Companies Act, 2013, other applicable provisions or any statutory modification(s) or re-enactment thereof, your Board would like to place the transaction before the members in the Annual General Meeting for its approval by way of special resolution.

Your Board states that the property proposed for the purchase by the company has been identified on merits and priced at competitive market rates, without being influenced by any other factors. Therefore, your Board justify the transaction.

Mr. Bhavik R. Bhimjyani and Mr. Rashmi C. Bhimjyani are interested in the resolutions set out in Item No. 5 of the Notice, which pertains to purchase of property by the company from related party. The relatives of Mr. Bhavik R. Bhimjyani and Mr. Rashmi C. Bhimjyani be deemed to be interested in the resolution set out respectively at Item No. 5 of the Notice, to the extent of their Directorship / shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

**Item No. 6.**

The existing Articles of Association (AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the Act). The Companies Act, 2013 is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- (b) the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- (c) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- (d) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- (e) existing articles have been streamlined and aligned with the Act;
- (f) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and
- (g) provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

By Order of the Board

**Rashmi C. Bhimjyani**  
Chairman & Managing Director

Place : Mumbai  
Date : 13th June, 2014

**Regd. Office:**  
508, Dalamal House  
J. B. Road  
Nariman Point  
Mumbai – 400 021.

**Details of the Directors seeking appointment / re-appointment at the Annual General Meeting  
(Pursuant to Clause 49 of the Listing Agreement)**

**Ms. Asha Yogesh Dawda**

Date of Birth : 15/07/1963

Date of Appointment : 13th June, 2014

Qualification : S.S.C.

Experience : 25 years experience in the business of agri products trading and Marketing

Directorship in other Public Limited companies : Nil

Chairmanship in Committees : Nil

Membership in Committees : Nil

No. of shares held : Nil

**Mr. Bhavik R. Bhimjyani**

Date of Birth : 21/06/1978

Date of Appointment as CFO : 13th June, 2014

Qualification : MBA.

Experience : 10 years experience in the in the field of finance, strategy for growth, market position, expenditures and financial results.

Directorship in other Public Limited companies : Nil

Chairmanship in Committees : Nil

Membership in Committees : 2

No. of shares held : 4,16,460.

By Order of the Board

**Rashmi C. Bhimjyani**  
Chairman & Managing Director

Place : Mumbai  
Date : 13th June, 2014

Regd. Office:  
508, Dalamal House  
J. B. Road.  
Nariman Point  
Mumbai – 400 021.

Registered folio no. / DP ID no. / Client ID no. :

Number of shares held

Dear member,

Subject : Instructions for e-voting

Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 34th Annual General Meeting to be held on Tuesday, July 15, 2014, at 10:00 a.m. The Company has engaged the services of Central Depository Services India Ltd. (CDSL) to provide the e-voting facility.

The e-voting facility is available at the link: [www.evotingindia.com](http://www.evotingindia.com)

The e-voting facility will be available during the following voting period :

Commencement of e-voting	End of e-voting
09th July, 2014 at 9.00 a.m. IST	11th July, 2014 at 6.00 p.m. IST

Please read the instructions printed below before exercising your vote.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on July 15, 2014.

Steps for e-voting

**The instructions for members for voting electronically are as under:-**
**(I) In case of members receiving e-mail:**

- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com). during the voting the period.
- Click on "Shareholders" tab to cast your votes.
- Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- Now enter your User ID (For CDSL: 16 digits beneficiary ID, for NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company) and then enter the Captcha Code as displayed and Click on Login.
- If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for any company, then your existing password is to be used. If you are a first time user follow the steps given below.:
- Now, fill up the following details in the appropriate boxes:

User ID	For Members holding shares in Demat Form	For Members holding shares in Physical Form
	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
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.	

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <RTXEV1234Z> in the PAN field.

# Please enter any one of the details in order to login. Incase either of the details are not recorded with the depository please enter the value <12/06/2014> in the DOB column or the <9999999999> in the Dividend Bank details field.