

# **RESOLUTIONS TO BE TRANSACTED AT 41<sup>St</sup> ANNUAL GENERAL MEETING**

## **AS ORDINARY BUSINESS**

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

**RESOLVED THAT** the audited financial statements of the Company including Profit & Loss Account for the year ended on 31<sup>st</sup> March, 2014 and audited Balance Sheet as at 31<sup>st</sup> March 2015 together with Directors' and Auditors' Reports thereon be and are hereby received, approved and adopted”.

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

**“RESOLVED THAT** Shri Avadh B. Lal (DIN 03533533), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation”.

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

**“RESOLVED THAT** Shri T S Pradhan (DIN 02357004), who retires by rotation and has shown his unwillingness to be re- appointed as Director of the Company”.

- 4. 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, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies(Audit and Auditors), Rules 2014(including any statutory modification(s) or re-enactments thereof, for the time being in force), M/s Jain Kapoor & Co., Chartered Accountants (ICAI Firm Registration No. 000705C), who have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the relevant Rules and have offered themselves for re-appointment, be and are hereby re-appointed as Statutory Auditors of the Company to hold office till the conclusion of 42<sup>nd</sup> Annual General Meeting of the Company on such remuneration plus service tax, out of pocket, travelling and living expenses as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

## **AS SPECIAL BUSINESS**

### **5. APPOINTMENT OF MRS. MALA AGARWAL AS AN INDEPENDENT DIRECTOR**

**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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. MALA AGARWAL (DIN: 07134639), who was appointed as an Additional Director (Woman Independent Director) on the board and who ceases to hold office in terms of the provisions of section 161 of the Companies Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company to hold office for five years from date of her appointment not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

### **6. RE-APPOINTMENT OF SHRI DHARAM MOHAN AS AN INDEPENDENT DIRECTOR**

**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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement Shri DHARAM MOHAN (DIN: 00161800) who was appointed as an Independent Director, subject to approval of shareholders in the general meeting and is not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five years from date of his appointment.

### **7. RE-APPOINTMENT OF SHRI RAKESH SETH AS AN INDEPENDENT DIRECTOR**

**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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement Shri RAKESH SETH (DIN: 03533529) who was appointed as an Independent Director, subject to approval of shareholders in the general meeting and is not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five years from date of his appointment.