

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of the Company will be held on Saturday, 30th September, 2017 at 10:00 A.M. at 21-A, 3rd Floor Savitri Bhawan, Commercial Complex, Mukherjee Nagar, New Delhi- 110009 to transact the following business:

Ordinary Business:

Item no.1: Adoption of Financial Statements

To receive, consider and adopt the audited financial statements for the Financial Year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.

Item no. 2: Appointment of Director

To appoint a Director in place of Mr. Nitin Jain (DIN-00861328), who retires by rotation and, being eligible, offers himself for re-appointment.

Item no. 3: Appointment of Auditors

"Resolved That pursuant to the provisions of Section- 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s UBS & Co., Chartered Accountants, (FRN No.012351N) be and is hereby appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their reappointment at every AGM), at such remuneration as may be decided by the Board of Directors of the Company.

Special Business:

Item No 4: Ratification for appointment of Mr. Narender Nath Jain (DIN: 00227948) as Chairman cum Managing Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all 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 thereof for the time being in force), approval of members be and is hereby taken to ratify appointment of Mr. Narender Nath Jain (DIN: 00227948) as Chairman cum Managing Director of the Company, for a period of 5 (Five) years with effect from 7th August, 2017 at a remuneration not exceeding Rs 60,000 (Rupees-Twenty Thousand) per month, whether paid as salary, allowance(s), perquisites or a combination thereof: Provided that the remuneration payable to Mr. Narender Nath Jain as Chairman cum Managing Director of the Company in respective financial year(s), calculated in terms of section 198 of the Companies Act, 2013.

“Resolved further that payment towards the following statutory perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service; and
- c. Encashment of leave at the end of tenure.

“Resolved further that the Board of Directors of the Company be and is hereby authorized to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.”

“Resolved further that the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

Item No 5: Ratification for appointment of Mr. Sanhit Jain (DIN: 05338933) as Whole-time Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all 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 thereof for the time being in force), approval of members of the Company be and is hereby taken to ratify appointment of Mr. Sanhit Jain (DIN: 05338933) as Whole-time Director of the Company, for a period of 5 (Five) years with effect from 7th August, 2017 at a remuneration not exceeding Rs 50,000 (Rupees Fifty Thousand) per month, whether paid as salary, allowance(s), perquisites or a combination thereof: Provided that the remuneration payable to Mr. Sanhit Jain as Whole-time Director of the Company calculated in terms of section 198 of the Companies Act, 2013.