

Date: 3rd September, 2018

To, Dept. of Corporate Services, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Company Code: 533161	To, The Listing Department, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051 Company Code: EMMBI
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Dear Sir,

Sub: 24th Annual General Meeting of the members of the Company

The twenty-fourth Annual General Meeting (AGM) of the members of the Company will be held on Monday, 24th September, 2018 at 10.30 a.m. at the registered office of the Company at 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U. T. of Dadra & Nagar Haveli, Silvassa 396 230.

The Company will provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting"). The instructions for e-voting are mentioned in the Notice attached.

The Register of Members and Share Transfer Register of the Company will remain closed from Friday, 14th September, 2018 to Monday, 24th September, 2018 (both days inclusive) for the purpose of Annual General Meeting and dividend on equity shares, if declared at the meeting.

The Notice containing the business to be transacted at the AGM is enclosed herewith.

We request you to take the same on your records.

Thanking you,

Yours faithfully,

For Emmbi Industries Limited



Kaushal Patvi
Company Secretary & Compliance Officer



Encl: As above

Notice of the Annual General Meeting



NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the members of Emmbi Industries Limited will be held on Monday, 24th September, 2018, at 10.30 a. m. at the Registered office of the Company at 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230 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 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon;
2. To declare and approve payment of Dividend of ₹ 0.50 per Equity Share for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Mr. Makrand M. Appalwar (DIN 00171950) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify appointment of Statutory Auditors of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. R. Daliya & Associates, Chartered Accountants, Mumbai (Firm Reg. No: 102060W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company scheduled to be held in the year 2022, on such remuneration as mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

5. Regularization and Appointment of Mr. Rama Krishnan as an Independent Director of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rama Krishnan (DIN: 00546256), who was appointed as an Additional Director of the Company with effect from 31st March, 2018 under section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, commencing from 31st March, 2018 to 30th March, 2023.”

6. Regularization of Mr. Krishnan I. Subramanian as a Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. Krishnan I. Subramanian (DIN: 06614842) who was appointed as Additional Director of the Company in the Board of Directors meeting held on 29th May, 2018 and whose term expires in this Annual General meeting, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. Appointment of Mr. Krishnan I. Subramanian as a Wholetime Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Article of Association, the Company hereby approves the appointment and terms of remuneration of Mr. Krishnan I. Subramanian (DIN: 06614842) as a Whole-time Director, designated as Executive Director of the Company, for a period of 2 (two) years with effect from 29th May, 2018 on a salary of ₹ 1,25,000/- per month and upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Krishnan I. Subramanian.

FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration for a period not exceeding 2 (two) years from the date of appointment or such other period as may be statutorily permitted by way of salary, perquisites and other allowances and benefits as specified above subject to receipt of the requisite approvals, if any.

FURTHER RESOLVED THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Registered Office:

99/2/1 & 9, Madhuban Industrial Estate,
Madhuban Dam Road, Rakholi Village,
U.T. of Dadra & Nagar Haveli,
Silvassa 396 230

Date: 29th May, 2018

Place: Mumbai

**By Order of the Board of Directors
For Emmbi Industries Limited**

**Kaushal Patvi
Company Secretary**

NOTES

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. 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.
2. The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 5 to 7 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking appointment/re-appointment as Director under Item Nos. 3, 5, 6, and 7 of the Notice, are also annexed.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution/ Power of Attorney authorising their representative to attend and vote on their behalf at the Meeting.
5. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip, duly filled and signed, mentioning therein details of their DP ID and Client ID / Folio No.
6. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during normal business hours on working days up to the date of AGM.
7. The Register of Members and Share Transfer Register of the Company will remain closed from Friday, 14th September, 2018 to Monday, 24th September, 2018 (both days inclusive) for the purpose of Annual General Meeting and dividend on equity shares, if declared at the meeting.
8. a) Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of bank account details to their respective depository participants(s). We urge the members to utilize the Electronic Clearing System (ECS) for receiving dividends.
b) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Datamatics Business Solutions Limited (Formerly known as Datamatics Financial Services Limited) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Datamatics Business Solutions Limited (Formerly known as Datamatics Financial Services Limited).
c) Address all correspondences, including dividend matters and change in address to the Share Transfer Agents Datamatics Business Solutions Limited (Formerly known as Datamatics Financial Services Limited), Plot No. A-16 and 17, MIDC, Part B Cross Lane, Marol, Andheri (East), Mumbai 400 093, Tel. No. 66712151-56; Fax No. 66712011; e-mail id: investorsqry@dfssl.com.
d) Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Datamatics Business Solutions Limited (Formerly known as Datamatics Financial Services Limited) for assistance in this regard.
e) In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

- f) Quote ledger folio numbers, Client ID and DP ID in all their correspondence.
 - g) Bring their copies of the Annual Report and the Attendance Slips with them at the Annual General Meeting.
 - h) Members are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.
9. The dividend, if declared at the Annual General Meeting, would be paid/dispatched on or before 23rd October, 2018 to those persons or their mandates:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on 13th September, 2018 in the list of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form; and
 - (b) whose 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 Agents on or before 24th September, 2018.
 10. (a) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.
 - b) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their DPs in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.
 11. Members wishing to claim dividends of previous years, which remain unclaimed, are requested to correspond with Mr. Kaushal Patvi, Compliance Officer and Company Secretary, at the Company's Corporate Office. Members are requested to note that Dividends not encashed or claimed within seven years from the date of transfer to the Company's unpaid dividend account, will, as per Section 124 of the Companies Act, 2013 be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
 12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Datamatics Business Solutions Limited (Formerly known as Datamatics Financial Services Limited).
 13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned below quoting their folio number(s).
 14. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to info@emmbi.com mentioning your Folio/DP ID & Client ID. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
 15. The Annual Report 2017-18 of the Company will be made available on the website of the Company at www.emmbi.com.
 16. The route map showing directions to reach the venue of the Twenty Fourth AGM is annexed.
 17. Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Annual General Meeting (AGM), and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
 18. The Board has appointed Mr. Sanjay Dholakia, Practising Company Secretary, Membership No. FCS 2655 & CP 1798 as the Scrutinizer to scrutinise the remote e-voting in a fair and transparent manner and to count the votes casted in favour or against the resolutions proposed from item No. 1 to 7 of the Notice as mentioned hereinabove and to comply with the provisions of Section 108 of the Companies Act, 2013. He will submit his report within 72 hours from the date of conclusion of AGM to the Chairman of the Company and the same will be uploaded on the website of the Company.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 21st September, 2018 from 9.00 am and ends on Sunday, 23rd September, 2018 at 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 17th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Registered Office:
99/2/1 & 9, Madhuban Industrial Estate,
Madhuban Dam Road, Rakholi Village,
U.T. of Dadra & Nagar Haveli,
Silvassa 396 230

**By Order of the Board of Directors
For Emmbi Industries Limited**

Date: 29th May, 2018
Place: Mumbai

**Kaushal Patvi
Company Secretary**

Details of Directors seeking appointment/re-appointment as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Name of the Director	Mr. Makrand M. Appalwar	Mr. Rama Krishnan	Mr. Krishnan Subramanian
Date of Birth	21/11/1969	11/09/1935	30/11/1969
Nationality	Indian	Indian	Indian
Date of Appointment / Re-Appointment on the Board	01/04/2015	31/03/2018	29/05/2018
Qualifications	Graduate in Electronics & Telecommunications and an alumnus of MIT Sloan School of Management, Boston .	Fellow Member, Institute of Company Secretaries of India (F.C.S.), Fellow member, Institute of Directors, London and Fellow Member, Chartered Institute for Securities & Investment, London.	Graduate of the Birla Institute of Technology & Science (BITS), Pilani, & a post-graduate alumnus of MIT–Sloan School of Management. Accounting Diploma and is a certified IFRS specialist
Expertise in specific functional area	Wide experience in sales, marketing, manufacturing & production, branding and corporate affairs.	Wide experience in the field of secretarial, compliance, legal, company law, finance and project management .	Strategic Planning, Risk Management, Private Equity & M&As.
Number of shares held in the Company	38,25,150 equity shares of ₹ 10/- each.	Nil	50,000 equity shares of ₹ 10/- each.
List of the directorships held in other companies*	Nil		
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Nil	Nil	Nil
Relationships between Directors inter-se	Husband of Mrs. Rinku M. Appalwar, Director & CFO.	Nil	Nil

*Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn please refer to the Corporate Governance Report.

In terms of Section 152(6) of the Companies Act, 2013, Mr. Makrand M. Appalwar shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment.

Mr. Makrand M. Appalwar as a Whole-time Director of the Company designated as “Chairman and Managing Director” for a period of five years effective from 1st April, 2015. As per the terms of his appointment, re-appointment at the AGM as a director retiring by rotation would not constitute break in his appointment as a Whole-time Director designated as Chairman and Managing Director.

Mr. Makrand M. Appalwar being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Upon his re-appointment as a director, Mr. Makrand M. Appalwar shall continue to hold office as a Whole-time Director designated as “Chairman & Managing Director”. Accordingly, the Board recommends his re-appointment.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013
SPECIAL BUSINESS

Item No.5:

The Board of Directors of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee, has appointed Mr. Rama A. Krishnan (DIN No. 00546256) on 31st March, 2018, as an Additional Director (Independent and Non-Executive) on the Board of Directors of the Company, in terms of section 161 of the Companies Act, 2013 for a term of 5 (five) consecutive years commencing from 31st March, 2018 to 30th March, 2023. He holds office upto the date of this Annual General Meeting pursuant to section 161 of the Companies Act, 2013 and the Articles of Association of the Company.

The Company has received notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company.

Mr. Rama Krishnan is the Founder President and Past President for three years (1970 to 1973) of the Institute of Company Secretaries of India (ICSI). He is a Fellow Member, Institute of Company Secretaries of India (F.C.S.), Fellow member, Institute of Directors, London and Fellow Member, Chartered Institute for Securities & Investment, London. Mr. Krishnan is a Member, LLP Committee of the Ministry of Corporate Affairs. He was the Chairman, Core Group on “Draft Rules of the Companies Act 2013” notified by the Ministry of Corporate Affairs. He is a Senior Member, Corporate Affairs Committee, PHD Chamber of Commerce.

He was invited by the Government of India to espouse case for EU VAT Reciprocity on behalf of Govt. of India to Germany in April, 2000, September 2007 and 2013. He was the Member, Indian Delegation led by Minister for Commerce and Industry to USA in 2003. He was nominated by Ministry of Finance, Government of India as a Member of Corporate Governance Committee. He was further nominated thrice by Government of India as a Member of the Advisory Committee on Company Law. He Appeared before the Parliamentary Standing Committee on Companies Amendment Bill 2000 and the Competition Bill 2000. He has visited Australia and New Zealand as a Member of Indian Government Export Promotion Council. He was invited by UNCTAD to carry out of a research study on MRTTP Act of India.

Mr. Krishnan was elected as the FIRST PRESIDENT of the Institute of Company Secretaries of India in 1970, re-elected for two further consecutive terms – the longest tenure held by anyone as the President of the Institute for 3 continuous terms. He was nominated by the Ministry of Corporate Affairs as their nominee on the Council of ICSI twice for a term of three years each. Served the ICSI Council for 15 years – the longest tenure held by any individual.

Mr. Krishnan does not hold any Equity Shares in the Company. Mr. Krishnan is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has received a declaration from Mr. Krishnan stating that he meets with the criteria of independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Copy of the draft letter of appointment of Mr. Krishnan is available for inspection at the Registered office of the Company and will also be available for inspection at the Annual General Meeting of the Company.

The Board is of the view that Mr. Krishnan’s knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends his appointment to the Members.

Save and except Mr. Krishnan, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item No. 6 & 7:

The Board of Directors contemplates significant diversification and expansion of the Companies activities in the near future. This will entail evaluation of potential projects along with assessment of the long term funding requirements. Accordingly the Directors have identified, Mr. Krishnan Subramanian who has years of experience in the field of project management and project financing. Accordingly the Directors consider it expedient and in the Company’s interest to induct Mr. Krishnan Subramanian as a Wholetime Director of the Company.

Mr. Krishnan Subramanian is appointed as an Additional Director of the Company in the Board Meeting held on 29th May, 2018 till the conclusion of ensuing Annual General meeting of the Company.

Mr. Krishnan Subramanian has an experience of over 25 years in the fields of Strategic Planning, Risk Management, Private Equity and M&As. He holds a key influencer and executive role at India’s largest privately held logistics entity, which has supra-national ownership. In addition he is an active investor in the start-up space in India, Singapore and the US. Some of the assignments he has been engaged with include fund raise in excess of \$500 million, mergers of over \$3 bn, valuation exercises of over \$1 bn. His professional career has been associated with the Banking, Information Technology, Manufacturing, and Services verticals, and given him the rich exposure of working with 60 different nationalities.

Mr. Krishnan Subramanian is a graduate of the Birla Institute of Technology & Science (BITS), Pilani, India and a post-graduate alumnus of MIT–Sloan School of Management. He also holds an Accounting Diploma and is a certified IFRS specialist.

Accordingly, consent of the members is sought for passing a special resolution for him for appointment as Director of the Company.

Save and except Mr. Krishnan Subramanian, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 and 7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 and Special Resolution set out at Item No. 7 of the Notice for approval of the Members.