

## NOTICE

**NOTICE IS HEREBY GIVEN THAT** the 63<sup>rd</sup> Annual General Meeting of the Members of the Company will be held on **Saturday, the 9<sup>th</sup> day of August, 2014 at 11.30 A.M.** at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune 411 002 to transact the following business :

### ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To declare dividend on the Equity Shares of the Company for the year ended 31<sup>st</sup> March, 2014.
3. To appoint Auditors and to fix their remuneration.

### SPECIAL BUSINESS :

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

RESOLVED THAT pursuant to the provisions of section 152 (7) (a) of the Companies Act, 2013, Mr. Bansi S. Mehta, Director, holding DIN 00035019, who retires at this Annual General Meeting and who has expressed his desire not to be re-appointed as a director, be retired and not be re-appointed.

RESOLVED FURTHER THAT the resulting vacancy not be filled up at this Annual General Meeting or at any adjourned meeting.

5. **To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:**

**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), Mr. K.L.Rathi, Non-Independent director, holding DIN 00018567, who was appointed as Director not liable to retirement by rotation under Section 255 of the erstwhile Companies Act, 1956, be and is hereby changed to Director liable to retirement by rotation to comply with the rotation policy of Non-Independent Directors as mandated under the Act and that consent be and is hereby accorded to change the status of appointment of Mr. K.L.Rathi, Non-Independent director from 'director not liable to retirement by rotation' to 'director liable to retirement by rotation'.

6. **To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:**

**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), consent be and is hereby accorded to Mr. P. R. Rathi, Non-Independent director, holding DIN 00018577 who was appointed as Director not liable to retirement by rotation under Section 255 of the erstwhile Companies Act, 1956 to continue to act as director not liable to retirement by rotation under the Act.

7. **To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:**

**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), Mr. R.B.Rathi, Non-Independent director, holding DIN 00018628 who was appointed as Director not liable to retirement by rotation under Section 255 of the erstwhile Companies Act, 1956, be and is hereby changed to Director liable to retirement by rotation to comply with the rotation policy of Non-Independent Directors as mandated under the Act and that consent be and is hereby accorded to change the status of appointment of Mr. R.B.Rathi, Non-Independent director from 'director not liable to retirement by rotation' to 'director liable to retirement by rotation'.

8. **To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:**

**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), Mr. N.J.Rathi, Non-Independent director, holding DIN 00018597 who was appointed as Director not liable to

retirement by rotation under Section 255 of the erstwhile Companies Act, 1956, be and is hereby changed to Director liable to retirement by rotation to comply with the rotation policy of Non-Independent Directors as mandated under the Act and that consent be and is hereby accorded to change the status of appointment of Mr. N.J.Rathi, Non-Independent director from 'director not liable to retirement by rotation' to 'director liable to retirement by rotation'.

**9. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, Mr. P.P.Chhabria, Director holding DIN 00011439, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years effective from 9<sup>th</sup> August, 2014.

**10. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, Mr. D.N.Damania, Director holding DIN 00403834, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years effective from 9<sup>th</sup> August, 2014.

**11. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, Mr. S.N.Inamdar, Director holding DIN 00025180, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years effective from 9<sup>th</sup> August, 2014.

**12. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, Mr. S.Padmanabhan, Director holding DIN 00001207, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a further period of 5 years effective from 9<sup>th</sup> August, 2014.

**13. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, Mr. S.K.Asher, Director holding DIN 00008221, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years effective from 9<sup>th</sup> August, 2014.

**14. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013, and the Rules framed there under, read with Schedule IV to the Act, Mrs. Rati F.Forbes, holding DIN 00137326, who was appointed as an Additional Director on 29<sup>th</sup> March, 2014 by the Board of Directors of the Company and who holds the office until the conclusion of this Annual General Meeting and who has also submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 years effective from 9<sup>th</sup> August, 2014.

**15. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 196 and 197, Schedule V and other applicable provisions of

the Companies Act, 2013, consent be and is hereby accorded to the appointment of Mr. R.B.Rathi, as Deputy Managing Director of the Company for the period of five years w.e.f. 1<sup>st</sup> April, 2014 on the terms and conditions as mentioned in the Letter of appointment copy of which is submitted to the meeting and signed by Mr. P.P. Chhabria, Director and Chairman of Nomination and Remuneration Committee for the purpose of identification.

RESOLVED FURTHER THAT the remuneration and perquisites within the limits as set out in the Letter of Appointment be paid and allowed to Mr. R.B.Rathi, Deputy Managing Director, for any Financial Year, notwithstanding any loss or inadequacy of profits, during such Financial Year subject to necessary compliance of the provisions of the Companies Act, 2013 and relevant rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the terms of remuneration of Mr. R.B.Rathi, Deputy Managing Director as it may, at its discretion deem fit from time to time, so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto from time to time.

RESOLVED FURTHER THAT the members do authorize the Board to take all actions and to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, proper, desirable or expedient to implement the resolution and to file any forms, returns or other documents with Ministry of Corporate Affairs or other Statutory Authorities as may be necessary.

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

RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors for borrowing any sum or sums of moneys in Indian Rupees or Foreign currencies for and on behalf of the Company, from time to time from any one or more persons, Firms, Bodies Corporate, Bankers, Financial Institutions, or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or immovable or stock-in process and debts situated at Roha and Mahad, Dist. Raigad and Ambadvet, Amralewadi Tal. Mulshi, Dist. Pune but excluding movable and immovable properties of the Company situated at 162, Wellesley Road, Pune 411 001, notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount upto which the monies may be borrowed shall not exceed in the aggregate Indian Rs. 500 Crores (Rupees Five Hundred Crores Only) at any point of time.

RESOLVED FURTHER that the Board of Directors 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, to execute all such documents, instruments and writings as may be required.

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

RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013, consent of the company be and is hereby accorded to the Board of Directors for mortgaging and or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the whole or substantially the whole of the undertaking of the Company, all moveable and immoveable properties of the Company as also intangible properties (whether recorded in the books or not), both present and future where-so-ever situate and which presently includes moveable and immoveable properties situated at Roha and Mahad, Dist. Raigad and Ambadvet (Sutarwadi), Tal. Mulshi, Dist. Pune but excluding movable and immovable properties of the Company situated at 162, Wellesley Road, Pune 411 001 in favour of Financial / Investment Institution(s) / Bank(s) / Trustees to secure the borrowings and /or other credit facilities availed or proposed to be availed together with interest thereon and such other costs, charges, expenses and other moneys payable by the Company as per the terms and conditions of the said loan / facility agreement/s entered into or proposed to be entered into by the Company, upto a maximum limit not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only) at any point of time.

RESOLVED FURTHER that the Board of Directors 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.

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

RESOLVED THAT pursuant to the recommendation of the Audit Committee and the approval of the Independent Directors of the Company, consent be and is hereby accorded as mandated by revised Clause 49 of the Listing Agreement which is effective from 1<sup>st</sup> October 2014 to the entering of transactions with **Rathi Brothers Poona Limited** in which the Promoter Group Directors and Members of the Promoter Group are interested.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Selling Agency Agreement entered into with Rathi Brothers Poona Limited, a true copy of which is submitted to this meeting.

RESOLVED FURTHER THAT the members while granting approval for the aforesaid related party transaction do mandate that the terms and conditions of the Selling Agency Agreement with Rathi Brothers Poona Limited are identical in nature as regards terms and conditions with other Selling Agents and such transactions are entered into on arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to amend/alter/modify the terms and conditions of the Selling Agency Agreement subject to the condition that all such changes shall equally apply across the board to all Selling Agents and shall comply with arm's length principles.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be required in this regard and to do all such matters as may be relevant for giving effect to the resolution.

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

RESOLVED THAT pursuant to the recommendation of the Audit Committee and the approval of the Independent Directors of the Company, consent be and is hereby accorded as mandated by revised Clause 49 of the Listing Agreement which is effective from 1<sup>st</sup> October 2014 to the entering of transactions with **Rathi Brothers Delhi Limited** in which the Promoter Group Directors and Members of the Promoter Group are interested.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Selling Agency Agreement entered into with Rathi Brothers Delhi Limited, a true copy of which is submitted to this meeting.

RESOLVED FURTHER THAT the members while granting approval for the aforesaid related party transaction do mandate that the terms and conditions of the Selling Agency Agreement with Rathi Brothers Delhi Limited are identical in nature as regards terms and conditions with other Selling Agents and such transactions are entered into on arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to amend/alter/modify the terms and conditions of the Selling Agency Agreement subject to the condition that all such changes shall comply with arm's length principles.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be required in this regard and to do all such matters as may be relevant for giving effect to the resolution.

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

RESOLVED THAT pursuant to the recommendation of the Audit Committee and the approval of the Independent Directors of the Company, consent be and is hereby accorded as mandated by revised Clause 49 of the Listing Agreement which is effective from 1<sup>st</sup> October 2014 to the entering of transactions with **Rathi Brothers Calcutta Limited** in which the Promoter Group Directors and Members of the Promoter Group are interested.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Selling Agency Agreement entered into with Rathi Brothers Calcutta Limited, a true copy of which is submitted to this meeting.

RESOLVED FURTHER THAT the members while granting approval for the aforesaid related party transaction do mandate that the terms and conditions of the Selling Agency Agreement with Rathi Brothers Calcutta Limited are identical in nature as regards terms and conditions with other Selling Agents and such transactions are entered into on arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to amend/alter/modify the terms and conditions of the Selling Agency Agreement subject to the condition that all such changes shall equally apply across the board to all Selling Agents and shall comply with arm's length principles.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be required in this regard and to do all such matters as may be relevant for giving effect to the resolution.

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

RESOLVED THAT pursuant to the recommendation of the Audit Committee and the approval of the Independent Directors of the Company, consent be and is hereby accorded as mandated by revised Clause 49 of the Listing Agreement which is effective from 1<sup>st</sup> October 2014 to the entering of transactions with **Rathi Brothers Madras Limited** in which the Promoter Group Directors and Members of the Promoter Group are interested.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Selling Agency Agreement entered into with Rathi Brothers Madras Limited, a true copy of which is submitted to this meeting.

RESOLVED FURTHER THAT the members while granting approval for the aforesaid related party transaction do mandate that the terms and conditions of the Selling Agency Agreement with Rathi Brothers Madras Limited are identical in nature as regards terms and conditions with other Selling Agents and such transactions are entered into on arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to amend/alter/modify the terms and conditions of the Selling Agency Agreement subject to the condition that all such changes shall comply with arm's length principles.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be required in this regard and to do all such matters as may be relevant for giving effect to the resolution.

**NOTES :**

- (a) Mr.K.L.Rathi, Mr.R.B.Rathi, Mr.N.J.Rathi and Mr.P.R.Rathi Promoter Directors of the Company are being designated as rotational / non rotational Directors in accordance with Section 152 of the Companies Act, 2013. The equity shares held by the Promoter Group Directors in the Company is given below.

| Name of the Director | No. of equity shares of Rs. 10/- each held | % to total share capital |
|----------------------|--|--------------------------|
| Mr.K.L.Rathi         | 107,430                                    | 1.55                     |
| Mr.P.R.Rathi         | 382,345                                    | 5.52                     |
| Mr.R.B.Rathi         | 328,414                                    | 4.74                     |
| Mr.N.J.Rathi         | 241,765                                    | 3.49                     |

- (b) Mr. P.P.Chhabria, Mr. D.N.Damania, Mr.S.N.Inamdar, Mr.S.Padmanabhan, Mr.S.K.Asher and Mrs.Rati F.Forbes, Directors are being appointed as Independent Directors for a period of 5 years w.e.f. 9<sup>th</sup> August, 2014 as per provisions of Sections 149(10) and 152 of the Companies Act, 2013. Except for Mr D.N.Damania, Director, who holds 93 equity shares of the Company, none of the other Directors hold any equity shares in the Company.

As required under Clause 49 of the Listing Agreement, the information / data to be provided for both Promoter Group Directors and Independent Directors is given below :

**Mr.K.L.Rathi-Chairman - Other Directorships :**

| Sr. No. | Name of the Company                       | Board position held |
|---------|---|---------------------|
| 1       | RIECO Industries Limited                  | Director            |
| 2       | Prescient Color Limited                   | Director            |
| 3       | Laxminarayan Finance Private Limited      | Director            |
| 4       | Rathi Brothers Poona Limited              | Director            |
| 5       | Rathi Brothers Madras Limited             | Director            |
| 6       | Rathi Brothers Calcutta Limited           | Director            |
| 7       | Rathi Brothers Delhi Limited              | Director            |
| 8       | Rathi Mixers Private Limited              | Director            |
| 9       | Rathi Enterprises Private Limited         | Director            |
| 10      | Rathi Vessels and Systems Private Limited | Director            |

**Mr.K.L.Rathi-Chairman - Committee Positions held :**

| Sr.No. | Name of the Company     | Name of the Committee | Position held |
|--------|-------------------------|-----------------------|---------------|
| 1      | Prescient Color Limited | Audit Committee       | Member        |

**Mr. P.R.Rathi-Vice Chairman & Managing Director - Other Directorships :**

| Sr. No. | Name of the Company                        | Board position held |
|---------|--|---------------------|
| 1.      | Prescient Color Limited                    | Director            |
| 2.      | GPSK Capital Private Limited               | Director            |
| 3.      | Rathi Brothers Poona Limited               | Director            |
| 4.      | Rathi Brothers Calcutta Limited            | Director            |
| 5.      | Rathi Brothers Madras Limited              | Director            |
| 6.      | Rathi Brothers Delhi Limited               | Director            |
| 7.      | RIECO Industries Limited                   | Director            |
| 8.      | Rathi Brothers Private Limited             | Director            |
| 9.      | PRR Finance Private Limited                | Director            |
| 10.     | Clean Science & Technology Private Limited | Director            |
| 11.     | Rathi Mixers Private Limited               | Director            |
| 12.     | Rathi Enterprises Private Limited          | Director            |
| 13.     | Rathi Vessels and Systems Private Limited  | Director            |
| 14.     | Sanghvi Movers Limited                     | Director            |
| 15.     | Bharat Business Channel Limited            | Director            |
| 16.     | Finolex Cables Limited                     | Director            |
| 17.     | Sudarshan Europe B.V.                      | Director            |
| 18.     | Sudarshan North America Inc.               | Director            |



**Mr.P.R.Rathi-Vice Chairman & Managing Director - Committee Positions held :**

| Sr.No. | Name of the Company                   | Name of the Committee  | Position held                |
|--------|---------------------------------------|--|------------------------------|
| 1      | Sudarshan Chemical Industries Limited | Audit Committee<br>Stakeholders' Relationship Committee  | Member<br>Member             |
| 2      | Prescient Color Limited               | Audit Committee<br>Remuneration Committee  | Chairman<br>Chairman         |
| 3      | Finolex Cables Limited                | Remuneration Committee<br>Audit Committee<br>Share transfer cum<br>Investors Grievance Committee | Chairman<br>Member<br>Member |
| 4      | Sanghvi Movers Limited                | Audit Committee<br>Remuneration Committee  | Member<br>Member             |

**Mr.R.B.Rathi-Dy.Managing Director - Other Directorships :**

| Sr. No. | Name of the Company                       | Board position held |
|---------|---|---------------------|
| 1       | Prescient Color Limited                   | Director            |
| 2       | Rathi Brothers Poona Limited              | Director            |
| 3       | Rathi Brothers Calcutta Limited           | Director            |
| 4       | Rathi Brothers Madras Limited             | Director            |
| 5       | Rathi Brothers Delhi Limited              | Director            |
| 6       | RIECO Industries Limited                  | Director            |
| 7       | Rathi Enterprises Private Limited         | Director            |
| 8       | Rathi Vessels and Systems Private Limited | Director            |
| 9       | Rathi Brothers Private Limited            | Director            |
| 10      | Balkrishna Rathi Finance Private Limited  | Director            |
| 11      | Sudarshan Europe B.V.                     | Managing Director   |
| 12      | Sudarshan North America Inc.              | Managing Director   |

**Mr. R.B.Rathi – Dy. Managing Director - Committee Positions held :**

| Sr.No. | Name of the Company     | Name of the Committee                     | Position held    |
|--------|-------------------------|---|------------------|
| 1      | Prescient Color Limited | Audit Committee<br>Remuneration Committee | Member<br>Member |

**Mr.N.J.Rathi – Director - Other Directorships :**

| Sr. No. | Name of the Company             | Board position held |
|---------|---------------------------------|---------------------|
| 1       | Prescient Color Limited         | Director            |
| 2       | Rathi Brothers Poona Limited    | Director            |
| 3       | Rathi Brothers Calcutta Limited | Director            |
| 4       | Rathi Brothers Madras Limited   | Director            |

| Sr. No. | Name of the Company                       | Board position held |
|---------|---|---------------------|
| 5       | Rathi Brothers Delhi Limited              | Director            |
| 6       | RIECO Industries Limited                  | Director            |
| 7       | Rathi Enterprises Private Limited         | Director            |
| 8       | Rathi Vessels and Systems Private Limited | Director            |
| 9       | Rathi Brothers Private Limited            | Director            |
| 10      | NJR Finance Private Limited               | Director            |
| 11      | Crop Care Federation of India             | Director            |

**Mr.N.J.Rathi, Director – Committee positions held :**

| Sr.No. | Name of the Company                   | Name of the Committee                     | Position held    |
|--------|---------------------------------------|---|------------------|
| 1      | Prescient Color Limited               | Audit Committee<br>Remuneration Committee | Member<br>Member |
| 2      | Sudarshan Chemical Industries Limited | Stakeholders' Relationship Committee      | Member           |

**Mr.P.P.Chhabria – Director - Other Directorships :**

| Sr. No. | Name of the Company                   | Board position held |
|---------|---------------------------------------|---------------------|
| 1       | Orbit Electricals Private Limited     | Director            |
| 2       | Finolex Cables Limited                | Director (Advisor)  |
| 3       | Atharva Agri Farms Private Limited    | Director            |
| 4       | Bela Agri Farms Private Limited       | Director            |
| 5       | Saffron Agri Farms Private Limited    | Director            |
| 6       | Prathamesh Agri Farms Private Limited | Director            |
| 7       | Harkrishan Agri Farms Private Limited | Director            |
| 8       | Orchid Agri Farms Private Limited     | Director            |
| 9       | Finolex Infrastructure Limited        | Director            |

**Mr.P.P.Chhabria - Director - Committee positions held :**

| Sr.No. | Name of the Company                   | Name of the Committee   | Position held                                |
|--------|---------------------------------------|---|--|
| 1      | Sudarshan Chemical Industries Limited | Stakeholders' Relationship Committee<br>Selection Committee<br>Nomination & Remuneration Committee<br>Adhoc Committee | Chairman<br>Chairman<br>Chairman<br>Chairman |
| 2      | Finolex Cables Limited                | Share Transfer cum Investors' Grievances Committee  | Chairman                                     |



**Mr. D.N.Damania - Director - Other directorships :**

| Sr. No. | Name of the Company                           | Board position held              |
|---------|---|----------------------------------|
| 1       | ThyssenKrupp India Private Limited            | Chairman of the Advisory Council |
| 2       | ThyssenKrupp Industrial Solutions, India      | Chief Executive Officer          |
| 3       | ThyssenKrupp Industries India Private Limited | Director                         |
| 4       | Uhde India Private Limited                    | Director                         |
| 5       | Berco Undercarriages (India) Private Limited  | Director                         |
| 6       | Sanghvi Movers Limited                        | Director                         |
| 7       | KSB Pumps Limited                             | Director                         |
| 8       | Finolex Industries Limited                    | Director                         |

**Mr.D.N.Damania –Director - Committee positions held :**

| Sr.No. | Name of the Company                           | Name of the Committee   | Position held              |
|--------|---|---|----------------------------|
| 1      | KSB Pumps Limited                             | Audit Committee<br>Share Transfer Committee                                       | Member<br>Member           |
| 2      | Sudarshan Chemical Industries Limited         | Audit Committee<br>Nomination &<br>Remuneration Committee<br>Selection Committee  | Member<br>Member<br>Member |
| 3      | Sanghvi Movers Limited                        | Audit Committee<br>Remuneration Committee<br>Shareholders' Grievance<br>Committee | Member<br>Member<br>Member |
| 4      | Finolex Industries Limited                    | Investor Grievance<br>Committee<br>Audit Committee                                | Member<br>Member           |
| 5      | Symbiosis Institute of International Business | Advisory Committee  | Chairman                   |

**Mr. S.N.Inamdar- Director - Other Directorships**

| Sr. No. | Name of the Company                          | Board position held |
|---------|--|---------------------|
| 1       | Kulkarni Power Tools Limited                 | Director            |
| 2       | Finolex Industries Limited                   | Director            |
| 3       | Kirloskar Brothers Limited                   | Director            |
| 4       | Kirloskar Ferrous Industries Limited         | Director            |
| 5       | The Ugar Sugar works Limited                 | Director            |
| 6       | Kirloskar Proprietary Limited                | Director            |
| 7       | Sakal Papers Private Limited                 | Director            |
| 8       | Finolex Infrastructure Limited               | Director            |
| 9       | Kirloskar Industries Limited                 | Director            |
| 10      | Apple Hospitals & Research Institute Limited | Director            |

**Mr.S.N.Inamdar-Director - Committee Positions held**

| Sr.No. | Name of the Company                   | Name of the Committee  | Position held                  |
|--------|---------------------------------------|--|--------------------------------|
| 1      | Kirloskar Brothers Limited            | Audit Committee<br>Nomination and<br>Remuneration Committee  | Chairman<br>Member             |
| 2      | Ugar Sugar Works Limited              | Audit Committee<br>Nomination and<br>Remuneration Committee  | Chairman<br>Chairman           |
| 3      | Kirloskar Ferrous Industries Limited  | Audit Committee<br>Nomination and<br>Remuneration Committee  | Chairman<br>Chairman           |
| 4      | Finolex Industries Limited            | Audit Committee<br>Nomination and<br>Remuneration Committee<br>Shareholders Grievance<br>Committee | Chairman<br>Chairman<br>Member |
| 5      | Sudarshan Chemical Industries Limited | Audit Committee<br>Nomination and<br>Remuneration Committee  | Chairman<br>Member             |
| 6      | Kirloskar Industries Limited          | Audit Committee  | Member                         |
| 7.     | Sakal Papers Private Limited          | Corporate Social<br>Responsibility<br>Committee  | Member                         |

**Mr. S.Padmanabhan-Director - Other Directorships**

| Sr. No. | Name of the Company                 | Board position held |
|---------|-------------------------------------|---------------------|
| 1       | Desai Brothers Limited              | Director            |
| 2       | Premier Limited                     | Director            |
| 3       | Rajkumar Forge Limited              | Chairman            |
| 4       | Force Motors Limited                | Director            |
| 5       | Sanghvi Movers Limited              | Director            |
| 6       | Aquapharm Chemicals Private Limited | Director            |

**Mr.S.Padmanabhan - Director - Committee Positions held**

| Sr.No. | Name of the Company    | Name of the Committee                     | Position held        |
|--------|------------------------|---|----------------------|
| 1      | Premier Limited        | Audit Committee<br>Remuneration Committee | Chairman<br>Chairman |
| 2      | Sanghvi Movers Limited | Audit Committee<br>Remuneration Committee | Member<br>Member     |
| 3      | Force Motors Limited   | Audit Committee                           | Member               |