

## NOTICE

Notice is hereby given that the Thirty Third Annual General Meeting of the members of Responsive Industries Limited will be held on Tuesday, 22<sup>nd</sup> September, 2015 at 11.00 A.M. at Hotel Silver Avenue, Ostwal Empire, Next to Big Bazar, Boisar (West), Thane-401501 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares of the Company for the financial year 2014-15.
3. To appoint a Director in place of Mr. Rajesh Pandey (DIN 00092767), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company scheduled to be held in the year 2016 at such remuneration as may be determined by Board of Directors of the Company.”

### SPECIAL BUSINESS

5. To appoint Mr. Jagannadham Thunuguntla (DIN 02254282) as an Independent Director of the Company 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 and 152 read with Schedule IV and other applicable provisions, if any, 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 Clause 49 of the Listing Agreement, Mr. Jagannadham Thunuguntla (DIN 02254282), who qualifies for being appointed as an Independent Director 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 the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for three consecutive years for a term up to the conclusion of the 36<sup>th</sup> Annual General Meeting in the calendar year 2018.”

6. To appoint Ms. Jyoti Rai (DIN 07091343) as an Independent Director of the Company 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 and 152 read with Schedule IV and other applicable provisions, if any, 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 Clause 49 of the Listing Agreement, Ms. Jyoti Rai (DIN 07091343), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for three consecutive years for a term up to the conclusion of the 36<sup>th</sup> Annual General Meeting in the calendar year 2018."

7. To approve remuneration of the Cost Auditors for the financial year ending March 31, 2016 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/S. S.K. Agarwal & Associates, Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid remuneration as set out in the statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To approve payment of Commission to Non-Executive Directors 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 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force & pursuant to clause 49 of the listing agreement and subject to applicable approval(s) as may be required, Non-Executive Directors of the Company be paid, commission in such amounts or proportions as the Board of Directors may from time to time determine, not exceeding in aggregate one percent of the net profits of the Company for the relevant financial year as computed in the manner laid down in Section 198 of the Act, in addition to the sitting fee for attending the meeting of the Board of Directors/committees thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Nomination & Remuneration committee be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To approve alteration in Articles of Association in respect of payment of Sitting fees and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the Members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company as follows:

The existing Clause no. 77 of the Articles of Association of the Company be and is hereby deleted and the following new Clause no. 77 be and is hereby substituted in lieu of the deleted Clause.

77. A Company may pay sitting fee to Independent Non-Executive Director such sum as may be decided by the Board of directors for attending meetings of the Board or committees thereof, which shall not exceed Rs. 1,00,000/- (Rupees one lac only) per meeting of the Board or committee thereof, attended by him/her.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For and on behalf of the Board,

Place : Mumbai  
Date : 26<sup>th</sup> May, 2015

**Atit Agarwal**  
Chairman & Whole Time Director

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing a proxy in order to be a valid must be duly filled in all respects and should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
2. In terms of the provisions of the Companies Act, 2013 and the Listing Agreement entered into with the Stock Exchange(s) where shares of the Company are listed, the Register of Members and Share Transfer Books will remain closed from 18<sup>th</sup> September, 2015 to 22<sup>nd</sup> September, 2015 (both days inclusive) for the purpose of Annual General Meeting and Dividend on Equity Shares, if declared at the meeting.
3. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out at item Nos. 5 to 9 of the Notice is annexed hereto.
4. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Meeting.
5. Members / Proxies are requested to bring their attendance slips duly filled in along with their copies of the Annual Report to the Meeting for attending the Meeting.

6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned below quoting their folio number(s).

Link Intime India Pvt Ltd.

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

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Pvt Ltd.
8. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.
9. Electronic copy of the Notice and Annual Report for 2014-15 is being sent to the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
10. The Annual Report 2014-15 of the Company circulated to the Members of the Company, will be made available on the website of the Company at [www.responsiveindustries.com](http://www.responsiveindustries.com).
11. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. to 01.00 p.m. up to the date of Annual General Meeting of the Company.
12. A person can act as a proxy on behalf of Members not exceeding fifty in number 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 proxy for any other person or shareholder.

**13. Voting through electronic means**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and in compliance of clause 35B of the Listing Agreement with the Stock Exchanges, the Company is pleased to provide its members voting by electronic means (remote e-voting i.e. voting electronically from a place other than the venue of the general meeting) to cast their votes electronically in respect of businesses to be transacted at the 33<sup>rd</sup> Annual General Meeting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate voting by electronic means.

The facility for voting through polling paper shall be made available at the annual general meeting (AGM) venue. Only those members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

The Company has appointed P.P. Shah & Co., Practising Company Secretary [Address: 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai-400023] as the scrutinizer for conducting remote e-voting and the voting process at the AGM in a fair and transparent manner.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Saturday, 19 September, 2015 (09.00 a.m. IST) and ends on Monday, 21 September, 2015 (05.00 p.m. IST) 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 15 September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>*Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN Field.</p>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <**RESPONSIVE INDUSTRIES LIMITED**> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")**

#### **ITEM NO.: 5**

Mr. Jagannadham Thunuguntla was appointed as an Additional Director on the Board of Company on 12 December, 2014. He holds office as an Additional Director upto the date of the ensuing Annual General Meeting and being eligible, offers himself for appointment as a Director, not liable to retire by rotation.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of members. Based on recommendation of Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Jagannadham Thunuguntla be appointed as an Independent Director of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Jagannadham Thunuguntla for the office of Director of the Company.

Mr. Jagannadham Thunuguntla is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received declaration from Mr. Jagannadham Thunuguntla that he meets the criteria of independence as provided in Section 149(6) of the Act and Clause 49 of the Listing Agreement(s) entered with the Stock Exchanges. In the opinion of the Board, Mr. Jagannadham Thunuguntla fulfils the conditions for his appointment as an Independent Director as specified in the Act and the listing agreement. Mr. Jagannadham Thunuguntla is independent of the management and possesses appropriate skills, experience and knowledge.

Mr. Jagannadham Thunuguntla is a Chartered Accountant as well as Cost and Works Accountant. He has done his executive education in Harvard Business School on "Leadership in Financial Organizations". He is a head of fundamental research at Karvy Stock Broking Limited. He is an angel investor on Indian Angel Network. He is Co-Chairman of Assocham's National Council on Capital Markets. He is currently Co-chairman of PHD Chamber of Commerce's National Council on Economic Affairs. He was Chief Strategist of SMC Global Securities. He had served as Head of Investment Banking of SMC Capitals. Previously he was in Morgan Stanley Capital Markets, having worked on various pitches for IPOs and follow-on offerings. He has rich experience in the fields of Equity Broking, Investment Banking, Wealth Management and Equity Research. He is associated with various student development programs in various business schools such as INSEAD (France), IIM Ahmedabad, IIM Lucknow, ISB Hyderabad, IIT Delhi, IIT Mumbai and IIT Roorkee.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Keeping in view his experience and knowledge it will be in the interest of the Company that Mr. Jagannadham Thunuguntla is appointed as an Independent Director of the Company.

He is a member of Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Board.

Save and except Mr. Jagannadham Thunuguntla and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors, 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 of the notice. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges.

The Board recommends the ordinary resolution set out at Item No. 5 of the Notice for approval by the members.

#### **ITEM NO.: 6**

Ms. Jyoti Rai was appointed as an Additional Director on the Board of Company on 13 February, 2015. She holds office as an Additional Director upto the date of the ensuing Annual General Meeting and being eligible, offers herself for appointment as a Director, not liable to retire by rotation.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of members. Based on recommendation of Nomination and Remuneration Committee, the Board of Directors have proposed that Ms. Jyoti Rai be appointed as an Independent Director of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Jyoti Rai for the office of Director of the Company.

Ms. Jyoti Rai is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received declaration from Ms. Jyoti Rai that she meets the criteria of independence as provided in Section 149(6) of the Act and Clause 49 of the Listing Agreement(s) entered with the Stock Exchanges. In the opinion of the Board, Ms. Jyoti Rai fulfils the conditions for her appointment as an Independent Director as specified in the Act and the listing agreement. Ms. Jyoti Rai is independent of the management and possesses appropriate skills, experience and knowledge.

Ms. Jyoti Rai is a Bachelor of Science and post graduate Diploma in Business Management. She is Country Head – India for ABAX Corporate Services Ltd. She is also Chairperson on the DPAI Committee for the Western Chapter, contributing on developing Capital Markets. She is a member of FICCI – Ladies Organization and on the “Swayam Committee” – empowering Women entrepreneurs. She has worked with some of the leading companies like Citibank, Reliance Capital Asset Management, Thomson Reuters, AIG asset management, MCX, SBI-Soc Gen Custodial Services. She was head Business development for Domestic and offshore business of SBI – Soc Gen Global Securities Services Pvt. Ltd. She has rich experience in Marketing and Strategies across segments in Financial Markets.

She does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Keeping in view her experience and knowledge it will be in the interest of the Company that Ms. Jyoti Rai is appointed as an Independent Director of the Company.



She is a member of Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Board. Ms. Jyoti Rai holds directorship in Axiom Cordages Limited and she is a member of Nomination & Remuneration Committee of Axiom Cordages Limited.

Save and except Ms. Jyoti Rai and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges.

The Board recommends the ordinary resolution set out at Item No. 6 of the Notice for approval by the members.

#### **ITEM NO.: 7**

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

On recommendation of the Audit Committee, the Board has approved the appointment and remuneration of M/S. S.K. Agarwal & Associates, Cost Accountants as Cost Auditor of the Company at a remuneration of Rs. 2,25,000/- (Rupees Two lakh Twenty Five Thousand Only) inclusive of out-of-pocket expenses for conducting the audit of the cost records of the Company for the financial year ended 31<sup>st</sup> March, 2016.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 7 of the Notice for approval by the members.

#### **ITEM NO.: 8**

The members of the Company on 24.10.2011 through Postal ballot had approved the payment of Commission not exceeding one percent of the net profit of the Company to the Independent Non-Executive Directors of the Company for the period of five years with effect from 1 April, 2011.

According to Section 197 of Companies Act, 2013 the approval of members is required for the payment of commission to the Non-Executive Directors. Further, as per Clause 49 (II)(C) of the listing agreement entered with the Stock Exchanges, all fees/compensation payable to Non-Executive Directors require prior approval of the members.

The Companies Act, 2013 has entrusted new responsibilities on the Non-Executive Directors and widened their duties and liabilities and enhanced their current role. In view of the valuable contribution made by them towards overall engagement with the Company on various policies, strategic and governance related issues, it is proposed to continue to pay Commission to them.

On recommendation of Nomination and Remuneration Committee and approval of the Board, it is proposed to seek approval of the members of the Company under Section 197 of the Companies Act, 2013 and clause 49 of listing agreement for payment of commission at the rate not exceeding one percent on the net profit of the Company computed in accordance with Section 198 of Companies Act, 2013. This remuneration will be distributed as per the decision taken by the Board from time to time. The above payment of Commission shall be over and above the sitting fees paid to the Directors for attending the meeting of the Board/Committee thereof.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 8 of the Notice for payment of commission to Non-Executive Directors of the company.

All the Non-Executive Directors of the Company/their relatives are interested in the resolution set out at Item No. 8 of the Notice. Other than this none of the directors, key managerial personnel or any of their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 8 of the Notice for approval by the members.

#### **ITEM NO.: 9**

As per the provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), a company may pay a sitting fee to a director for attending meetings of the Board or committees thereof, such sum as may be decided by the Board of directors thereof which shall not exceed one lakh rupees per meeting of the Board or committee thereof, provided that for Independent Directors and Women Directors, the sitting fee shall not be less than the sitting fee payable to other directors.

Presently as per Clause 77 of Articles of Association of Company each Director may be paid out of the funds of the Company, a sum not exceeding Rs. 5000/- (Rupees Five Thousand Only) by way of sitting fee for each meeting of the Board or Committee of the Board, attended by him/her as the Director. Considering the increase in the activities of the Company, it is proposed to authorize the Board of Directors to fix the sitting fees payable to Independent Non-Executive Directors for attending each meeting of the Board or Committee thereof of an amount not exceeding Rs.1,00,000/- (Rupees One lac only).

In terms of Section 14 of the Companies Act, 2013, alteration of the Articles of Association can be effective only by passing a Special resolution and accordingly the Board of Directors recommends alteration in the Articles of Association as stated in the proposed Special Resolution for approval of the shareholders. Accordingly, consent of the members is sought for passing Special resolution as set out at Item No. 9 of the Notice for alteration of Articles of Association of the Company.

The specimen of the amended Articles of Association is available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. to 01.00 p.m. up to the date of Annual General Meeting of the Company.