



NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Shareholders of the **AJMERA REALTY & INFRA INDIA LIMITED** will be held on Friday, the 29th day of September, 2017 at 12.30 p.m. at The Activity Hall, Ground Floor, Juhu Vile Parle Gymkhana Club, N.S.Road, JVPD Scheme, Vile Parle(W), Mumbai - 400049, to transact the following business:

ORDINARY BUSINESS:

Item no.1: Adoption of Financial Statements

To receive, consider and adopt:-

- (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017; the Reports of the Board of Directors and Auditors of the Company; and
- (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolutions:**

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

“RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Item No.2.- Declaration of Dividend

To declare dividend on Equity share for the Financial Year ended March 31, 2017 and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolutions:**

“RESOLVED THAT a dividend at the

rate of ₹ 3/- (Three rupees only) per equity share of ₹10/- (Ten rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2017 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2017.”

Item No.3 : Re-appointment of Director

To re-appoint Mr. Manoj I. Ajmera (DIN No. 00013728), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolutions:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Manoj I. Ajmera (DIN: 00013728), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item No 4: Appointment of Statutory Auditors of the Company

To appoint Auditors and fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolutions:**

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Manesh Mehta & Associates, Chartered Accountants (Firm Registration No. 115832W) be and is hereby appointed as the Statutory Auditors of the Company in the place of retiring auditors M/s V Parekh & Associates, Chartered Accountants (Firm Registration No. 107488W), to hold the office from the conclusion of this 30th Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company to be held in the year 2022 at a remuneration,

as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

Item No. 5 : Ratification of Remuneration payable to Cost Auditors of the Company for Financial Year 2017-18

To ratify remuneration of Cost Auditors for the financial year ending March 31, 2018 and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolutions:**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2018, be and is hereby ratified.

Item No:6: Determination of fees for delivery of document to shareholders

To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolutions:**

“RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed there under, upon receipt of a request from a member for delivery of any document through a particular mode an amount of ₹ 50/- (Rupees Fifty Only) per each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

By Order of the Board of Directors

For Ajmera Realty & Infra India Limited

RAJNIKANT S.AJMERA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00010833

Place : Mumbai,

Date : 10th July, 2017

Registered Office:

"Citi Mall", Link Road,

Andheri (W), Mumbai – 400 053

CIN No. L27104MH1985PLC035659

Email: investors@ajmera.com

website: www.aril.co.in

Tel.: 022-6698 4000

Fax: 022-2632 5902

Notes:

1. 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 Director seeking 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.

2. Voting & Proxy :-

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**

A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 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 MEMBER.

- (b) Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
- (c) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (d) Members / Proxies / Authorised Re-presentatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
- (e) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2017.

3. Closure of Books:-

The Register of Members and the Share Transfer Books of the Company shall remain closed from 23rd September, 2017 to 29th September, 2017 (both days

inclusive) for Annual General Meeting and for payment of final Dividend.

4. Dividend:-

- (a) The Final Dividend as recommended by the Board, if approved at the AGM, in respect of equity shares held, will be payable to the beneficial owners whose name appears on the Register of members on closure of business hours of 22nd Septmeber, 2017.
- (b) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their Depository Participant (DPs). In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.
- (c) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their DPs in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.

5. Demat :-

Members holdings shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.

6. Inspection:-

- (a) Members desirous of getting any information about the accounts and/or operations of the Company

are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.

- (b) During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged with the Company between 11:00 a.m IST and 5:00 p.m IST at the registered office of the Company, provided that a requisition for the same from a Member is received in writing not less than 3 days before the commencement of the Meeting.
- (c) All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. IST to 1:00 p.m. IST on all working days from the date hereof upto the date of the Meeting. The relevant documents referred to in the Notice and Explanatory Statement will also be available for inspection by the Members at the Meeting.
- (d) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
- (e) Members desirous of obtaining any information concerning accounts and operation of the company are requested to address their question in writing to the company at investors@ajmera.com at least seven days before the date of Thirtieth Annual General Meeting.

7. Nomination :-

Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's RTA website www.sharexindia.com under the

section 'Downloads'. In respect of shares held in electronic /demat form, the members may contact their respective DPs.

8. Consolidation :-

Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.

9. Green Initiative:-

- (a) The Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits sending of soft copies of annual reports to all those Members who have registered their email addresses for the said purpose.
- (b) Members holding shares in physical mode are requested to register their e-mail ID's with the RTA of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective DPs in case the same is still not registered.
- In case of any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.

- (c) Notice of the meeting has been sent electronically to those members who have registered their Email ID with the Company under the Green Initiative launched by the Ministry of Corporate Affairs. In case any member who has received the Notice electronically desires to have a physical copy of the same, he/she may write to the Company or send an Email to investors@ajmera.com in this regard mentioning your Folio/DP ID & Client ID. Members may kindly note that the Notice of the Meeting and Annual Report of the Company will also be available on the Company's website: www.aril.co.in.

10. Updation of records:-

- (a) Members are requested that if shares are held in physical mode, all the communications relating to shares, bonds and unclaimed dividends, change of address, change in bank account details etc. should be sent to the Registrar and Share Transfer Agents at the following address:

SHAREX DYNAMIC (INDIA) PVT. LTD. (Unit : Ajmera Realty & Infra India Limited.), Unit -1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Saki Naka, Andheri (East), Mumbai - 400 072. Tel. No. (022) 28515606/5644/ 6338. Email ID- sharexindia@vsnl.com

- (b) If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective DPs.
- (c) The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the DPs with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the RTA. Accordingly, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to RTA.

11. Transfer of Unclaimed/Unpaid amount to the Investor Education and Protection Fund (IEPF):

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/ unclaimed for seven consecutive years or more are required to be transferred to a IEPF demat Account.

The Company has sent notice to all members whose Dividends are lying unpaid/unclaimed against their name for seven consecutive years or more. In case the dividend

are not claimed by the said date, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of Shares and the unclaimed dividend to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the company alongwith the requisite documents enumerated in the Form IEPF-5. Members can file only on consolidated claim in financial year as per the IEPF Rules.

Members who have not yet encashed their dividend warrants(s) pertaining to the final dividend for the financial year 2009-10 on wards are requested to lodge their claims with the RTA. Members attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

12. AGM Route:-

The Route Map to the Venue of the meeting is also annexed for the convenience of the members.

13. E-Voting:-

- (a) All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e closure of business hours as on 22nd September, 2017 only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

Voting through Electric Mode:-

- (a) Pursuant to Section 108 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company has provided e-voting facility to the members using the

Central Depository Services Ltd. (CDSL) platform. All business to be transacted at the Annual General Meeting can be transacted through the electronic voting system. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").

- (b) A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
- (c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (d) The Company has appointed Mr. Haresh P Sanghvi, Practicing Company Secretary, to act as the Scrutinizer to scrutinise the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- (e) The Results shall be declared not later than 3 days from the conclusion of the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the company's website www.aril.co.in and the same shall also be communicated to BSE Limited and NSE, where the shares of the Company are listed.
- (f) Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 22nd September, 2017 may obtain the User ID and password in

the manner as mentioned at points (ii) to (v) given below.

- (g) The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on 26th September, 2017 at 9:00 A.M.(IST). and ends on 28th September, 2017 at 5.00 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 of 22nd September, 2017, 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.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is over printed on your Attendance Slip.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
	<ul style="list-style-type: none"> DOB 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.
Dividend Bank details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> 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)

(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 Ajmera Realty & Infra India 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 existing 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 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.

- 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

14. Voting at AGM :-

The members who have not casted their votes electronically can exercise their voting rights at the AGM through ballot paper.

15. Scrutinizer's Report:-

a) Mr. Haresh P Sanghvi, Practicing Company Secretary (Membership No. 2259) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and

transparent manner.

b) The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make 'not later than three days of conclusion of the meeting' a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a

person authorized by him in writing who shall countersign the same and Chairman shall declare the results of the voting.

(c) The result declared, along with the Scrutinizer's Report shall be placed on the Company's website www.aril.co.in and on the website of CDSL after the results is declared by the Chairman and also be communicated to the Stock Exchanges where the company is listed.

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants. We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and will co-operate with the Company in implementing the same.

EXPLANATORY STATEMENT

AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT"),

The following Explanatory Statement sets out all the material facts relating to the Business under Item No. 4 to 6 of the accompanying Notice dated 10th July, 2017

Item No. 4

M/s.V Parekh & Associates, Chartered Accountants (Firm Registration No. 107488W) were appointed as the statutory auditors of the Company at 27th Annual General Meeting held on 27th September 2014 for a term of three years till the conclusion of this Annual General Meeting. M/s V Parekh & Associates have been auditors for two terms of five consecutive years.

As per provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. In view of the above, M/s.V Parekh & Associates, Chartered Accountants can continue as the Auditors of the Company only up to the conclusion of this Annual general Meeting, having completed their term as per the provision of Section 139 of the act.

The Board of Directors has, based on the

recommendation of the Audit Committee, as its meeting held on 22nd May 2017, proposed the appointment of M/s. Manesh Mehta & Associates, Chartered Accountants (Firm Registration No. 115832W) as the Statutory Auditors of the Company for a period of 5 years, to hold the office from the conclusion of this Annual General Meeting till conclusion of the 35th Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every AGM, if so required under the Act)

M/s. Manesh Mehta & Associates, Chartered Accountants (Firm Registration No. 115832W) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Ordinary Resolution set out at item No 4 of the Notice for approval by the members.

None of the Director or Key Managerial Personal of the Company or their relative is, in way, concerned or interested in the Resolution set out at Item No. 4 of the Notice

Item No.5:

The Board of Directors at its meeting held on 10th July,2017 appointed M/s. D R Mathuria & Co., Cost Accountants (Firm Registration Number 101535) as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31st March, 2018, be paid remuneration at the discretion of Board of Directors not exceeding amounting to ₹ 75,000/- (Rupees Seventy Five Thousand only) excluding out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the shareholders of the Company.



Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Director or Key Managerial Personal of the Company or their relative is, in way, concerned or interested in the Resolution set out at Item No. 5 of the Notice.

Item No.6:

As per the provisions of section 20 of the Companies Act, 2013 a document may

be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting.

Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in

a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly recommend the Ordinary Resolution at item no. 6 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or 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 accompanying Notice.

ANNEXURE TO ITEM NO. 3 OF THE NOTICE

Details of Director seeking re-appointment at the forthcoming Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015

Name	Mr. Manoj I Ajmera
Date of Birth	31 st May 1962
Date of Appointment / Period	24 th April 2012
Expertise in specific functional area	Industrialist having 31 years over all experience in various fields.
Qualifications	Graduate
Listed / Unlisted Public Companies in which outside Directorship held as on 10 th July, 2017	Nil
Chairmanships / Memberships of Committees of other Public companies	
i. Audit Committee	Nil
ii. Stakeholders Relationship Committee	Nil
iii. Nomination and Remuneration Committee	Nil
Number of shares held in the Company	593329
Relationship between Directors inter-se	N.A.