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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Amarchand Rander - Chairman and Managing Director

Mr. Dinesh Kumar Rander - Executive Director

Mr. Sarwankumar Baldwa - Independent Director

Mr. Jitesh Kumar Rander - Independent Director (w.e.f. 30/03/2017) Mr. Suhas Gajanan Sawant - Non- Executive Director (w.e.f

14/02/2017)

Mr. Arup Kumar Chattaraj-Executive Director (upto 27/01/2017)

Mr. Sudeb Sarbadhikary- Independent director (upto 28/12/2016)

Mrs. Bhagyashree Patil - Independent Director

Mr. Amit Kumar Rander - CFO (KMP)

AUDITORS

B.M. Gattani & Co. Chartered Accountants

COMPANY SECRETARY

Mihen Halani & Associates

LEGAL ADVISOR

A.P. Legal & Associates

BANKERS

Dena Bank Vasai Janata Sahakari Bank Limited Bank of Baroda ICICI Bank

REGISTERED OFFICE

14/15, Madhav-Kripa, Boisar Palghar Road, Boisar, Thane, Maharashtra 401 501, India

CORPORATE OFFICE

35/B Unit, Ganjawala Co-op. Hsg. Soc. Ltd., S. V. P. Road, Borivali (West), Mumbai, Maharashtra 400 092, India

CIN: L64203MH1993PLC075812

WEBSITE

www.randergroup.com

REGISTRAR AND SHARE TRANSFER AGENT

Sharex Dynamic India Ltd. Unit -1, Luthra Ind, Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai 400 072.

LISTING OF SHARES

Bombay Stock Exchange Limited, Mumbai. (BSE Code: 531228)



VISION, MISSION, VALUES VISION

- To Build a global enterprise which adds value to the country and our shareholders
- To Maintain a legacy which could be synonymous with trust
- To Provide the best in class services value propositions to our customers

MISSION

- ❖ To continuously improve construction services exceeding our customers' expectations.
- Extend real estate footprints in Mumbai and other suburban regions
- Expand the Securities Trading and Financing Business under the NBFC license
- Diversify into sectors continuously which add value to the company

VALUES

Our values include Customer focus, Integrity, Teamwork, Passion for Excellence and Customer Satisfaction

MESSAGE FROM CHAIRMAN TO SHAREHOLDERS

Dear

Shareholders,

It is a matter of great honour and pride to present our company's performance for the year 2016-17. The last three years have not been so cheerful with a hostile real estate environment and increasing number of NPAs. The net profit of the company has dipped compared to the previous but we have still managed to stay debt free and credit has to be given to the management for the same.

We have initiated legal proceedings against few defaulters in the financing division for recovery of loans given to them. We have also negotiated successfully with some of the developers who were unable to give back their pending loan amounts and taken charge of their saleable inventories. There is some news for us from Boisar with regards to the construction division. THE FSI in Boisar is all set to be increase which the company will utilise on its developable land. This will result in windfall gains to the company. The company has also managed to resolve the legal issues in the Dadar property and now it will soon get transferred in the name of the company.

SIGNIFICANT ACHIEVEMENTS AT GLANCE

- The company has negotiated with two companies operating in the Western Suburbs of Mumbai for their loan amounts and would get flats in their projects. Although the recovery of the money would be slow, the company has secured its financing
- The Charkop project has started and should secure the loan given by the company for the same
- ❖ GREEN INITIATIVE: In a bid to minimize the electric consumption by its tenants, the company has installed solar panels in all the new buildings in the current complex. This would reduce the consumption of electricity via geysers.

PRESENT OPERATIONS AND FUTURE PLANS

The company continues to enjoy dominant positions in the housing sector in the Boisar-Tarapur Belt. The company is looking to increase the housing output by more than 50% next year and the sales should also follow suit as demand continues to increase in this belt.

PERFORMANCE HIGHLIGHTS

(Rupees in Lakhs)

Total Income ¹
Total Assets value
Profit/(loss) before tax ('PBT')
Earning per share
Total Income as % of total assets value
Cash and cash equivalents
al Calas including income from NDEC division

31-Mar-17	31-Mar-16
Rupees	Rupees
200.00	373.34
2,662.75	2,805.21
29.62	36.40
0.14	0.19
7.51%	13.31%
9.19	23.90

Year Ended

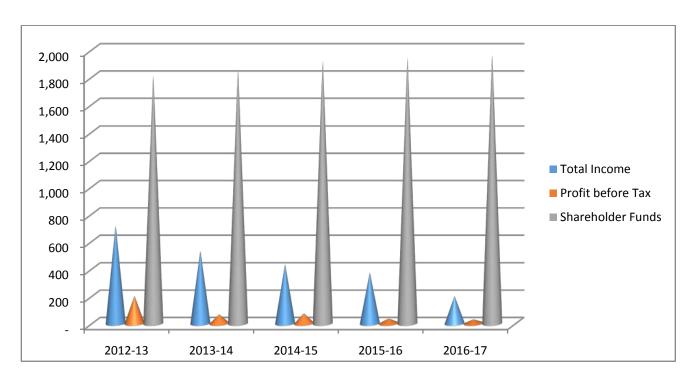
Year Ended

¹ Total Sales including income from NBFC division



COMPARATIVE FINANCIAL INFORMATION FOR LAST 5 YEARS (Rupees in lacs)

Particulars	2012-13	2013-14	2014-15	2015-16	2016-17
Total Income	714.33	530.05	434.02	373.34	200.00
Profit Before Tax	201.65	66.64	74.36	36.40	29.62
Shareholders Funds	1816.31	1861.23	1922.95	1,946.88	1964.63
PBT on Shareholders' funds	11.10%	3.54%	3.84%	1.97%	1.51%



Your company has a great presence in real estate segment in Boisar. In spite of the sluggish economic conditions, your Company is positioned well for the future on account of its financial strength and proven business strategy that has helped it succeed in strong and weak economic environment and most importantly a dedicated and well trained team of people working together to achieve company's business goals.

GEOGRAPHIC PRESENCE:

2 Districts in Maharashtra state Palghar and Mumbai

PROJECTS

Krishna Nagar

Krishna Residency

Shiv-Ganga

Balaram-Nivas

OUTLOOK

Rander Corporation is on an accelerated growth path. With a solid foundation and sound business strategy, the Company has embarked on the second phase of growth. We will continue to focus on timely completion of our projects which will further strengthen our cash flows. We will also add to our bank of land parcels and be on the lookout for more land at the right price.

In conclusion, I'd like to thank you and the Board of Directors of your Company for believing in the management team and supporting us to surmount the challenges of turbulent environment and remain competitive. We are confident of delivering higher value to our customers and shareholders and look forward to your continued support.



NOTICE

NOTICE is hereby given that the 24thAnnual General meeting of the members of RANDER CORPORATION LIMITED will be held on Friday, 29th September, 2017 at 11.00A.M. at the registered office of the company situated at 14/15, Madhav-Kripa, Boisar-Palghar Road, Boisar, District Thane - 401 501, Maharashtra, India to transact the following business:

ORDINARY BUSINESS:

- 1. To received consider and adopt the audited balance sheet as at 31st March, 2017 and statement of Profit and Loss for the year ended on 31st March 2016 together with Directors' and Independent Auditors' Report thereon.
- 2. To appoint a director in place of Mr. Dinesh Kumar Rander (DIN: 00427280) who retires by rotation & being eligible, offers himself for reappointment.
- 3. To appoint M/s. B.M.Gattani & Co., Chartered Accountants, as Statutory Auditors of the Company in place of M/s. Ishwarlal & Co., the retiring Statutory Auditors, to hold office from the conclusion of Twenty Fourth Annual General Meeting, until the conclusion of Twenty Ninth Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting on such remuneration as may be decided by the Board of Directors or any Committee thereof for the financial year ending March 31, 2018 and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder the consent of the Company be and hereby accorded for appointment of Statutory Auditor of the Company M/s. B.M Gattani & Co., Chartered Accountants, (ICAI Firm Registration No. 113536W) who shall hold office as Statutory Auditors of the Company for a period of five years from the conclusion of Twenty Fourth Annual General Meeting till the conclusion of Twenty Ninth Annual General Meeting of the Company, subject to ratification by the members at every Annual General Meeting of the Company.

RESOLVED FURTHER THAT Board be and is hereby authorised to fix the remuneration of Statutory Auditors of the Company as recommended by the Audit Committee in consultation with the Statutory Auditors, in addition to reimbursement of out of pocket expenses."

4. SPECIAL BUSINESS:

To approve the appointment of Mr. Suhas Gajanan Sawant as a Non-Executive 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 Section 152 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suhas Gajanan Sawant, (DIN: 03619884) who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 14, 2017 and who holds office till the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Suhas Gajanan Sawant as a candidate for the office of a director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary 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."

- 5. To approve the appointment of Mr. Jitesh Kumar Rander 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 Section 149, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Mr. Jitesh Kumar Rander, (DIN: 02739297) who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 30, 2017 and who holds office till the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Jitesh Kumar Rander as a candidate for the office of a director of the Company, be and is hereby



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appointed as an Independent Director of the Company to hold office for five consecutive years i.e. for a period up to March 29, 2022, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary 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."

Date: 14th August, 2017

Place: Mumbai

By the Order of the Board Rander Corporation Limited

Sd/-

Amarchand Rander (Chairman and Managing Director)

DIN: 00422567

Notes

- The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations, 2015) is annexed.
- A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint proxies 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, in order to be effective must be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the Meeting.
- A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy for any other person or shareholder.
- Corporate members intending to send their authorised representative to attend the Meeting are requested to send to
 the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their
 behalf at the Meeting.
- Members / proxies are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- In case of joint holder attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote at the meeting.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- The Register of Members and Share Transfer Books of the Company will remain close from 22nd September, 2017 to 29th September, 2017 (both days inclusive) for purpose of Annual General meeting.
- Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agents, Sharex Dynamic India Ltd.
- The Company is concerned about the environment and utilizes natural resources in a sustainable way, we request you to update your email address with your Depository Participant to enable us to send you the quarterly reports and other communications via email.
- Copy of the Annual Report 2017 are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2017 are being sent by the permitted mode.



- Members may also note that the Notice convening Annual General Meeting and Annual Report 2016-17 will be available
 on the Company's website www.randergroup.com in "Investors" section.
- Members are requested to notify immediately any change of address.
- All documents referred to in the accompanying notice are open for inspection at the registered office of the company on all working days except Saturday, between 3.00 P.M. and 5.00 P.M. upto the date of annual general meeting.
- The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the company as on the cut-off-date i.e. 22nd September, 2017
- Voting through electronic means:
 - o In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members.
 - The facility for voting through ballot paper shall be made available at AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - o The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitle to cast their vote again.
 - o The voting period begins on 26th September, 2017 at 10.00 a.m. and ends on 28th September, 2017 at 5 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22ndSeptember, 2017 may cast their vote electronically. The evoting module shall be disabled by NSDL for voting thereafter.

The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i. Open the attached PDF file "RANDER.pdf" giving your Client ID (in case you are holding shares in Demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
 - ii. Launch internet browser by typing the URL https://www.evoting.nsdl.com/
 - iii. Click on "Shareholder Login".
 - iv. Put User ID and password as initial password noted in step (1) above and Click Login.
 - v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
 - vi. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
 - vii. Select "EVEN" of Tree House Education & Accessories Limited.
 - viii. Now you are ready for "e-Voting" as "Cast Vote" page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote



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Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail mihenhalani@gmail.com with a copy marked to evoting@nsdl.co.in.

- B. In case a Member receives physical copy of the Notice of AGM:
 - i. Initial password is provided as below/at the bottom of Attendance Slip for the AGM.
 - ii. Please follow all steps from SI. No. (ii) to SI. No. (xii) above, to cast vote

C. Please Note That

- i. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- ii. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- iii. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- iv. Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.
- v. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of http://www.evoting.nsdl.com/ or contact NSDL at the following Telephone No.: 022-2499 4600.
- D. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- E. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- F. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 22, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or call on toll free no.: 1800-222-990.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. M/s. Mihen Halani & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process and votes cast through Ballot Paper at the AGM in a fair and transparent manner.
- I. Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2):

Name of the Director	*Mr. Dineshkumar Rander	Mr. Suhas Gajanan Sawant	Mr. Jitesh Ramlal Rander
Age	47	53	53
Director Identification Number (DIN)	00427280	03619884	02739297



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Date of Appointment on the Board	29.05.2012	14.02.2017	30.03.2017
Qualifications	HSC	B.COM (Mumbai University)	M.COM, MBA (Mumbai University)
Expertise in specific functional area	Operations (Related to Site)	Operations (Related to Land)	Audit and Accounts
Number of shares held in the Company	3,66,944 Equity Shares (Independently) 2,05,000 Equity Shares (Dineshkumar Rander HUF)	Nil	Nil
Terms and Conditions	-	As per the resolution stated in the item no. 4	As per the resolution stated in the item no. 5
Justification for appointment of Independent Director	Not Applicable	Brings additional expertise for the company to grow its real estate footprints in the Island city of Mumbai	Better Handling of Corporate Governance Issues
List of the directorships held in other listed entities	Nil	Nil	Nil
Chairman / Member in the Committees of the Boards of companies in which he is Director	please refer to the Corporate Governance Report	please refer to the Corporate Governance Report	please refer to the Corporate Governance Report
Relationships between Directors inter-se	Brother of Mr. Amarchand Rander	None	None

*Except Mr. Amarchand Rander and their relatives, no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the re-appointment of Mr. Dineshkumar Rander as an Executive Director of the Company, except to the extent of their shareholding, if any, in the Company.

Date: 14th August, 2017

Place: Mumbai

By the Order of the Board Rander Corporation Limited

> Sd/-Amarchand Rander (Chairman and Managing Director) DIN: 00422567



Statement pursuant to Section 102 of the Companies Act, 2013

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

In respect of Item No. 4

The Board of Directors, at its meeting held on February 14, 2017, appointed Mr. Suhas Gajanan Sawant as an Additional Director of the Company with effect from February 14, 2017, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Suhas Gajanan Sawant will hold office up to the date of this Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member, along with a deposit of 1,00,000/-, proposing the candidature of Mr. Suhas Gajanan Sawant for the office of Non-Executive Director, to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

The Company has received from Mr. Suhas Gajanan Sawant (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

Pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the resolution seeks the approval of members for the appointment of Mr. Suhas Gajanan Sawant as a Non-Executive Director of the Company. He will not be liable to retire by rotation.

A copy of the draft letter for the appointment of Mr. Suhas Gajanan Sawant as a Non-Executive Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

None of the directors, key managerial personnel or their relatives, except Mr. Suhas Gajanan Sawant, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

In respect of Item No. 5

The Board of Directors, at its meeting held on March 30, 2017, appointed Mr. Jitesh Kumar Rander as an Additional Director of the Company with effect from March 30, 2017, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Jitesh Kumar Rander will hold office up to the date of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member, along with a deposit of 1,00,000/-, proposing the candidature of Mr. Jitesh Kumar Randerfor the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Jitesh Kumar Rander(i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets





the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the resolution seeks the approval of members for the appointment of Mr. Jitesh Kumar Randeras an Independent Director of the Company for a period up to March 29, 2022. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Jitesh Kumar Rander, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Jitesh Kumar Randeras an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

None of the director, key managerial personnel or their relatives, except Mr. Jitesh Kumar Rander, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

By the Order of the Board Rander Corporation Limited

Date: 14.08.2017 Place: Mumbai

Sd/-

Amarchand Rander

(Chairman and Managing Director)

DIN: 00422567