

**39th  
ANNUAL REPORT  
2018 - 2019**



**R. T. EXPORTS LIMITED**



**R.T.Exports Limited**  
**39th ANNUAL REPORT 2018-2019**

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

(As on 30th May, 2019)

**Bhavik Bhimjyani**

Chairman & Managing Director

**Asha Dawda**

Non-Executive Woman Director

**Yogesh Thakkar**

Independent Director

**Manohar Kumar**

Independent Director

**Kirtikumar Pandya**

Chief Financial Officer

**Rajeshkumar Pillai**

Company Secretary & Compliance Officer

**REGISTERED OFFICE**

508, Dalamal House,  
Jamnalal Bajaj Road,  
Nariman Point,  
Mumbai- 400 021

**AUDITORS**

M/S Pathak H.D. & Associates  
Chartered Accountants,  
814/815, Tulsiani Chambers,  
212, Nariman Point,  
Mumbai- 400 021

**BANKERS**

Oriental Bank of Commerce

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

C-101, 247 Park, L B S Marg,  
Vikhroli West,  
Mumbai- 400 083.

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## NOTICE

### R.T. Exports Ltd.

CIN: L51900MH1980PLC022582  
Registered Office: 508, Dalamal House, Jamnalal Bajaj Road,  
Nariman Point, Mumbai - 400 021  
Website: www.rtexports.com  
Email: headoffice@rtexports.com  
Tel No.: 022 40813000 Fax No.: 022 66307000

Notice is hereby given that **THIRTY- NINTH (39TH) ANNUAL GENERAL MEETING (AGM)** of the members of R.T. Exports Limited will be held on Monday, September 30, 2019 at 9.30 a.m. IST at the Basement (No. 2), Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon, laid before this meeting, be and are hereby considered and adopted.”

#### **SPECIAL BUSINESS:**

2. To appoint Mr. Bhavik R. Bhimjyani (DIN:00160121) as Chairman and Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** 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), subject to such approvals as may be necessary, approval of the members of the company be and is hereby accorded to the appointment of Mr. Bhavik Bhimjyani, Director (DIN: 00160121) as Chairman and Managing Director of the company, who was appointed as Chairman and Managing Director by the Board at its meeting held on 14th February, 2019, as per the recommendations of Nomination and Remuneration Committee, subject to the approval of members of the Company, for a period of five years with effect from 14th February, 2019, upon 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” which term shall be deemed to include the Nomination and Remuneration Committee of 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 Mr. 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.”

3. To appoint Mr. Manohar Kumar (DIN: 08355066) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Manohar Kumar (DIN: 08355066), who was appointed as an Additional Director and who holds office until the date of this AGM, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to 14th February, 2024.

**RESOLVED FURTHER THAT** the Board of Directors 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.”

**To pass the following Resolutions as a Special Resolutions:**
**4. Power to borrow funds under section 180(1)(c) of the Companies Act, 2013:**

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 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of moneys from time to time not withstanding that the money or the moneys to be borrowed, together with the moneys already borrowed by the Company in the ordinary course of business, may exceed the aggregate of paid-up share capital and free reserves of the Company, provided however that the total amount so borrowed by the Board of Directors shall not exceed ₹50.00 crores (Rupees Fifty Crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

**5. Creation of Charges on the Movable and Immovable Properties of the Company, both Present and Future, Under Section 180(1)(a) of the Companies Act, 2013:**

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, as amended from time to time, 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 thereof) to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, and/or conferring power to enter upon and to take possession of assets and the whole of the undertaking together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions, banks, mutual funds, trusts, other bodies corporate, persons, firms (hereinafter referred to as the **"Lending Agencies"**) and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure the borrowings or financial assistance or financial indebtedness availed/ to be availed by the Company including Subsidiary / Affiliate / Associate companies of the Company, from time to time, of an outstanding aggregate value not exceeding ₹50.00 Crores (Rupees Fifty Crores only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary the terms and conditions of the aforesaid documents and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be necessary for giving effect to this Resolution."

**6. To make investments, give loans, guarantees and to provide securities under section 186 of the Companies Act, 2013:**

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

**"RESOLVED THAT** pursuant to the provisions of section 186 and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) consent 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 include any committee constituted by the Board or any persons authorized by the Board to exercise the power conferred on the Board by this resolution) to make loans or investments, in one or more tranches, by subscription, purchase or otherwise in subsidiary (ies)/ any body corporates in India or Abroad (existing or which may be promoted or incorporated) in any kind of securities or by providing of guarantee or security in connection with a loan made by any other persons to any subsidiary(ies)/ any body / body corporate, in India or abroad, (existing or which may be promoted or incorporated) in excess of



limits prescribed under section 186 of the Companies Act, 2013 but subject to the maximum limit of INR 30.00 crores (Rupees Thirty Crores only).

**RESOLVED FURTHER THAT** Board be and is hereby authorized to negotiate and finalise the terms and conditions of the said investments, loans, guarantees and provisions of security on behalf of the Company, as it may deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto and to sign and execute all deeds, applications and documents and such investments, loans and guarantees and provisions of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution."

**7. To consider, and if deemed fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:**

To Approve Material Related Party Transaction(s):

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations"), Company's policy on Related Party Transactions, and subject to such other approvals, consents, sanctions and permissions of any authorities as may be necessary, the members of the Company hereby approve the material related party arrangements or transactions as detailed below, entered / to be entered in to with the authority to the Audit Committee and Board of Directors of the Company to authorize the Management of the Company to enter in to the aforesaid material related party arrangements / transactions up on the principal terms mentioned in the Explanatory Statement annexed hereto:

- 1) Obtaining of working capital loans, secured or unsecured, short term or long term, payment of interest on such loans acquired, repayment of the loans, roll over of the loan, extension of time for repayment of the loan, totally amounting to INR 10.00 Crores (Rupees Ten Crores only) from Mr. Bhavik R. Bhimjyani for a period from 01-04-2019 to 31-03-2020.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalise other terms and conditions and to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and / or expedient to give effect to this resolution."

**By Order of the Board for R.T. Exports Ltd.**

**Bhavik R. Bhimjyani**  
**Chairman & Managing Director**  
**DIN: 00160121**

**Regd. Office:**

R.T. Exports Ltd.  
CIN: L51900MH1980PLC022582  
508, Dalamal House,  
Jamnalal Bajaj Road, Nariman Point,  
Mumbai – 400 021.  
Email : headoffice@rtexports.com  
Web: www.rtexports.com  
Ph.: 02240813000  
Fax: 02266307000

Date :4th September, 2019

**NOTES:**

- 1) **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.**
- 2) **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 the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**



- 3) **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. The proxy holder shall prove his identity at the time of attending the Meeting.**
- 4) Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
- 5) Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
- 6) **The Company is providing facility for voting by electronic means (remote e-voting) through an electronic voting system and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith in the e-voting communication. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
- 7) Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of Annual Report. 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 at the Meeting.
- 8) Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
- 9) The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Link Intime (India) Private Ltd. (Link Intime) having its office at C101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400 083.
- 10) There was no share of the Company in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more and therefore, the Company was not required during financial year 2018-19, to transfer any shares to the IEPF Authority, adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, from time to time.
- 11) Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/Link Intime has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
- 12) Members holding shares in physical mode are:
- required to submit their Permanent Account Number (PAN) and bank account details to the Company / Link Intime, if not registered with the Company, as mandated by SEBI.
  - advised to register nomination in respect of their shareholding in the Company. (Nomination Form (SH-13)).
  - requested to register / update their e-mail address with the Company / Link Intime for receiving all communications from the Company electronically.**
- 13) Members holding shares in electronic mode are:
- requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
  - advised to contact their respective DPs for registering nomination.
  - requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.**
- 1) Non-Resident Indian members are requested to inform Link Intime/ respective DPs, immediately of:
- Change in their residential status on return to India for permanent settlement.
  - 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.

**15) 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 Notice:

**Item No.2**

The Board of Directors of the Company ("the Board"), at its meeting held on 14th February, 2019 has, subject to approval of members, appointed Mr. Bhavik R. Bhimjyani, Director, designated as Chairman and Managing Director, for a period of 5 (five) years from 14th February, 2019 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board. It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Bhavik R. Bhimjyani as Chairman and Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ("the Act"). Broad particulars of the terms of appointment of and remuneration payable to Mr. Bhavik R. Bhimjyani are as under:

- a) Period of Appointment:- Appointment shall be for a period of 5 (five) years beginning from 14th February, 2019 and ending on 13th February, 2024.
- b) Details of Remuneration:
  - i) A Salary at the rate of ₹ 5,00,000/- (Rupees Five Lakhs Only) per month, which may be reviewed by the Board from time to time.
  - ii) The remuneration by way of salary and perquisites payable by the Company to the Managing Director shall not exceed the limits laid in Sections 197 read with schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof, for the time being in force.
  - iii) In the event of absence or inadequacy of profits in any year, the Managing Director shall be entitled to the salary, allowance and perquisites not exceeding the limits specified under Section II, of Part II of the Scheduled V to the Companies act, 2013 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force.
- c) Termination of Appointment:
  - i) The Company shall be entitled to terminate this Agreement forthwith by one month's written Notice if the Managing Director is guilty of any misconduct detrimental to the interest of the Company.
  - ii) The Company or the Managing Director shall be entitled to terminate this Agreement by month's written notice expiring on any or by any shorter notice as may be mutually agreed to between them.
- d) Other Terms:
  - i) The Managing Director shall be in overall charge of the affairs of the Company and performs under the direction, control and supervision of the Board of Directors. The Managing Director shall use his best diligence in the Company and shall serve the Company faithfully and to the best of his ability. The Managing Director shall follow the directions from time to time of the Board of Directors of the Company and in all respect confirm to and comply with the directors and regulations made by the Board of Directors of the Company.
  - ii) The Managing Director shall prosecute, defend, oppose, appear or appeal to compromise, refer to arbitration, abandon subject to judgment and execution or become non-suited in any legal proceedings including trademarks, trade names and trade property and customs passing off actions and revenue proceedings relating to customs or excise duties, tax on income, profits and capital and taxation generally or otherwise as it relates to the Company.
  - iii) No sitting fee shall be paid to the Managing Director for attending the meeting of the Board or a Committee thereof.
- (e) The overall remuneration payable every year to the Managing Director and the Whole-time Directors by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed in the aggregate 1% (one percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.



**(f) General:**

- i) The Chairman and Managing Director will perform his duties as such with regard to all work of the Company and 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 and the functions of the Chairman and Managing Director will be under the overall authority of the Board of Directors.
- (ii) The Chairman and Managing Director 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 Chairman and Managing Director shall adhere to the Company's Code of Conduct.
- (v) Mr. Bhavik R. Bhimjyani satisfies all the other 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. Mr. Bhavik R. Bhimjyani is not disqualified from being appointed as a director in terms of Section 164 of the Act.
- (vi) The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Bhavik R. Bhimjyani under Section 190 of the Act.
- (vii) Details of Mr. Bhavik R. Bhimjyani are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
- (viii) Mr. Bhavik R. Bhimjyani is interested in the resolution set out at Item No.2 of the Notice. Relatives of Mr. Bhavik R. Bhimjyani may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Resolution set out at Item No. 2 of the Notice for approval by the members.

**Item No. 3**

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company, the Board of Directors of the Company appointed, Mr. Manohar Kumar (DIN: 08355066) as an Additional Director, to hold office as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 14th February, 2019. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members. Mr. Manohar Kumar (DIN:08355066) 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 a director. The Company has also received declaration from Mr. Manohar Kumar that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Manohar Kumar fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Manohar Kumar is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mr. Manohar Kumar are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India. He would not be paid remuneration by way of fee for attending meetings of the Board or Committees thereof. However, he will be reimbursed expenses incurred by him for participating in the Board and other meetings. Copy of the letter of appointment of Mr. Manohar Kumar setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Mr. Manohar Kumar is interested in the resolution set out at Item No. 3 of the Notice with regard to his appointment. Relatives of Mr. Manohar Kumar may be deemed to be interested in the resolution to the extent of their shareholding, interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

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

**Item No. 4**

As per the provisions of section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company could borrow money together with the moneys already borrowed by the Company in the ordinary course of business, to the extent of paid up share capital and free reserves of the company and for borrowing moneys in excess of the Paid up share capital and free reserves, the approval of the members of the Company in General Meeting by way of a Special Resolution has to be obtained.

And as you know that for business and operational purpose of the company, Company borrow funds and may borrow funds from time to time and therefore it is required to obtain approval of the members by way of special resolution in general meeting to authorise the Board to borrow funds in excess of the paid-up capital and free reserves.

Therefore, to increase of borrowing limit to INR 50.00 crores (Rupees Fifty Crores only), your Board has decided to incorporate this agenda item and recommend to pass the resolution as a Special Resolution.

None of the Directors, Key Managerial Personnel and relatives of the Directors and or/ Key Managerial Personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business and to the extent to their Shareholding.

**Item No. 5**

Creation of Charges on the Movable and Immovable Properties of the Company, both Present and Future, Under Section 180(1)(a) of the Companies Act, 2013:

The agenda item No. 5 of this Annual General Meeting is in terms of Section 180(1)(a) of the Companies Act, 2013 (the Act) and on approval of the same by members of the Company by way of a Special Resolution under Section 180(1)(a) and other applicable provisions of the Act to authorise the Board of Directors (the Board) to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, and/or conferring power to enter upon and to take possession of assets and the whole of the undertaking together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions, banks, mutual funds, trusts, other bodies corporate, persons, firms (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure the borrowings or financial assistance or financial indebtedness availed/ to be availed by the Company including Subsidiary / Affiliate / Associate companies of the Company, from time to time, of an outstanding aggregate value not exceeding ₹ 50.00 Crores (Rupees Fifty Crores only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.

It may be noted that Section 180(1)(a) of the Companies Act, 2013 specifically deals with selling, dealing and disposal of the Company's undertaking and also specifically provides for the definition of undertakings and that this Resolution is proposed to be taken as an abundant precaution since creation of such mortgages/charges could also be regarded as disposal of the Company's undertaking under the said section of the said Act of 2013. The Resolution set out in Item No. 5 is accordingly proposed to be passed by way of a Special Resolution and the Board recommends the same for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

**Item No. 6**

To make investments, give loans, guarantees and to provide securities under section 186 of the Companies Act, 2013:

As per the provisions of section 186 of the Companies Act, 2013 the Board of Directors of the Company could give any loan, guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities by way of subscriptions, purchase or otherwise to any person or body corporate to the extent of sixty percent of the paid up share capital, free reserves and security premium or one hundred percent of its free reserves and securities premium account whichever is more and for giving any loan or providing guarantee and security in