



## 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, Gurugram – 122 002 (Haryana)

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

### NOTICE

Notice is hereby given that the Fifty Fourth 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 Friday, 15<sup>th</sup> June, 2018 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, 2018, the reports of the Board of Directors and Auditors thereon.
2. To declare the Final Dividend for the Financial Year ended March 31, 2018.
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, Chandiok & 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, plus out of pocket expenses and GST in connection with the audit of the accounts of the Company to be reimbursed for the Financial Year ending March 31, 2018.”

#### SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 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. T. Balakrishnan (DIN 00052922), 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 5 (Five) 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, Ms. Shivpriya Nanda (DIN 01313356), who has submitted a declaration that she 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 her 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 5 (Five) years”.

7. To approve the remuneration of the Cost Auditors for the Financial Year ended March 31, 2018 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 2018-19, be paid the remuneration Rs.2,00,000/- plus out of pocket expenses and GST and remuneration of Rs.3,50,000/- paid to M/s A.R. Narayanan for the financial year 2017-18 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”.

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

Sd/-

**Shalini Chawla**

Company Secretary

Place: Gurugram

Date : May 01, 2018

**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 9<sup>th</sup> June, 2018 to 15<sup>th</sup> June, 2018 (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, pursuant to the provisions of Investor Education & Protection Fund Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the Investor Education & Protection Fund Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. The company had already initiated steps in this regard during the year and it is expected that such shares will be transferred to the Investor Education and Protection Fund Authority shortly. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. [www.eicl.in](http://www.eicl.in)
7. The dividend, if declared at the 54<sup>th</sup> Annual General Meeting, will be paid on or after 30<sup>th</sup> June, 2018 to those persons or their mandates whose:
  - i. names appear as Beneficial Owners as at the end of the business hours on 8<sup>th</sup> June, 2018 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 8<sup>th</sup> June, 2018.
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.

4. Your User ID details are given below :

11. Members may also note that the Notice of the 54<sup>th</sup> Annual General Meeting and the Annual Report for the Financial Year, 2017-18 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 54<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**STEP 1:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

#### STEP 2:

#### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly

authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [viswanathan1949@gmail.com](mailto:viswanathan1949@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### Further instructions:

- I. 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] :
  - (i) 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
- II. 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.
- III. A member may participate in the AGM even after exercising his/her right to vote through Remote e-voting, but he shall not be allowed to vote again at the AGM.
- IV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- V. 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).
- VI. The remote e-voting period commences on Tuesday 12-06-2018 (9.00 AM) and ends on Thursday 14-06-2018 (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 Friday 08-06-2018, 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.

- VII. 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.
- VIII. 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 08-06-2018.
- IX. 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.
- X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, 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 declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the Companies in which you are the Shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

XII. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.

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 : May 01, 2018

**Shalini Chawla**  
Company Secretary

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## EXPLANATORY STATEMENT

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

### ITEM NO. 5

Mr. T. Balakrishnan (DIN 00052922) was appointed as an Independent Director for a consecutive term upto 3 years by the Members at the Fifty First Annual General Meeting held on 15<sup>th</sup> June, 2015. Considering Mr. T. Balakrishnan's in-depth knowledge and years of experience in the business, the Nomination and Remuneration Committee at its Meeting held on 1<sup>st</sup> May, 2018 recommended to the Board of Directors the re-appointment of Mr. T. Balakrishnan as an Independent Director for a term of 5 (Five) years. In terms of Section 149 and other applicable provisions of the Act, it is proposed to appoint Mr. T. Balakrishnan for a second term as an Independent Director for 5 (Five) years. Pursuant to the

provisions of Section 149 (13), Mr. T. Balakrishnan will not be liable to retire by rotation. The Company has received a notice in writing from Mr. T. Balakrishnan under the provisions of Section 160 of the Act along with the requisite deposit signifying his candidature for the office of Director. Mr. T. Balakrishnan has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. T. Balakrishnan 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. T. Balakrishnan as an Independent Director.

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

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

Ms. Shivpriya Nanda (DIN 01313356) was appointed as an Independent Director for a consecutive term upto 3 years by the Members at the Fifty First Annual General Meeting held on 15<sup>th</sup> June, 2015. Considering Ms. Shivpriya Nanda's in-depth knowledge and years of experience in the business, the Nomination and Remuneration Committee at its Meeting held on 1<sup>st</sup> May, 2018 recommended to the Board of Directors the re-appointment of Ms. Shivpriya Nanda as an Independent Director for a term of 5 (Five) years. In terms of Section 149 and other applicable provisions of the Act, it is proposed to appoint Ms. Shivpriya Nanda for a second term as an Independent Director for 5 (Five) years. Pursuant to the provisions of Section 149 (13), Ms. Shivpriya Nanda will not be liable to retire by rotation. The Company has received a notice in writing from Ms. Shivpriya Nanda under the provisions of Section 160 of the Act along with the requisite deposit signifying his candidature for the office of Director. Ms. Shivpriya Nanda has informed the Company that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Ms. Shivpriya Nanda has given a declaration that she 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 Ms. Shivpriya Nanda as an Independent Director.

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

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

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 1<sup>st</sup> May, 2018 re-appointed M/s A.R. Narayanan & Co. (Regd. No.101421), Cost Accountant in practice as Cost Auditors of the Company for the Financial Year 2018-19 at a remuneration of Rs.2,00,000/- plus out of pocket expenses and GST. 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. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2018-19.

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. 7. The Resolution mentioned at Item No. 7 of the Notice is recommended for your approval.

By Order of the Board  
for EICL LIMITED

Place: Gurugram  
Date : May 01, 2018

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 , Website: 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 54<sup>th</sup> Annual General Meeting of the Company to be held at TC-79/4, Veli, Thiruvananthapuram, Kerala-695021, India on Friday, 15<sup>th</sup> day of June, 2018 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 31-3-2018.		
2.	Declaration of Final Dividend for the Financial Year 2017-18.		
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 2018-19 and to fix their remuneration.		
	<b>SPECIAL BUSINESS</b>		
5.	Re-appointment of Mr. T. Balakrishnan (DIN : 00052922) as an Independent Director.		
6.	Re-appointment of Ms. Shivpriya Nanda (DIN : 01313356) as an Independent Director.		
7.	To ratify the remuneration of the Cost Auditors for the Financial Year ended March, 31, 2018.		

Signed this..... day of..... 2018

.....  
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 15, 2018.
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 54<sup>th</sup> Annual General Meeting.

