

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the Members of RTCL LIMITED will be held on Tuesday, the 30th September, 2014 at 11.00 A.M. at the Registered Office of the Company at Mandhana Bithoor Road, Village Chaudharipur, Bithoor, Kanpur– 209201 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2014 and the Balance Sheet as at that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ajay Kumar Jain (DIN No. 00043349) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sunil Tandon (DIN No. 02249543) who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Kumar Piyush & Co. (Firm Registration No.: 005120N), Chartered Accountants, New Delhi, retiring Auditors is eligible for re-appointment.

SPECIAL BUSINESS

1. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges, hypothecations, collateral security and guarantee as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board/Committee of the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, foreign financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, any other bodies corporate (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 rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding ₹ 50 crore together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment 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 and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

2. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT in supersession of the resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the 11th Annual General Meeting of the Company held on 28th September, 2005 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the 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 thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already

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borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of 50 crore."

"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution including but not limited to the appointment of any manager/consultant or any other intermediary in respect of the above offerings and/or to execute all such documents, instruments and writings as may be required."

3. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTIONS:

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the existing Articles of Association from Articles 1 to 215 be and are hereby substituted with a new set of Articles 1 to 97 of Articles of Association of the Company as per Companies Act, 2013, a copy of which is placed before the meeting and duly initialed by the Chairman for the purpose of identification."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for effecting said substitution of Articles of Association filing/ registrations as may be required in relation thereto the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

4. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTIONS:

"RESOLVED THAT pursuant to provision of Section 188 and other applicable provisions of the Companies Act, 2013, if any consent of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2014 upto the maximum per annum amounts as appended below:

(Rs. In Lacs)

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) WEF 1ST APRIL 2014				
	Transaction defined u/s 188(1) of Companies Act, 2013			
	Sale, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying , property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property
NAME OF RELATED PARTIES:-				
COMPANIES :				
Shreesri Buildtech Private Limited		-	-	500.00
Lotus Infra Projects Private Limited		-	-	120.00
Sir Bio Tech India Limited		-	3.00	550.00
Raghunath Builders Private Limited		-	1.50	-
Raghunath International Limited		-	1.50	-
Raghunath Holdings & Finlease (P) Ltd		200.00		-

TRUST/SOCIETY/FIRM/LLP:	On actual basis Exempted being in the ordinary course of Business and on arm's length basis			
		-	-	-
SUBSIDIARIES/ STEP -DOWN SUBSIDIARIES / JOINT -VENTURE:				
		-	-	-
DIRECTORS/ KMPs/ RELATIVES OF DIRECTORS AND KMPs/ OTHER FIRM AND COMPANIES in which directors have some interest as per the provisions of section 2(76) of the Companies Act, 2013				
Smt. Alka Dalmia		-	2.50	-
Mr. Yuvraj Dalmia		-	2.50	-
Mr. Pulkit Dalmia		-	2.50	-

5. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provision of Section 73 and Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to invite/accept/renew/receive money by way of unsecured/ secured deposits, or in any other form, from public and/ or members of the Company, in any form or manner, through circular, advertisement or through any other permissible mode, up to permissible limits prescribed under applicable provisions of law on such terms and conditions as the Board of Directors of the Company in its sole discretion deems fit and necessary.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board of Directors and/ or any Committee thereof may in its absolute discretion consider necessary, proper, expedient, desirable or appropriate for such invitation/ acceptance/ renewal/ receipt as aforesaid.”

6. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:

“RESOLVED FURTHER THAT pursuant to the provisions of section 196 & 197 read with schedule V of the Companies Act, 2013 and other applicable Provisions if any of the said Act including any Modifications or re-enactments thereof for the time being in being in force, and Subject to the approval of Shareholders in General Meeting, Mr. Ajay Kumar Jain DIN No. (00043349) be and is here by re-appointed as Whole-time Director of the Company w.e.f. 22nd November, 2013 for the period of 3 (Three) Years on the following terms and conditions, which has been approved by the Remuneration Committee at their meeting held on 14th November, 2013 in accordance with the provisions of Schedule V to the Companies Act, 2013:

- Salary:** Salary @ Rs. 36,725/- (Rupees. Thirty Six Thousand Seven Hundred Twenty Five only) Per Month.
- Perquisites:** Whole time Director shall not entitled to the any perquisite and other benefits except free uses of car with Driver for the Company's business and all the expenditure in connection there with to be borne by the Company.
- Increment:** He shall be entitled for the yearly increment on salary within the range of 10% to 20%, as may be decided by the Board of Directors.”

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- (a) Reimbursement of the travelling, entertainment and other expenses incurred by him during the course of business of the company.
- (b) He is not entitled to sitting fees for the meeting of the board of directors or of the committee thereof.
- (c) The appointment shall be terminated by Company giving to said whole -time Director a notice of one month of such termination or on payment of one month salary in lieu thereof and by the director notice of the one month to the Company."

"RESOLVED FURTHER THAT the said appointment shall be subject to approval of the shareholder at the ensuring Annual General Meeting by way of Ordinary Resolution."

7. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:

"RESOLVED FURTHER THAT pursuant to the provisions of section 196 & 197 read with schedule V of the Companies Act, 2013 and other applicable Provisions if any of the said Act including any Modifications or re-enactments thereof for the time being in being in force, and Subject to the approval of Shareholders in General Meeting, Mr. Sunil Tandon DINNo. (02249543) be and is hereby re-appointed as Whole-time Director of the Company w.e.f. 01st July, 2014 for the period of 5 (Five) years on the following terms and conditions, which has been approved by the Remuneration Committee at their meeting held on , 01st July, 2014 in accordance with the provisions of Schedule V to the Companies Act, 2013:

- 4. **Salary: Salary @ Rs. 39,125/- (Rupees. Thirty Nine Thousand One Hundred Twenty Five only) Per Month.**
- 5. **Perquisites:** Whole time Director shall not entitled to the any perquisite and other benefits except free uses of car with Driver for the Company's business and all the expenditure in connection there with to be borne by the Company.
- 6. **Increment:** He shall be entitled for the yearly increment on salary within the range of 10% to 20%, as may be decided by the Board of Directors."

OTHER TERM

- (d) Reimbursement of the travelling, entertainment and other expenses incurred by him during the course of business of the company.
- (e) He is not entitled to sitting fees for the meeting of the board of directors or of the committee thereof.
- (f) The appointment shall be terminated by Company giving to said whole -time Director a notice of one month of such termination or on payment of one month salary in lieu thereof and by the director notice of the one month to the Company."

"RESOLVED FURTHER THAT the said appointment shall be subject to approval of the share holder at the ensuring Annual General Meeting by way of Ordinary Resolution."

8. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, approval of the Company be and is hereby accorded to the Board of Directors of the Company to give any amount of loan to any person or other body corporate, give any guarantee or provide any security in connection with a loan to other body corporate or person and acquire by way of subscription, purchase or otherwise the securities including Equity Shares and Preference Shares of any Body Corporate notwithstanding the fact that such investment to be so made together with the investment already made may exceed sixty percent of the aggregate of the Paid-up Share Capital and Free Reserve of the Company or hundred percent of its free reserves, whichever is more."

"RESOLVED FURTHER THAT in addition to the above, the Board of Directors of the Company be and is hereby authorized to give any amount of loan to any person or other body corporate, give any guarantee or provide any security



in connection with a loan to other body corporate or person and acquire by way of subscription, purchase or otherwise make further investment in the securities of any other Bodies Corporate provided that the aggregate of the investment made shall not at any time exceed Rs. 50.00 Crores.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the actual sum or sums to be invested in the securities of the said bodies Corporate out of the above limit and to determine the time and manner of Investment and to take all the decisions and to do all such acts, deeds, matters and things as may be required to be done for giving effect to the resolution.

Place: Kanpur
Dated: 2nd September, 2014

By order of the Board

**Sd/-
(Ajay Kumar Jain)
Director
DIN NO. 00043349**

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of special business of the notice as set out above is annexed thereto.
3. M/s Abhipra Capital Limited, Abhipra Complex, Dilkhush Industrial Area, A-387, G.T. Karnal Road, Azadpur, Delhi-110033 is the Registrar and Share Transfer Agent for physical shares of the Company. M/s Abhipra Capital Limited is also the depository interface of the Company with both NSDL and CDSL.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 15th, 2014 to Monday, September 30th, 2014 (both days inclusive).
5. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
6. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
7. Members are requested to quote their folio number, DP ID/Client ID and the Company's name in all correspondence with M/s Abhipra Capital Limited, Who is acting as our Registrar and Share Transfer Agent.
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. Member holding shares in physical form can submit their PAN detail to the Company/ Abhipra (RTA).
9. Members are requested to bring their copy of Annual Report to the Meeting.
10. The Company's shares are compulsorily traded in demat form; hence the member who are holding equity shares in physical form are requested to get them dematerialized.
11. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a Green Initiative in Corporate Governance' and allowed Companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permits Companies to send soft copies of the Annual Report to all those shareholder who have registered their email address for the said purpose. Members are requested to support this Green Initiative by intimating their email address to the Company at the dedicated email ID i.e. rgc.secretarial@gmail.com.
12. The Company would like to avail this opportunity for sending notices/ annual report/ other documents to the members in the electronic mode to their email address already available (i) in the records of depositories, which have been made available to the Company by them; or (ii) in the records of share Transfer Agent of the Company.
13. As per the provisions of the Companies Act 2013, facility for making nomination is available for Members of the Company in respect of shares held by them. The Members, who wish to nominate a person, may furnish the required details to the Company in prescribed form.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1 pm on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender (s). The mortgage and /or charge by the Company of its movable and/ or immovable properties and /or of the whole or any part of the undertaking (s) of the Company

in favour of the lenders/agent (s)/ trustees, including the power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1) (a) of the Companies Act, 2013. Hence the approval of the Shareholders is sought by way of Special Resolution. The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.1 of the Notice, by casting their vote as explained in the notes appended herewith. None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 1 above.

ITEM NO. 2

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender (s). The mortgage and /or charge by the Company of its movable and/ or immovable properties and /or of the whole or any part of the undertaking (s) of the Company in favour of the lenders/agent (s)/ trustees, including the power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1) (c) of the Companies Act, 2013. Hence the approval of the Shareholders is sought by way of Special Resolution.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.2 of the Notice, by casting their vote as explained in the notes appended herewith. None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 2 above.

ITEM NO. 3

The Articles of Association ("AoA") of the Company were same when the company was incorporated in 1994. The existing 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 Act. The Act 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. 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. 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. 3 of the Notice.

ITEM NO. 4

The provisions of Section 188(1) read with Rule 15(3) of The Companies (Meetings of Board and Its Powers) Rules, 2014 of the Companies Act, 2013 that governs the following Related Party Transactions require a Company to obtain prior approval of the Board of Director and in case the paid-up share capital of a company is Rs. 10 crore rupees or more, the prior approval of shareholder by way of Special Resolution:

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment to any agent for purchase or sale of goods, materials, services or property;
- (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof of the company

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Further, third proviso to section 188(1) provides that nothing shall apply to any transaction entered into by the company in its ordinary course of business other than transactions which are not on arm's length basis.

The provision of section 188(3) also provide that any contract or arrangement entered into u/s 188(1) may be ratified by the Board or, as the case may be, by the shareholders at a meeting within three month from the date on which such contract or arrangement was entered into.

In the light of provisions of the 2013 Act, the Board of Directors of your Company has approved the proposed transaction along with annual limit that your Company may enter into with the Related Parties (as defined under the 2013 Act) for the financial year 2014-15 and beyond

All prescribed disclosure as required to be given under the provisions of the 2013 Act and the Companies (Meetings of Board and Its Powers) Rules, 2014 are given herein below in a tabular format for kind perusal of the members.

(Rs. In Lacs)

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) WEF 1ST APRIL 2014				
	Transaction defined u/s 188(1) of Companies Act, 2013			
	Sale, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying , property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property
NAME OF RELATED PARTIES:-				
COMPANIES :				
Shreesri Buildtech Private Limited	On actual basis Exempted being in the ordinary course of Business and on arm's length basis	-	-	500.00
Lotus Infra Projects Private Limited		-	-	120.00
Sir Bio Tech India Limited		-	3.00	550.00
Raghunath Builders Private Limited		-	1.50	-
Raghunath International Limited		-	1.50	-
Raghunath Holdings & Finlease (P) Ltd		200.00		-
TRUST/SOCIETY/FIRM/LLP:				
		-	-	-
SUBSIDIARIES/ STEP -DOWN SUBSIDIARIES / JOINT -VENTURE:				
		-	-	-
DIRECTORS/ KMPs/ RELATIVES OF DIRECTORS AND KMPs/ OTHER FIRM AND COMPANIES in which directors have some interest as per the provisions of section 2(76) of the Companies Act, 2013				
Smt. Alka Dalmia		-	2.50	-
Mr. Yuvraj Dalmia		-	2.50	-
Mr. Pulkit Dalmia		-	2.50	-

ITEM NO. 5

The members are hereby apprised that the Company can accept deposits from its shareholders, employees, their relatives and other sections of public as permissible under the provisions of Companies Act, 2013 read with the corresponding

Companies (Acceptance of Deposit). With the commencement of Companies Act, 2013 ("the 2013 Act"), deposit are now governed by the new law and approval of shareholders is required by way of Special Resolution for inviting/accepting/renewing deposits. The members may kindly note that under the provisions of the 2013 Act, any company inviting/accepting/renewing deposits is required to obtain Credit Rating from a recognized credit rating agency. Your company is under the process of obtaining the same as required. Your Company shall be taking deposit insurance towards the unsecured deposit as may be accepted by it. The Board of Directors of your Company has approved this item in the Board Meeting held on 2nd September, 2014 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution. 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. 5 of the Notice. The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders. Your Directors recommend the resolution for your approval.

ITEM NO. 6

The Board had reappointed Mr. Ajay Kumar Jain DIN No. (00043349) as Whole-Time Director of the Company for a period of three years w.e.f. 22nd November, 2013 and remuneration was fixed Rs. 36725/- (Thirty Six Thousand Seven Hundred Twenty Five only) per month which will be confirmed by the shareholders at the ensuing Annual General Meeting to be held on 30th September, 2014. For the financial year 2014-15, the Remuneration Committee at its meeting held on 14th November, 2013 approved the payment of remuneration of Rs. 36725/- (Thirty Six Thousand Seven Hundred Twenty Five only) per month to Mr. Ajay Kumar Jain DIN No. (00043349), Whole-time Director of the Company for the further tenure of three years which was approved by the Board of Directors at their meeting held on that date. As per Schedule V of the Companies Act, 2013 where in any financial year, during the tenure of the managerial person, a Company has no profits or its profits are inadequate, it may pay remuneration to a managerial person by way of salary, dearness allowance, perquisite and any other allowances for an amount not exceeding Rs. 36725/- (Thirty Six Thousand Seven Hundred Twenty Five only) per month. The provision further stipulates that consent of the shareholders is to be obtained through ordinary resolution in the ensuing General Meeting immediately after the approval of payment of the Remuneration Committee. The remuneration which was recommended for the above said period was within the overall prescribed limits as per Schedule V of the Companies Act, 2013. None of the Director except Mr. Ajay Kumar Jain DIN No. (00043349) is concerned or interested financially or otherwise in the said resolution.

ITEM NO. 7

The Board had appointed Mr. Sunil Tandon DIN NO. (02249543) as Whole-Time Director of the Company for a period of five years w.e.f. 1st July 2014 and remuneration was fixed Rs. 39125/- (Thirty Nine Thousand One Hundred Twenty Five only) per month which will be confirmed by the shareholders at the ensuing Annual General Meeting to be held on 30th September, 2014. For the financial year 2014-15, the Remuneration Committee at its meeting held on 1st July, 2014 approved the payment of remuneration of Rs. 39125/- (Thirty Nine Thousand One Hundred Twenty Five only) per month to Mr. Sunil Tandon DIN NO. (02249543), Whole-time Director of the Company for the further tenure of five years which was approved by the Board of Directors at their meeting held on that date. As per Schedule V of the Companies Act, 2013 where in any financial year, during the tenure of the managerial person, a Company has no profits or its profits are inadequate, it may pay remuneration to a managerial person by way of salary, dearness allowance, perquisite and any other allowances for an amount not exceeding Rs. 39125/- (Thirty Nine Thousand One Hundred Twenty Five only) per month. The provision further stipulates that consent of the shareholders is to be obtained through ordinary resolution in the ensuing General Meeting immediately after the approval of payment of the Remuneration Committee. The remuneration which was recommended for the above said period was within the overall prescribed limits as per Schedule V of the Companies Act, 2013. None of the Director except Mr. Sunil Tandon DIN NO. (02249543) is concerned or interested financially or otherwise in the said resolution.

ITEM NO. 8

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any amount of loan, investment or give guarantee or provide any security and acquire by way of subscription, purchase or otherwise

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the securities including Equity Shares and Preference Shares of any Body Corporate beyond the prescribed ceiling of Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to or and acquire by way of subscription, purchase or otherwise the securities of any Body Corporate, subsidiary companies (including overseas subsidiaries) for an amount not exceeding 50 Crores.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

These investments are proposed to be made out of own/surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

Hence the approval of the Shareholders is sought by way of Special Resolution. The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No. 8 of the Notice, by casting their vote as explained in the notes appended herewith.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 8 above.

By order of the Board

Sd/-

(Ajay Kumar Jain)

Director

DIN NO. 00043349

Place: Kanpur

Dated: 2nd September, 2014