



## EICL Limited

(CIN-U26939KL1963PLC002039)

**Registered Office:** TC-79/4, Veli, Thiruvananthapuram - 695 021, (Kerala)

**Corporate Office:** 801-803, Tower-B, 8<sup>th</sup> Floor, Global Business Park, M. G. Road, Gurgaon – 122 002 (Haryana)

**Phone:** 0471-4095111, **Fax:** 0471-2742233, **Web:** www.eicl.in, **Email:** sect@eicl.in

### NOTICE

Notice is hereby given that the Fifty Three Annual General Meeting of the members of the Company will be held at its registered office at TC-79/4, Veli, Thiruvananthapuram – 695 021 (KERALA) on Wednesday, 14<sup>th</sup> June, 2017 at 11.00 a.m. to transact the following business.

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.
2. To declare the final dividend for the financial year ended 31<sup>st</sup> March, 2017.
3. To appoint a Director in place of Mr. Karan Thapar (DIN: 00004264), who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of Statutory Auditors and fix their remuneration 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 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of M/s Walker, Chandiook & Co. LLP (Regd. No.001076N), Chartered Accountants, as the Statutory Auditor of the Company, is hereby ratified to hold office from conclusion of this meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company, in addition to the service tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company to be reimbursed for the financial year ending March 31, 2017.”

#### **SPECIAL BUSINESS**

5. To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.  
“THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s)

thereof for the time being in force), Mr. Joy Kumar Jain (DIN : 06406359) who was appointed as a Director liable to retire by rotation under the provisions of the Companies Act, 2013 and who qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Three (3) years”.

6. To consider, and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Vijay Dilbagh Rai (DIN 00075837), 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 re-appointment and who has given a notice in writing under Section 160 of the Act, signifying his candidature for the appointment of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) years”.

7. To consider, and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.

“RESOLVED THAT Mr. Vijay Kishore Sharma (DIN: 05313925) be and is hereby appointed as an Independent Director on the Board of the Company for a further period of 5 years”.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Vijay Kishore Sharma (DIN: 05313925), 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 re-appointment and who has given a notice in writing under Section 160 of the Act, signifying his candidature for the appointment of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) years”.

8. To approve the remuneration of the Cost Auditors 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 resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions 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 A.R. Narayanan & Co. (Regd. No.101421), Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2017-18, be paid the remuneration ₹ 3,50,000/- plus out of pocket expenses and remuneration of ₹ 3,50,000/- paid to M/s A.R. Narayanan for the financial year 2016-17 be and is hereby approved and ratified”.

“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”.

9. Keeping registers, returns, etc. at registered office / other place. To consider and, if thought fit, to pass with or without modifications, the following resolution as a special resolution.

“RESOLVED THAT pursuant to provisions of Section 94 of the Companies Act, 2013 (“the Act”) and all other applicable provisions of the Act and relevant rules applicable, if any, consent of the members of the Company be and is hereby accorded to keep the registers/records to be maintained under section 88 of the Act and copies of the Annual returns filed under section 92 of the Act at the office of Registrar & Share Transfer Agent or Corporate office at 801-803, Tower-B, Global Business Park, M.G. Road, Gurugram - 122 002, (Haryana) or at such other place as the Board may decide from time to time”.

10. To consider, and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.

“RESOLVED THAT in supersession of the earlier resolution passed by the Shareholders in their Annual General Meeting held on 20th June, 2014 the consent of the members of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification (s) or/re-enactment thereof, for the time being in force), to mortgage and/or hypothecate and/or charge by the Board of Directors of the Company of the following assets and with the following ranks, subject to the approval of the Shareholders :

- First charge on the fixed assets of the Borrower related to any one or all the locations of the Company, both present and future, ranking pari-passu with other banks – To secure term loan facility not exceeding ₹ 100 Crores in addition to the money already borrowed.
- Second charge on fixed assets of the Borrower related to any one or all the locations of the Company, both

present and future, ranking pari-passu with other banks– To secure Working Capital facilities.

together with all interest thereon liquidated damages, commitment charge, premium on prepayment or on redemption, costs, charges, expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of foreign currencies involved and all other moneys payable by the Company to any Bank(s) in terms of sanction letters accepted by the Company in respect of the said borrowings.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize with any Bank(s) documents for creating aforesaid mortgage and / or hypothecation and/or charge and for reserving the aforesaid right and to do all such acts and things as may be necessary for giving effect to the above resolutions.

By Order of the Board  
for EICL LIMITED

Sd/-

**Shalini Chawla**

Company Secretary

Place : Gurugram

Date : 02-05-2017

**NOTE:**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Businesses set out in the Notice is annexed.
2. A proxy form in Form MGT-11 for the AGM is enclosed herewith. A person can act as a proxy on behalf of members not exceeding 50 members and holding in the aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. Provided that a member holding more than 10% of the total paid up 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 shareholder.
3. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The proxy form duly completed and signed should reach the company's registered office atleast 48 hours before the time appointed for the meeting. A person can act as a proxy on behalf of members not exceeding fifty 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 a proxy for any other person or shareholder.**
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.

5. The share transfer books and register of members of the company shall remain closed from 8<sup>th</sup> June, 2017 to 14<sup>th</sup> June, 2017 (both days inclusive).
6. As per Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978, members are hereby informed that any unpaid dividend declared in respect of the year ended upto 31<sup>st</sup> March, 2009 have been transferred to the account of Investor Education and Protection Fund of the govt.
7. The dividend, if declared at the 53<sup>rd</sup> Annual General Meeting, will be paid on or after 29<sup>th</sup> June, 2017 to those persons or their mandates whose:
  - i. names appear as Beneficial Owners as at the end of the business hours on 7<sup>th</sup> June, 2017 in the list of Beneficial Owners to be furnished by National Securities Depository Limited in respect of the shares held in electronic form; and
  - ii. names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/ its Registrar and Transfer Agent (RTA) on or before 7<sup>th</sup> June, 2017.
8. Members / Proxy-holders are requested to produce at the entrance, the attached Attendance Slip duly filled in, for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID for identification.
9. The members are requested to notify immediately any change in their bank account detail/their address to their Depository Participants (DPs) in respect of shares held in dematerialized form and to the company or its registrar & transfer agents, in respect of the shares held in physical form together with a proof of address viz. copy of electricity bill/telephone bill/ration card/voter id card/passport etc.
10. All shareholders holding shares in demat form are requested to inform/update their email ID with the Depository Participant and all shareholders holding shares in physical form are requested to inform their email ID to the Company at its address 801- 803, Tower- B, Global Business Park, M.G. Road, Gurugram – 122002, Haryana and/or Registrar of the company at its address RCMC Share Registry Pvt. Ltd., B-25/1, First Floor, Okhla Industrial Area, Phase-2, New Delhi -110 020.
11. Members may also note that the Notice of the 53<sup>rd</sup> Annual General Meeting and the Annual Report for the financial year, 2016-17 will also be available on the Company's website [www.eicl.in](http://www.eicl.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Thiruvananthapuram for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [sect@eicl.in](mailto:sect@eicl.in)
12. Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 53<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote e-Voting Services provided by National Securities Depository Limited (NSDL):
 

The **instructions for Remote e-voting** are as under:

    - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)/Share Transfer Agent]:
      - i) Open the email and open the PDF file viz; "EICL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
      - ii) Launch internet browser by typing the following URL <https://www.evoting.nsdl.com>
      - iii) Click on Shareholder – Login.
      - iv) Put user ID and Password as initial password/ PIN noted in step (i) above. Click Login.
      - v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
      - vi) Home page of "e-voting opens". Click on "e-Voting": Active Voting Cycles.
      - vii) Select "EVEN (E-voting Event Number)" of EICL Limited. You can login any number of times on remote e-voting platform of NSDL till you have voted on the resolution during the voting period.
      - viii) Now you are ready for "e-voting" as "Cast Vote" Page opens.
      - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
      - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
      - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

- xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [viswanathan1949@gmail.com](mailto:viswanathan1949@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), You can also forward the documents at the Company's email ID [sect@eicl.in](mailto:sect@eicl.in).
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
- Initial password is provided as below/at the bottom of the Attendance Slip for the AGM : EVEN (E Voting Event Number) USER ID PASSWORD/PIN
  - Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the downloads section of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. A member may participate in the General meeting even after exercising his right to vote through Remote e-voting, but he shall not be entitled to vote again.
- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VI. Members whose e-mail IDs are registered with the Company and who wish to receive printed copy of the Abridged/full version of the Annual Report may send their request to the Company at its Registered Office address TC-79/4, Veli, Thiruvananthapuram – 695 021 (Kerala).
- VII. The remote e-voting period commences on 11-06-2017 (9.00 AM) and ends on 13-06-2017 (5.00 PM). 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 07-06-2017, may cast their vote electronically and in case a person who is not a member as on the cut-off date, he should treat this notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VIII. In case if any member/beneficial owner, who do not have access to e-voting facility, can send their assent or dissent in writing in respect of the resolutions as set out in the Notice of AGM.
- IX. 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 (record date) of 07-06-2017.
- X. M/s Gopimohan Satheesan & Associates (CP No.10348), Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall unblock the votes cast through remote voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated 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, of the Company.
- XII. The Chairman or a person authorized by the Scrutinizer in writing shall declare the result of the voting forthwith. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.eicl.in](http://www.eicl.in) and on the website of NSDL immediately after the result is declared by the Chairman.
- XIII. In case of any queries/grievances connected relating to voting by electronic means, the Members/Beneficial owners may contact the following officer :
- Name : Mr. Ravinder Dua  
 Designation: Manager (System)  
 Address : RCMC Share Registry Pvt. Ltd.  
 B-25/1, First Floor, Okhla Industrial Area,  
 Phase – 2, New Delhi -110 020  
 E-mail ID : [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com)  
 Contact No.: 011-26387320/21/23  
 Fax : 011-26387322
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board  
for EICL LIMITED

Sd/-  
Place : Gurugram  
Date : 02-05-2017

Sd/-  
Shalini Chawla  
Company Secretary

## **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

### **ITEM NO. 5**

Considering Mr. Joy Kumar Jain (DIN: 06406359) educational and professional background, his in-depth knowledge of finance and wide industry experience, the Nomination and Remuneration Committee at its Meeting held on 27<sup>th</sup> July, 2016, recommended to the Board of Directors the appointment of Mr. Joy Kumar Jain as an Independent Director. The Board of Directors at its Meeting held on 27<sup>th</sup> July, 2016, appointed Mr. Jain as an Independent Director of the Company effective 27-07-2016 and he holds office upto the date of this Fifty Three Annual General Meeting pursuant to the provisions of Section 161 (1) of the Companies Act, 2013. It is proposed to appoint Mr. Jain as an Independent Director, not liable to retire by rotation, to hold office for a term of Three (3) years. The Company has received a notice in writing from Mr. Jain under the provisions of Section 160 of the Act along with the requisite deposit signifying his candidature for the office of Director. Mr. Jain has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Jain has given a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act. In the opinion of the Board of Directors, Mr. Jain fulfils the conditions for his appointment as an Independent Director as specified in the Act. As per Section 152 of the Companies Act, 2013 and the Rules thereunder, an Independent Director can be appointed with the approval of the Members in the general meeting.

Accordingly, the approval of the Members is sought for the appointment of Mr. Jain as an Independent Director.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Jain, is in any way, concerned or interested in the Resolution. The Directors recommend the Resolution for the approval of the Members.

### **ITEM NO. 6**

Mr. Vijay Dilbagh Rai (DIN 00075837) was appointed as an Independent Director for a consecutive term upto 3 years by the Members at the Fiftieth Annual General Meeting held on 20<sup>th</sup> June, 2014 Considering Mr. Rai's in-depth knowledge and years of experience in the business, the Nomination and Remuneration Committee at its Meeting held on 2<sup>nd</sup> May, 2017 recommended to the Board of Directors the re-appointment of Mr. Rai as an Independent Director for a term of Five (5) years. In terms of Section 149 and other applicable provisions of the Act, it is proposed to appoint Mr. Rai for a second term as an Independent Director for five (5) years. Pursuant to the provisions of Section 149 (13), Mr. Rai will not be liable to retire by rotation. The Company has received a notice in writing from Mr. Rai under the provisions of Section 160 of the Act along with the requisite deposit signifying his candidature for the office of Director. Mr. Rai has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Rai has given a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act. As per Section 149 of the Companies

Act, 2013 and the Rules thereunder, an Independent Director can be re-appointed for a second term on passing a Special Resolution in the general meeting.

Accordingly, the approval of the Members is sought for the appointment of Mr. Rai as an Independent Director.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Rai, is in any way, concerned or interested in the Resolution. The Directors recommend the Resolution for the approval of the Members.

### **ITEM NO. 7**

Mr. Vijay Kishore Sharma (DIN : 05313925) was appointed as an Independent Director for a consecutive term upto 3 years by the Members at the Fiftieth Annual General Meeting held on 20<sup>th</sup> June, 2014 Considering Mr. Sharma's in-depth knowledge and years of experience in the business, the Nomination and Remuneration Committee at its Meeting held on 2<sup>nd</sup> May, 2017 recommended to the Board of Directors the re-appointment of Mr. Sharma as an Independent Director for a term of Five (5) years. In terms of Section 149 and other applicable provisions of the Act, it is proposed to appoint Mr. Sharma for a second term as an Independent Director for five (5) years. Pursuant to the provisions of Section 149 (13), Mr. Sharma will not be liable to retire by rotation. The Company has received a notice in writing from Mr. Sharma under the provisions of Section 160 of the Act along with the requisite deposit signifying his candidature for the office of Director. Mr. Sharma has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Sharma has given a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act. As per Section 149 of the Companies Act, 2013 and the Rules thereunder, an Independent Director can be re-appointed for a second term on passing a Special Resolution in the general meeting.

Accordingly, the approval of the Members is sought for the appointment of Mr. Sharma as an Independent Director.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Sharma, is in any way, concerned or interested in the Resolution. The Directors recommend the Resolution for the approval of the Members.

### **ITEM NO. 8**

Pursuant to Notification dated 31st December 2014 the Companies (Cost Records and Audit) Rules, 2014 issued by the Ministry of Corporate Affairs, which amended the said rules, the Company has to get its cost records audited by a Cost Accountant in practice. The Board at their meeting held on 2<sup>nd</sup> May, 2017 re-appointed M/s. M/s A.R. Narayanan & Co. (Regd. No.101421), Cost Accountant in practice as Cost Auditors of the Company for the financial year 2017-18 at a remuneration of ₹ 3,50,000/-). The said appointment and remuneration was also recommended by the Audit Committee. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the members is sought for passing Ordinary Resolution as set out at item no.

8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is/are concerned or interested in the Resolution at Item No. 8. The Resolution mentioned at Item No. 8 of the Notice is recommended for your approval.

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

Keeping registers, returns, etc. at registered office / other place in terms of relevant sections under the Companies Act, 2013, subject to shareholders' approval by a special resolution, registers, indexes, certificates, documents and returns can be kept at place other than registered office of the Company. In view of above, the Company for operational and administrative convenience availed the approval of the shareholders at the Annual General meeting held on 14<sup>th</sup> June, 2017 for keeping the Register of Members, Index of Members and other related returns or documents of the Company at the Office of Registrar & Share Transfer Agent ("RTA") or Corporate Office at 801-803, Tower-B, Global Business Park, M.G. Road, Gurgaon – 122 002, Haryana i.e. at place other than the registered office of the Company.

Pursuant to section 94(1) and other applicable provisions of the Companies Act, 2013 ("the Act") read alongwith rules framed thereunder, the Registers under section 88 and annual return filed under section 92 shall be maintained at the registered office of the Company. However the aforesaid Registers, returns and documents may be kept at any other place in India other than at the Registered Office of the Company with approval of shareholders by a special resolution by the members of the Company.

A copy of proposed resolution is being forwarded in advance to the Registrar of Companies ("ROC") as required under section 94(1) of the Companies Act, 2013.

Hence, the resolution is recommended for your approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

#### **ITEM NO. 10**

For creation of security through mortgage or pledge or hypothecation or otherwise or through combination for securing the limits as may be sanctioned by the lenders, for the loans to be sanctioned by any one or more Company's bankers and /or by any one or more persons, firms, bodies corporate, or financial institutions or banks, the Company would be required to secure all or any of the Current assets, moveable properties of the Company both present and future. Section 180(1)(a) of the Companies Act, 2013, provides that the Board of Directors of a Company shall not, without the consent of members in general meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, hence it is necessary for the members to pass a resolution under section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors or its committees to mortgage/ charge the properties and/ or the whole or substantially the whole of the undertaking of the company as aforesaid to the lenders.

To create mortgage / hypothecation/ charge over the properties of the Company require approval of Members in the General Meeting pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013. The above resolution therefore requires approval of the members.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is/are concerned or interested in the Resolution at Item No.10. The Resolution mentioned at Item No.10 of the Notice is recommended for your approval.

By Order of the Board  
for **EICL LIMITED**

Place : Gurugram  
Date : 02-05-2017

Sd/-  
**Shalini Chawla**  
Company Secretary



# EICL LIMITED

CIN: U26939KL1963PLC002039

Registered Office: TC-79/4, Veli, Thiruvananthapuram-695 021 (Kerala)

Corporate Office: 801-803, Tower-B, Global Business Park, M.G. Road, Gurugram-122 002, (Haryana)

E-mail: [sect@eicl.in](mailto:sect@eicl.in) , Website: [www.eicl.in](http://www.eicl.in)

Form No. MGT-11

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s)	:
Registered address	:
E-mail Id	:
Folio No/ Client Id	:
DP ID	:

I/We, being the member(s) holding ..... shares of EICL Limited, hereby appoint:

1. Name ..... Address..... having Email id..... or failing him
2. Name ..... Address..... having Email id..... or failing him
3. Name ..... Address..... having Email id.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53<sup>rd</sup> Annual General Meeting of the Company to be held at TC-79/4, Veli, Thiruvananthapuram, Kerala-695021, **India** on Wednesday, 14<sup>th</sup> day of June, 2017 at 11.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional	
		For	Against
<b>ORDINARY BUSINESS</b>			
1.	Consider and adopt the audited financial statements, reports of the Board of Directors and auditors of the company for the financial year ended 31-3-2017.		
2.	Declaration of Final dividend for the financial year 2016-17.		
3.	To consider the appointment of Mr. Karan Thapar( DIN: 00004264) as a Director liable to retire by rotation of the Company being eligible, offers himself for re-appointment.		
4.	To ratify the appointment of M/s Walker, Chandiook & Co LLP, Chartered Accountants as Statutory Auditors of the Company, for the Financial Year 2017-18 and to fix their remuneration.		
<b>SPECIAL BUSINESS</b>			
5.	Appointment of Mr. Joy Kumar Jain (DIN : 06406359) as an Independent Director.		
6.	Re-appointment of Mr. Vijay Dilbagh Rai (DIN : 00075837) as an Independent Director.		
7.	Re-appointment of Mr. Vijay Kishore Sharma (DIN : 05313925) as an Independent Director.		
8.	To ratify the remuneration of the Cost Auditors for the financial year ended March, 31, 2017.		
9.	To approve the change in place of keeping registers, returns, etc. other than the registered office.		
10.	To give the power to the Board to create charges U/s 180(1)(a) of the Companies Act, 2013.		

Signed this..... day of..... 2017

.....  
Signature of shareholder

Affix  
Revenue  
Stamp

.....  
Signature of Second Proxy holder

.....  
Signature of Third Proxy holder

.....  
Signature of First Proxy holder

### Note:

1. This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting by 11.00 a.m. on June 14, 2017.
2. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Please complete all details including details of member(s) in above box before submission.
4. For the resolutions, explanatory statement and notes please refer to the notice of 53<sup>rd</sup> Annual General Meeting.

