

**BIRDHI CHAND PANNALAL AGENCIES LIMITED**  
**Registered Office: 3 SATNARAYAN TEMPLE, ROAD**  
**1ST FLOOR, ROOM NO-3, SALKIA**  
**CIN:- L51909WB1985PLC186698**  
**Email: [info@birdhichand.in](mailto:info@birdhichand.in)**

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the Extra Ordinary General Meeting of the members of the Company will be held on Friday, 14<sup>th</sup> November, 2014, 11.00 am, at Level 6, Constantia, Conference Hall, 11, U N Brahmachari Road, Kolkata-700017, to transact the following business:

Accordingly, your consent is sought for the proposal as contained in the resolutions attached along with an explanatory statement pertaining to the resolutions setting out all material facts and the reasons thereof.

**SPECIAL BUSINESS:-**

**ITEM # 1 Appointment of Mr. Krishan Gopal Rathi**

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

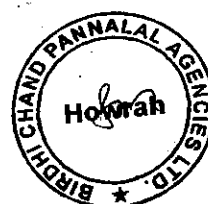
**"RESOLVED THAT** pursuant to the provisions of Sections 196,197,203 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the act and the rules made there under, as amended from time to time, and subject to the approval of Central Government or other Government Authority/agency/board, if any, the consent of the Shareholders of the company be and is hereby accorded to appoint Mr. Krishan Gopal Rathi (DIN: 00595975) as the Managing Director of the Company for a period of Three (3) years commencing from 14<sup>th</sup> November, 2014 to 13<sup>th</sup> November, 2017 upon the terms & conditions set out in the Explanatory Statement annexed to the Notice convening the Meeting"

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**ITEM # 2 Appointment of Mr. Kishan Lal Soni**

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

**"RESOLVED THAT** Mr. Kishan Lal Soni (DIN: 06902541) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14<sup>th</sup> October, 2014, in terms of Section 161 of the Companies Act, 2013 and Article 52 of the Articles of Association of the Company and the Company seeks the approval from its Shareholders in the Extra-Ordinary General Meeting, to appoint him as a Non Executive Independent Director of the Company to hold



office for 5 (Five) consecutive years commencing from 14<sup>th</sup> November, 2014 to 13<sup>th</sup> November, 2019 and whose office shall not be liable to retire by rotation”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**ITEM # 3 Increase in the Authorized Share Capital of the Company**

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 61 and other applicable provisions of the Companies Act, 2013, and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), the Authorized Share Capital of the Company be and is hereby increased from Rs. 3,25,00,000/- to Rs. 6,00,00,000/- by the creation of 27,50,000 Equity shares of Rs.10/- each ranking pari - passu in all respects with the existing shares in the company and consequential amendments in the Memorandum of Association.

**ITEM # 4 Alteration of the Capital Clause of the Memorandum of Association**

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

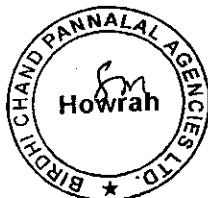
**“RESOLVED THAT,** pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

V. The Authorized Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) Equity shares of Rs. 10/- ( Rupees Ten Only) each.

**ITEM # 5 Issue of Equity Shares on Preferential Basis:**

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

**“RESOLVED THAT** pursuant to Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to the approval, consent, permission and / or sanction, as may be required, of the appropriate authorities, (hereinafter collectively referred to as “the appropriate authorities”), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and / or sanction (hereinafter referred to as “the requisite approvals”), and which may be agreed to by the Board of Directors of the Company (hereinafter



called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorized to create, offer, issue and allot, from time to time in one or more tranches, 25,60,000 (Twenty Five Lacs Sixty Thousand) Equity Shares to be subscribed by body corporates, individuals or other entities, whether or not such investors are Members of the Company, under a preferential issue through offer letter and/or circular and/or information memorandum and/or such other documents / writings, in such a manner and on such terms and conditions as may be determined by the Board in its absolute discretion; provided that the price of the equity shares so issued shall not be less than Rs. 50/- (including a premium of Rs. 40/-) per equity share of Rs.10/- each being the price with respect to the Relevant Date i.e. 14<sup>th</sup> October, 2014, as prescribed under the Regulations for Preferential Issues contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any statutory modification or re-enactment thereof for the time being in force.

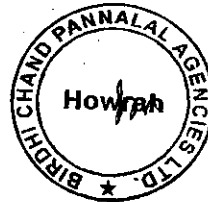
**RESOLVED FURTHER THAT** the equity shares to be so issued and allotted shall be subject to the provisions of Memorandum & Articles of Association of the company and shall rank pari passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid special resolution under Sections 42 & 62 of the Companies Act, 2013, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the said Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, or any Director(s) or officer(s) of the Company to give effect to the aforesaid resolution.

**For and on behalf of Board of Directors  
Birdhi Chand Pannalal Agencies Limited**

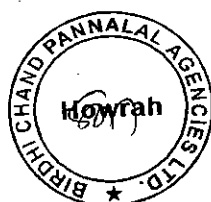
  
**Company Secretary**



**Place: Kolkata  
Dated: 20<sup>th</sup> October, 2014**

**Notes:**

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The notice is being sent to all members, whose names appear on the Register of Members/ List of Beneficial Owners.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE 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.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
4. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his/her absence, by the next named member.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Members/Proxies are requested to bring their Attendance Slip for attending the meeting.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The voting rights of the members shall be in proportion to their shares of the Paid up Equity Share Capital of the company.
9. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the members are informed that the Company is pleased to offer e-voting facility to cast the vote electronically. The Company has made necessary arrangement with the Central Depository Services (India) Limited (CDSL) to facilitate e-voting.
10. The Board of Directors of the Company has appointed Ms Monalisa Datta, Practising Company Secretary, to conduct the E-voting process in a fair and transparent manner and to receive and scrutinize the complete votes received from the members. After completion of her scrutiny, the Scrutinizer will submit the report to the Chairman. The Scrutinizer will submit the report to the Chairman after scrutiny of the votes received and the result of the E-voting shall be declared by the Chairman, or in their absence, by any other person authorized by the Chairman, on Saturday, November 15 2014 at 6.00pm at the Registered Office of the Company at 3, Satnarayan Temple Road, 1<sup>st</sup> Floor, Room No-3, Salkia, Howrah-71106, West Bengal. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman or by the authorized person, if the result of



the E-Voting indicates that the requisite majority of the Members had assented to the resolution.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)

The e-voting facility will be available during the following voting period.

Commencement of e-voting	From 10.01 a.m of 08 <sup>th</sup> day of November, 2014
End of E-voting	Upto 6.00 p.m of 10 <sup>th</sup> day of November, 2014

E-voting shall not be allowed beyond 6.00 p.m. of 10<sup>th</sup> day of November, 2014.

The detailed procedure is mentioned below.

## 11. e-Voting Procedure

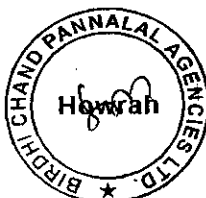
### A. The instructions for members for voting electronically are as under:-

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- ii. Click on "Shareholders" tab.
- iii. Now, select "BIRDHI CHAND PANNALAL AGENCIES LIMITED" from the drop down menu and click on "SUBMIT"
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

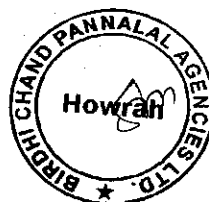


<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc.</li> </ul> <p>Example:            (1) Mr. V. N. Swami and Folio Number is S00245, the PAN will be VN000S0245            (2) M/s. 4Square Company Ltd. and Folio Number is C0052 the PAN will be 4S000C0052</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut off date (Record Date) of 17<sup>th</sup> October,2014</li> </ul>

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly to 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.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for "Birdhi Chand Pannalal Agencies Limited" on which you choose to vote.
- xii) 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.



- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- B. The voting period begins on 08.11.2014 (10:01 a.m.) and ends on 10.11.2014 (6:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 17.10.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- D. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in employment of the Company and make a Scrutinizer's Report of the



Votes cast in favour or against, if any, forthwith to the Managing Director of the Company.

- E. The results of e-voting shall be declared on or after the EGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company website: [info@birdhichand.in](mailto:info@birdhichand.in) and on the website of CDSL and the same be communicated to the Stock Exchange(s).
- F. Kindly note that once you have casted your vote, you cannot modify or vote on poll at the Extra-Ordinary General Meeting. However, you can attend the meeting and participate in the discussions, if any.

**12.** The Scrutinizer's decision on the validity or otherwise of the E Voting will be Final.





## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item 1 to 5 of the accompanying Notice dated

### **Item No. 1**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and rules made there under and the Articles of Association of the Company, Mr. Krishan Gopal Rathi as an Additional Director of the Company with effect from October 14, 2014.

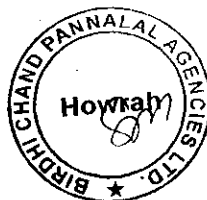
The Board of Directors of the Company proposes to appoint Mr. Krishan Gopal Rathi as a Managing Director, pursuant to the provisions of Section 196,197 of the Companies Act, 2013 and the rules made there under at the Extra-Ordinary General Meeting to be held on 14<sup>th</sup> November, 2014, and for that the company seeks the approval of its Shareholders at the Extra Ordinary General Meeting.

The Principal Terms of appointment and remuneration of Mr. Krishan Gopal Rathi (Din No: 00595975), Managing Director are as follows:

1. Tenure of Agreement: For a period of 3 years commencing from 14.11.2014 to 13.11.2017
2. Salary, Allowances and Commission (hereinafter referred to as Remuneration
  - a) Basic Salary: Rs. 15000/- per month
  - b) **Perquisites/Allowances:**
    - i) **Medical Expenses:** Reimbursement of actual medical expenses incurred in India including hospitalization, nursing homes and surgical charges for himself & family including premium on medical insurance.
    - ii) **Travel Concession/ Assistance:** Travel Concession/Assistance (domestic) in respect of himself and his family.
    - iii) **Personal Accident Insurance:** Personal Accident Insurance policy as per rules of the Company.
    - iv) **Leave:** Leave with full pay or encashment thereof, as per the rules of the Company.
    - v) **Communication Facilities:** Telephone, Tele fax & other communication facilities at residence.
    - vi) **Other Perquisites:** Subject to overall ceiling on remuneration, Mr. Krishan Gopal Rathi, may be given other allowances & expenses including expenses incurred for business of the Company and such other perquisites and allowances in accordance with the rules of the Company.  
The value of such perquisites/allowances shall not exceed in aggregate One Hundred and Fifty Percent of the annual basic salary.

### 3. **Minimum Remuneration:**

Notwithstanding anything herein contained, where in any financial year during the period of his office as Managing Director, the Company has no profits or its profits are inadequate,



the Company may, subject to the requisite approvals, pay Mr. Krishan Gopal Rathi, remuneration by way of salary, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Krishan Gopal Rathi.

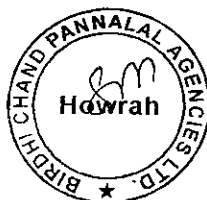
**4. Nature of Duties:**

- a) The Managing Director shall devote his whole time attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company including performing duties as assigned by the Board from time to time.
- b) The Managing Director shall not exceed the powers so delegated by the Board pursuant to Clause 2(a) above.
- c) The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

**5. Other Terms & Condition:**

- a) The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:
  - i) if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
  - ii) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the Agreement to be executed between the Company and the Managing Director; or
  - iii) In the event the Board expresses its loss of confidence in the Managing Director.
- b) In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- c) If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Krishan Gopal Rathi, will cease to be the Managing Director and also cease to be a Director. If at any time, Mr. Krishan Gopal Rathi, ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and the Agreement shall forthwith terminate.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.



The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

Except Mr. Krishan Gopal Rathi, being an appointee, none of the other Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice

## **Item No. 2**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and rules made there under and the Articles of Association of the Company, Mr. Kishan Lal Soni as an Additional Director of the Company with effect from October 14, 2014.

Mr. Kishan Lal Soni is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

As per the said Section 149, a Non-Executive Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Kishan Lal Soni that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Kishan Lal Soni possesses appropriate skills, experience and knowledge; inter alia, in the field of finance and accounts.

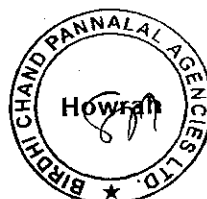
In the opinion of the Board, Mr. Kishan Lal Soni fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Kishan Lal Soni is independent of the management.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Kishan Lal Soni is appointed as Non Executive Independent Director.

Copy of the draft letter for appointment of Mr. Kishan Lal Soni as Non Executive Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Board commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the shareholders.



Except Mr. Kishan Lal Soni, being an appointee, none of the other Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice

#### **Item # 3 & 4**

The Authorized Share Capital of the company presently stands at Rs. 3,25,00,000/- divided into 32,50,000 Equity Shares of Rs. 10/- each. It is desirable to increase Authorized Share capital in turn to increase the paid up capital in proper ratio to accommodate proposed preferential issue. It is therefore considered advisable to increase the Authorized Share Capital of the company from Rs. 3,25,00,000/- to Rs. 6,00,00,000/- by creation of further Equity shares of 27,50,000 of Rs. 10/- each which will rank pari-passu in all respects with the existing Equity Shares in the company. Consequent upon the increase in Authorized Share Capital of the Company the existing Clause V of the Memorandum of Association requires alteration so as to reflect the increase in the Share Capital.

The board recommends the above resolution for your approval.

None of the Directors is interested in the above resolution.

#### **Item # 5:**

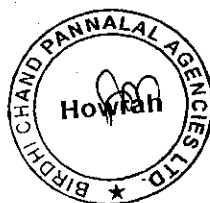
**Objects of the Issue:** To achieve over-all objective of sustained growth and wealth maximization, the Company requires funds in order to part finance organic business plans, brand initiatives, working capital purposes, enhance its long term resources and thereby strengthening the financial structure of the Company and general operational and corporate needs permitted by applicable laws.

The company has a comprehensive plan to explore various following opportunities:

To part finance the working capital expenditures.

In order to achieve the above objectives and strengthen its business model, the company plans to augment long term resources of near about Rs. 13 Crores. For this purpose and for general corporate purposes, as may be decided by the Board in the best interest of the company, it is proposed to issue 25,60,000 Equity shares of the company to certain individuals, corporate bodies, institutional investors as details given below on a preferential allotment basis, in terms of the Regulations for Preferential Issues contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, including any statutory modification or re-enactment thereof for the time being in force.

**The details of the issue and other particulars as required in terms of the Preferential Issue Regulations are given as under:**



1. **Securities to be issued:** The resolution set out in the accompanying Notice entitles the Board to issue equity shares as may be deemed appropriate in the best interest of the Company.
2. **Lock-in:** The securities issued under the above Preferential Issue shall be locked-in for a period of 1 (one) year from the date of trading approval granted for such shares, as specified in Chapter VII of SEBI (ICDR) Regulations, 2009.
3. **Certification from Statutory Auditors:** The Statutory Auditors of the Company have certified that the issue of shares is being made in accordance with the SEBI ICDR Regulations. Such Certificate will be placed before the shareholders at their meeting and will also be open for inspection at the Registered Office of the Company from 11:00 A.M. TO 2:00 P.M. on any working day up to the date of the meeting.
4. **Pricing of the Equity Shares:** Each equity share of the face value of Rs. 10 shall be issued at a price not being less than Rs.50.00 (including a premium of Rs.40.00) per equity share. Pricing of Issue has decided by the Board of Directors of the Company, which is higher than the price determined in terms of Regulation 76 of SEBI (ICDR) Regulations as on relevant date. **Currently, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following:**

**a) In case of frequently traded shares:**

The allotment of securities on preferential basis can be made at a price not less than higher of the following:

- The average of the weekly high and low of volume weighted average prices of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date;

Or,

- The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

“frequently traded shares” means shares of an issuer, in which the traded turnover on any stock exchange during the twelve calendar months preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares. ”

**b) In case of Infrequently traded shares:**



The price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies:

Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent merchant banker or an independent chartered accountant in practice having a minimum experience of ten years, to the stock exchange where the equity shares of the issuer are listed.

The Relevant Date for the purpose of pricing of the Equity Shares is 14<sup>th</sup> October, 2014

“Stock Exchange” for this purpose shall mean BSE Limited. Though, the shares of the Company are listed in both BSE Limited and The Calcutta Stock Exchange Limited. There has not been any trading in shares of our Company on Calcutta Stock Exchange Limited in last 26 weeks preceding the relevant date. The Company’s shares got admitted for trading in BSE Limited w.e.f. 26<sup>th</sup> May, 2014 only and the prices of related equity shares are not available for the entire twenty six weeks preceding the relevant date with BSE Limited.

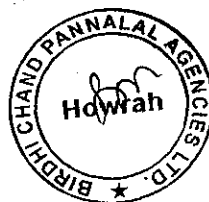
The Company's total trading during the twelve months preceding the relevant date is 0.0048% only, which is less than 10% of the shares of total paid up capital of the Company and the Company is coming under infrequently traded shares category. Since, the Company's shares are coming under Infrequently traded shares category, the price at which the equity shares to be issued will be determined by taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares.

**Relevant Date:** The Relevant date for the purpose of determining the price of shares in accordance with pricing method given in Chapter VII of SEBI (ICDR) Regulations, 2009 is 14<sup>th</sup> October, 2014 i.e. 30 days before the Extra Ordinary General Meeting.

#### 5. Undertakings:

- i. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

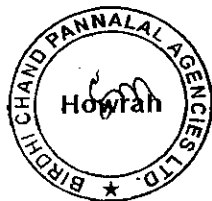
#### 6. Particulars of Subscribers & Intention of Promoters / directors / Key Managerial Persons to Subscribe the Offer: No Promoters, directors or key managerial has shown their intent to subscribe this preferential issue. The Details of subscribers of the said preferential issue are given as below:



Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
1	ANITA	Non-Promoter	10000	0.17
2	ABHISHEK ASHOK MEHTA	Non-Promoter	10000	0.17
3.	ADITYAVIKRAM ADUKIA	Non-Promoter	10000	0.17
4.	AINUL ANWAR SHAIKH	Non-Promoter	10000	0.17
5.	AISHWARYA GADODIA	Non-Promoter	10000	0.17
6.	AJAY KUMAR JAIN	Non-Promoter	10000	0.17
7.	AJIT LAXMICHAND JAIN	Non-Promoter	10000	0.17
8.	AJIT LAXMICHAND JAIN (HUF)	Non-Promoter	10000	0.17
9.	AKHIL ASHOK MEHTA	Non-Promoter	10000	0.17
10.	AKSHAT PRAMODKUMAR CHAUDHARY	Non-Promoter	10000	0.17
11.	AMIT GANGULY	Non-Promoter	25000	0.43
12.	ANIL MISHRILAL JAIN	Non-Promoter	10000	0.17
13.	ANIL AGARWAL	Non-Promoter	10000	0.17
14.	ANIL BASANTILAL PAMECHA	Non-Promoter	10000	0.17
15.	ANILKUMAR M MEHTA HUF	Non-Promoter	10000	0.17
16.	ANILKUMAR MANEKLAL MEHTA	Non-Promoter	10000	0.17
17.	ANJANA P SHAH	Non-Promoter	10000	0.17
18.	ANKIT SUBHASHCHANDRA AGRAWAL	Non-Promoter	5000	0.09
19.	ANUJ KHETAN	Non-Promoter	25000	0.43
20.	ANUSHREE VIJAY KHETAN	Non-Promoter	25000	0.43

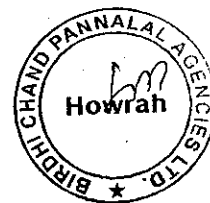


Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
21.	ARVIND K AGARWAL	Non-Promoter	10000	0.17
22.	ARVIND KUMAR AGARWAL	Non-Promoter	10000	0.17
23.	ASGERALIE PORBANDERWALA	Non-Promoter	20000	0.34
24.	ASHA PRAKASH JAIN	Non-Promoter	20000	0.34
25.	ASHOK KHEMKA	Non-Promoter	50000	0.86
26.	ASHOO KHEMKA	Non-Promoter	50000	0.86
27.	AVANTIKA GAUTAM KOTHARI	Non-Promoter	10000	0.17
28.	AYUSH MEHTA	Non-Promoter	15000	0.26
29.	BAHADUR ALI	Non-Promoter	30000	0.52
30.	BHAGWATILAL MOTILAL DHAKAD JAIN	Non-Promoter	10000	0.17
31.	BHAVNA MANOJ JHANGLANI	Non-Promoter	10000	0.17
32.	C CHIRANJEEV	Non-Promoter	10000	0.17
33.	CHETAN JAYANTILAL JAIN	Non-Promoter	10000	0.17
34.	CHIRAG CHETAN CHHEDA	Non-Promoter	10000	0.17
35.	DAYA NAND GOYAL	Non-Promoter	10000	0.17
36.	DEEPAK JAIN	Non-Promoter	10000	0.17
37.	DEEPAK KUMAR BAFANA	Non-Promoter	5000	0.09
38.	DEVENDRA BANSAL	Non-Promoter	10000	0.17
39.	DEVI DHALAWAT LAD	Non-Promoter	10000	0.17
40.	DHANKANI NILESH JETHANAND	Non-Promoter	10000	0.17
41.	DHANRAJ INDERCHAND KOCHAR	Non-Promoter	10000	0.17

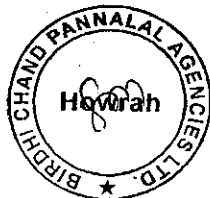




Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
42.	DHARMESH TULSIDAS PAREKH	Non-Promoter	10000	0.17
43.	DHIRENDRA AGARWAL	Non-Promoter	10000	0.17
44.	DHIRESH SHASHIKANT GOSALIA	Non-Promoter	15000	0.26
45.	DILIP KUMAR	Non-Promoter	10000	0.17
46.	DILIP KUMAR SAHA	Non-Promoter	12500	0.22
47.	DILIPKUMAR MITHDOLAL HUF	Non-Promoter	10000	0.17
48.	DINESH DALICHAND VORA	Non-Promoter	10000	0.17
49.	DINESH MAHESHWARI	Non-Promoter	10000	0.17
50.	DIVYA SHEKHAWAT	Non-Promoter	20000	0.34
51.	GAGAN ASHOK KUMAR KHEMKA	Non-Promoter	50000	0.86
52.	GAUTAM SUKHLAL KOTHARI	Non-Promoter	10000	0.17
53.	GEET NARESH CHADHA	Non-Promoter	10000	0.17
54.	GOPAL KRISHNA AGRAWAL	Non-Promoter	10000	0.17
55.	GULABBEN HIRALAL JAIN	Non-Promoter	10000	0.17
56.	GUPTA PRAVINCHAND	Non-Promoter	10000	0.17
57.	HAKIM SALEHBHAI PORBUNDERWALA	Non-Promoter	10000	0.17
58.	HARSAL P DEVANI	Non-Promoter	10000	0.17
59.	HARSH AGRAWAL	Non-Promoter	25000	0.43
60.	HARSHIT BAHETI	Non-Promoter	10000	0.17
61.	HEMANT SHOBHALAL ACHHA	Non-Promoter	10000	0.17
62.	HITESH MANGHARAM TAHILIANI	Non-Promoter	10000	0.17



Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
63.	HITESH UTTAM MEHTA	Non-Promoter	10000	0.17
64. *	JAFFER IDRIS PORBANDERWALA	Non-Promoter	10000	0.17
65.	JAGDISH PRASAD AGARWAL	Non-Promoter	135000	2.32
66.	JAGSON COLOURCHEM LTD **	Non-Promoter	20000	0.34
67.	JAIN ASHISH OMPRAKASH	Non-Promoter	10000	0.17
68.	JATAN KANWAR	Non-Promoter	20000	0.34
69.	JITENDRA RAMPURIA	Non-Promoter	10000	0.17
70.	JITENDRABHAI SHIVPUJANBHAI GUPTA	Non-Promoter	10000	0.17
71.	K. SRINIVAS SUBRAMANYAM	Non-Promoter	5000	0.09
72.	KAILASH PRASAD SHARMA	Non-Promoter	10000	0.17
73.	KAJOL LALIT TEKCHANDANI	Non-Promoter	10000	0.17
74.	KALPANABEN SUBHASHCHANDRA AGRAWAL	Non-Promoter	5000	0.09
75.	KAMAL MEHTA	Non-Promoter	10000	0.17
76.	KAMINI RAMPURIA	Non-Promoter	5000	0.09
77.	KAMLESH KUMAR MITHOOLAL HUF	Non-Promoter	10000	0.17
78.	KAMLESHKUMAR	Non-Promoter	10000	0.17
79.	KANCHANDEVI CHANDRASINGH SURYA	Non-Promoter	10000	0.17
80.	KANIKA AGARWAL	Non-Promoter	17500	0.30
81.	KANTHETI JYOTHIRMAYEE	Non-Promoter	5000	0.09
82.	KISHOR BANSAL	Non-Promoter	10000	0.17
83.	KRISHNA AGRAWAL	Non-Promoter	20000	0.34



Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
84.	KUSHUM MANOHAR KHEMKA	Non-Promoter	50000	0.86
85.	LALIT JAIN	Non-Promoter	10000	0.17
86.	LALIT SHYAM TEKCHANDANI	Non-Promoter	10000	0.17
87.	LATA GUPTA	Non-Promoter	10000	0.17
88.	MADHAVI DHIRESH GOSALIA	Non-Promoter	15000	0.26
89.	MADHU JAIN	Non-Promoter	10000	0.17
90.	MADHUR AGRAWAL	Non-Promoter	25000	0.43
91.	MAHAVIR HANSRAJ SHAH	Non-Promoter	10000	0.17
92.	MAHENDRA KUMAR CHAUDHARY	Non-Promoter	20000	0.34
93.	MAHESH GOYAL	Non-Promoter	10000	0.17
94.	MAHESH K AGARWAL	Non-Promoter	10000	0.17
95.	MAHESH MAHESHWARI	Non-Promoter	10000	0.17
96.	MANISH BANG	Non-Promoter	10000	0.17
97.	MANISH V SHAH	Non-Promoter	10000	0.17
98.	MANISHA ANIL PAMECHA	Non-Promoter	10000	0.17
99.	MANJU ANIL JAIN	Non-Promoter	10000	0.17
100.	MANJU BHAGAVATI JAIN	Non-Promoter	10000	0.17
101.	MANJU DEVI	Non-Promoter	10000	0.17
102.	MANOJ SITARAM AGARWAL	Non-Promoter	20000	0.34
103.	MANULLA M KANCHWALA	Non-Promoter	10000	0.17
104.	MEENA KHETAN	Non-Promoter	25000	0.43



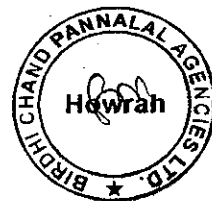
Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
105.	MITHOOLAL CHITARMAL HUF	Non-Promoter	10000	0.17
106.	MITHOOLAL JAIN	Non-Promoter	10000	0.17
107.	MOHANLAL RAJESH KUMAR	Non-Promoter	20000	0.34
108.	NAND KISHORE AGARWAL	Non-Promoter	20000	0.34
109.	NEERAJKUMAR L KOTHARI HUF	Non-Promoter	10000	0.17
110.	NEETA AJIT KHANTER	Non-Promoter	10000	0.17
111.	NEHA LAV CHADHA	Non-Promoter	10000	0.17
112.	NETHAL	Non-Promoter	10000	0.17
113.	NIDHI PRAMODKUMAR CHAUDHARY	Non-Promoter	10000	0.17
114.	NILESH K. AGARWAL	Non-Promoter	10000	0.17
115.	NIRMALCHAND LALCHAND KOTHARI HUF	Non-Promoter	10000	0.17
116.	NISHA BAHETI	Non-Promoter	10000	0.17
117.	OSWAL MOHANLAL SHANTILAL	Non-Promoter	10000	0.17
118.	PALLAVI ARVIND AGARWAL	Non-Promoter	10000	0.17
119.	PARAS KANWAR	Non-Promoter	10000	0.17
120.	PARESH PRAMOD CHAUDHARY	Non-Promoter	10000	0.17
121.	PAWAN KUMAR GOYAL	Non-Promoter	10000	0.17
122.	PAWANKUMAR M GELDA HUF	Non-Promoter	10000	0.17
123.	POONAMALLEE JAYARAMAN NANDAKUMAR	Non-Promoter	10000	0.17
124.	PRADEEP JAYANTILAL JAIN	Non-Promoter	10000	0.17
125.	PRAKASH JAIN HUF	Non-Promoter	10000	0.17



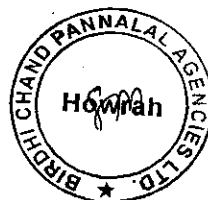
Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
126.	PRAKASH MAHENDRA BAFNA	Non-Promoter	10000	0.17
127.	PRAVEEN SITARAM AGARWAL	Non-Promoter	10000	0.17
128.	PRAVIN MOHANLAL DEVANI	Non-Promoter	10000	0.17
129.	PRAVINCHAND GUPTA HUF	Non-Promoter	10000	0.17
130.	PREMLATA RAKESH JAIN	Non-Promoter	10000	0.17
131.	PUSHPA ANILKUMAR MEHTA	Non-Promoter	10000	0.17
132.	PUSHPENDRA MEHTA	Non-Promoter	10000	0.17
133.	RADHA KRISHNA ARUNACHALAM	Non-Promoter	5000	0.09
134.	RAJENDRA NAGAR	Non-Promoter	10000	0.17
135.	RAJESH KUMAR RAMPURIA	Non-Promoter	10000	0.17
136.	RAKESH KISHANGOPAL AGARWAL	Non-Promoter	10000	0.17
137.	RAKESH KUMAR	Non-Promoter	10000	0.17
138.	RAKESH KUMAR MITHOOLAL HUF	Non-Promoter	10000	0.17
139.	RAMESH BANSHAL	Non-Promoter	10000	0.17
140.	RAMOD KUMAR AGRAWAL	Non-Promoter	15000	0.26
141.	RANU	Non-Promoter	6250	0.11
142.	RASHI PARESH CHAUDHARY	Non-Promoter	10000	0.17
143.	RAVINDRA BHERULAL BHANDARI	Non-Promoter	10000	0.17
144.	RAVINDRA BHERULAL BHANDARI HUF	Non-Promoter	10000	0.17
145.	RAVINDRA SINGH	Non-Promoter	10000	0.17



Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
146.	REHANA MANULLA KANCHWALA	Non-Promoter	10000	0.17
147.	RISHAB SANJAY JAIN	Non-Promoter	10000	0.17
148.	RITA NARESH CHADHA	Non-Promoter	10000	0.17
149.	ROHAN JATIN DAISARIA	Non-Promoter	10000	0.17
150.	ROOPCHAND JITHENDRAKUMAR	Non-Promoter	10000	0.17
151.	RUCHI JAIN	Non-Promoter	10000	0.17
152.	RUPESH RANJAN PRASAD	Non-Promoter	10000	0.17
153.	SACHIN AJITKUMAR ADUKIA	Non-Promoter	20000	0.34
154.	SANCHI CHADHA	Non-Promoter	10000	0.17
155.	SANCHI VIBHOR AGRAWAL	Non-Promoter	10000	0.17
156.	SANDHYA LAKSHMI	Non-Promoter	15000	0.26
157.	SANJAY BAGHEL	Non-Promoter	10000	0.17
158.	SANJAY SHREELAL JAIN	Non-Promoter	10000	0.17
159.	SANKESH RAJESH KUMAR	Non-Promoter	8750	0.15
160.	SANTI RAMPURIA	Non-Promoter	5000	0.09
161.	SARITA JAIN	Non-Promoter	10000	0.17
162.	SASIKALA	Non-Promoter	10000	0.17
163.	SATYABROTA DUTTA	Non-Promoter	10000	0.17
164.	SHAILESH VERMA	Non-Promoter	10000	0.17
165.	SHANTI BAI	Non-Promoter	10000	0.17
166.	SHILPIN	Non-Promoter	10000	0.17



Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
167.	SHREEYA KHEMKA	Non-Promoter	50000	0.86
168.	SHRIKANT BANG	Non-Promoter	10000	0.17
169.	SHRUTI AGARWAL	Non-Promoter	20000	0.34
170.	SIDHARTHA DUTTA	Non-Promoter	10000	0.17
171.	SUBHASH SUGANCHAND AGRAWAL HUF	Non-Promoter	5000	0.09
172.	SUBHASHCHANDRA MEHTA	Non-Promoter	20000	0.34
173.	SUDHAKAR SEETAMRAJU	Non-Promoter	5000	0.09
174.	SULTAN ALI	Non-Promoter	30000	0.52
175.	SUMAN RAJESHKUMAR	Non-Promoter	5000	0.09
176.	SUNEEL GAURINANDAN RAJPOOT	Non-Promoter	10000	0.17
177.	SUNIL CHOUDHARY	Non-Promoter	10000	0.17
178.	SUNITA SHARMA	Non-Promoter	10000	0.17
179.	SUNITHA KUMARI	Non-Promoter	10000	0.17
180.	SUNNY JAIN	Non-Promoter	20000	0.34
181.	SUNNY LUNIYA	Non-Promoter	5000	0.09
182.	SURESH MITHALAL DHAKAD	Non-Promoter	10000	0.17
183.	TANIMA GANGULY	Non-Promoter	15000	0.26
184.	TANSUKHLAL MITHALAL JAIN	Non-Promoter	20000	0.34
185.	TANUSHREE GANGULY	Non-Promoter	25000	0.43
186.	TASNEEM PORBANDERWALA	Non-Promoter	10000	0.17
187.	TOFIQ HUSSIEN PORBANDERWALA	Non-Promoter	10000	0.17



Sr. No.	Name of Proposed Subscriber	Category	No. of Equity shares	% of post issue / Allotment
188.	UJJWALA MAHESH AGRAWAL	Non-Promoter	10000	0.17
189.	UMA JHUNJHUNWALA	Non-Promoter	10000	0.17
190.	UMA RANI SEETHAMRAJU	Non-Promoter	5000	0.09
191.	VARSHABEN PRAVINBHAI DEVANI	Non-Promoter	10000	0.17
192	VIJAY KHETAN H.U.F.	Non-Promoter	25000	0.43
193	VIJAY S KHETAN	Non-Promoter	25000	0.43
194	VIKASKUMAR UGAMRAJ JAIN	Non-Promoter	10000	0.17
	TOTAL		2560000	

The Identity of the natural persons, who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed Allottees is as follows:

**\*\* JAGSON COLOURCHEM LTD**

The Allottee is controlled by Mr. Abhishek Dineshbhai Jagnani and Mr. Dinesh Girdharilal Jagnani who holds in aggregate 61.48% of the equity capital of the company and therefore they are the ultimate beneficiary of the company.

**7. Under subscription if Any:** Any of the equity shares issued as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any other person/entity/ investor within the same category/class, on the same terms and conditions.

**8. Shareholding Pattern:** The Shareholding pattern giving present position as also considering full allotment of equity shares arising out of securities issued as above is given as below:





Sr.No	Category	Pre - issue		Post Issue	
		No. of Equity Shares	Percentage (%)	No. of Equity shares	Percentage (%)
1	Promoters Holding	847800	26.08	847800	14.59
2	Institutional Investors	---	---	---	---
	a) Mutual Funds & UTI				
	b) Banks, FI, FIs,				
3	Private Corporate Bodies	2202480	67.77	2222480	38.25
4	Indian Public	199720	6.15	2739720	47.16
5	NRI'S and OCB's/Trust and Clearing Members				
	<b>TOTAL</b>	<b>3250000</b>	<b>100.00</b>	<b>5810000</b>	<b>100.00</b>

**9. Consequential Changes in voting Rights and Change in Control:** Voting rights will change in tandem with the shareholding pattern. There will be no change in control of the Company, pursuant to the Preferential Allotment.

**10. Completion of Allotment:** The allotment of the Equity Shares being issued on preferential basis is proposed to be made within 15 days from the date of passing of the resolution by the Members, provided that where the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval.

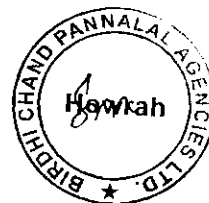
Your Directors recommend the above Resolution for your approval.

None of the Directors is interested in the above resolutions.

**For and on behalf of Board of Directors**

**Birdhi Chand Pannalal Agencies Limited**

Place: Kolkata  
Dated: 20<sup>th</sup> October, 2014



*Suman Murarka*  
Company Secretary

