



EICL Limited

(CIN-U26939KL1963PLC002039)

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

Corporate Office: 801-803, Tower-B, 8th 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 Fifth Annual General Meeting of the members of the Company will be held on Friday, 21st June, 2019 at 11.00 a.m. at the "Synergy Hall" (Top Floor), Hycinth Hotel, Manorama Road, Thampanoor, Thiruvananthapuram- 695 001, Kerala 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, 2019, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Karan Thapar (DIN: 00004264), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To waive off the recovery of excess managerial remuneration paid, to Mr. Suresh Kumar Jain, (DIN: 00003500) Whole-time Director designated as Executive Director of the Company, during the Financial Year 2018-19 and in this regard 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 Section 197(10) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Rules made thereunder, including any statutory modification thereof, or any other law, the approval of Members of the Company be and is hereby accorded to waive off the recovery of the excess amount paid as managerial remuneration for the period April 01, 2018 to March 31, 2019 to Mr. Suresh Kumar Jain, Whole-time Director designated as the Executive Director of the Company, in excess of remuneration limits prescribed under Section 197(1) read with Schedule V of the Companies Act, 2013 as set out in the Explanatory Statement attached hereto and forming part of this notice of the AGM".

"RESOLVED FURTHER THAT a sum of Rs. 54,44,222/- be waived off as the excess remuneration paid to Mr. Suresh Kumar Jain, Executive Director of the Company for the Financial Year 2018-19".

"RESOLVED FURTHER THAT the Board of Directors of the

Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To re-appoint Mr. Suresh Kumar Jain (DIN: 00003500) as Whole-time Director designated as the Executive Director of the Company and in this regard, to consider, and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013 and subject to such approvals, sanctions and permissions as may be necessary, unanimous consent of the Company be and is hereby given to the appointment of Mr. Suresh Kumar Jain (DIN : 00003500) as a Whole-time Director designated as Executive Director of the Company for a period of 2 years w.e.f. November 05, 2018 on the existing terms of his employment, not liable to retire by rotation, on the existing remuneration and terms of service, with a power to the Board to increase the amount of remuneration from time to time during the tenure of Mr. Suresh Kumar Jain as an Executive Director, subject to overall ceiling of 5% of net profits of the Company as calculated under Section 198 read with Section 197 of the Companies Act, 2013".

"RESOLVED FURTHER that notwithstanding the aforesaid ceiling of 5%, in case of absence or inadequacy of profits in any financial year during the tenure of the Executive Director Mr. Suresh Kumar Jain (DIN : 00003500), the remuneration drawn by Mr. Suresh Kumar Jain, Executive Director shall be considered the minimum remuneration subject to the limits specified in Schedule V of the Companies Act, 2013 and if such conditions are not being complied, subject to the approval of the Shareholders."

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

5. To approve the remuneration of the Cost Auditors for the Financial Year ended March 31, 2019 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 2019-20, be paid the remuneration Rs.2,00,000/- plus out of pocket expenses and applicable GST and remuneration of Rs.2,00,000/- paid to M/s A.R. Narayanan for the Financial Year 2018-19 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

Registered Office: TC-79/4, Veli,
Thiruvananthapuram-695021, (Kerala)

Place: Gurugram

Date : May 06, 2019

NOTE:

1. The Company had paid one interim dividend during the Financial Year 2018-19 and the Board of Directors has not recommended the final Dividend for the Financial Year 2018-19 due to marginal net profit after tax.
2. M/s Walker Chandiook & Co. LLP, Chartered Accountants, was appointed as Statutory Auditors by the Shareholders in their Annual General Meeting (AGM) held on June 15, 2015, to hold office from Fifty First AGM till Fifty Sixth AGM. The requirement to place the matter relating to the ratification of appointment of Statutory Auditors by Members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors.
3. 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.
4. 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.

5. **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.**
6. 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.
7. **The share transfer books and register of members of the Company shall remain closed from Saturday, June 15, 2019 to Friday, June 21, 2019 (both days inclusive).**
8. 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 and 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 and 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 taken steps in this regard during the year and such shares has been transferred to the Investor Education and Protection Fund Authority during the year. 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 transferred are uploaded on the "Investors Section" of the website of the Company viz. www.eicl.in
In terms of the provisions of Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company was required to transfer all such equity shares in respect of which dividend has not been claimed by the shareholders for the last seven or more consecutive years to Investor Education & Protection Fund (IEPF). In terms of the Ministry of Corporate Affairs' notification dated October 13, 2017, the process of transfer of such shares was

prescribed and accordingly the Company, during the Financial Year had transferred total 38998 equity shares of Rs.2/- each of the shareholders who have not claimed or encashed their dividend declared by the Company for seven or more consecutive years. The Company uploaded the details of the aforesaid transfer of shares on IEPF's website and on the website of the Company. The shareholders can approach IEPF authority to reclaim their shares. The process for reclaiming such shares is given on the IEPF authority's website.

9. Change of Address: Members are requested to notify any change of address and bank details to their depository participants in respect of their holdings in electronic form and in respect of shares held in physical form, to the secretarial department at the registered office of the Company.
10. 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.
11. 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.
12. 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.
13. Members may also note that the Notice of the 55th Annual General Meeting and the Annual Report for the Financial Year 2018-19 will also be available on the Company's website 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
14. 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 55th 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.

4. Your User ID details are given below :

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***
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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.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 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 with a copy marked to 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 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 or call on toll free no.: **1800-222-990** or send a request at 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 Annual General Meeting 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, June 18, 2019 (9.00 AM) and ends on Thursday, June 20, 2019 (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, 14th June, 2019, 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 Friday, June 14, 2019.**
 - 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 the 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 authorised 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 the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
15. 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 06, 2019

Shalini Chawla

Company Secretary

Registered Office: TC-79/4, Veli,
Thiruvananthapuram-695021, (Kerala)

EXPLANATORY STATEMENT

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

ITEM NO. 3

The Board of Directors of the Company has approved to waive off the repayment of excess remuneration paid to Mr. Suresh Kumar Jain (DIN:00003500), Whole-time Director, designated as Executive Director, during the Financial Year 2018-19, subject to the approval of the Shareholders.

Under the provisions of Section 197(10) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Rules made thereunder, including any statutory modification thereof, or any other law, the approval of Members of the Company be and is hereby accorded to waive off the recovery of amount paid as managerial remuneration for the period April 01, 2018 to March 31, 2019 to Mr. Suresh Kumar Jain, Whole-time Director designated as the Executive Director of the Company, in excess of remuneration limits prescribed under Section 197(1) read with Schedule V of the Companies Act, 2013.

"It is informed that due to stoppage of mining operations, the Company could not generate the profits as anticipated at the beginning of the Financial Year, thus the remuneration paid to Mr. Suresh Kumar Jain exceeded the prescribed limit in excess of Rs. 54,44,222/-. It is proposed to waive off the excess amount paid to Mr. Suresh Kumar Jain, Executive Director of the Company for the Financial Year 2018-19".

Hence, the resolutions are submitted for your approval.

Save and except Mr. Suresh Kumar Jain, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, in the resolution.

ITEM NO. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Suresh Kumar Jain as a Whole Time Director designated as Executive Director of the Company for a further period of 2 (Two) years w.e.f. November 05, 2018, subject to the approval of the Shareholders.

The Company has received Notices U/s 160(1) of the Companies Act, 2013 proposing the appointment of Mr. Suresh Kumar Jain as a Director of the Company, not liable to

retire by rotation. Mr. Suresh Kumar Jain is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director. The Nomination & Remuneration Committee of the Board of Directors has recommended the re-appointment of Mr. Suresh Kumar Jain.

The brief profiles of Mr. Suresh Kumar Jain is given below:-

Mr. Suresh Kumar Jain (DIN: 00003500)

Mr. Suresh Kumar Jain, aged about 62 years, is a Chartered Accountant and Fellow member of The Institute of Cost Accountants of India. He has been associated with the Company since 1992 and has good knowledge and experience of the Clay business carried on by the Company. Mr. Suresh Kumar Jain has rich experience in Finance, Accounts, Taxation and Restructuring etc.

Hence, the resolutions are submitted for your approval.

Save and except Mr. Suresh Kumar Jain, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, in the resolution.

ITEM NO. 5

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 May 06, 2019 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 2019-20 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2019-20.

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. 5. The Resolution mentioned at Item No. 5 of the Notice is recommended for your approval.

By Order of the Board
for EICL LIMITED

Sd/-

Place: Gurugram

Date : May 06, 2019

Shalini Chawla

Company Secretary

Registered Office: TC-79/4, Veli,
Thiruvananthapuram-695021, (Kerala)



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 55th Annual General Meeting of the Company to be held at the "Synergy Hall" (Top Floor), Hycinth Hotel, Manorama Road, Thampanoor, Thiruvananthapuram, Kerala-695001, India on Friday, 21st day of June, 2019 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
	ORDINARY BUSINESS		
1.	Consider and adopt the Audited Financial Statements, along with the Board's Report and Auditor's Report thereon for the Financial Year ended 31 st March, 2019.		
2.	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.		
	SPECIAL BUSINESS		
3.	To waive off the excess remuneration paid to Mr. Suresh Kumar Jain for the Financial Year 2018-19.		
4.	Re-appointment of Mr. Suresh Kumar Jain (DIN: 00003500) as the Whole-time Director, designated as the Executive Director of the Company.		
5.	To ratify the remuneration of the Cost Auditors for the Financial Year ended 31 st March, 2019.		

Signed this..... day of..... 2019

.....
Signature of shareholder

Affix
Revenue
Stamp

.....
Signature of First Proxy holder

.....
Signature of Second Proxy holder

.....
Signature of Third 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 Friday, June 21, 2019.
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 55th Annual General Meeting.

