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Mumbai - 400 053.

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Customer Support:
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Registered Office:
135, Continental Building,
Dr. Annie Besant Road,
Worli, Mumbai - 400 018.
CIN: L80301MH2010PLC198405



www.zeelearn.com

September 01, 2017

National Stock Exchange of India Limited
BSE Limited
Luxembourg Stock Exchange

BSE Scrip Code: 533287 NSE Symbol: ZEELEARN

Dear Sir / Madam,

Sub : Notice of the 7TH Annual General Meeting

We wish to inform you that the 7th Annual General Meeting of the Company will be held on Thursday, September 28TH, 2017 at the 'The Hall Of Culture', Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018.

In terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Notice of 7TH Annual General Meeting of the Company.

We request you to take note of the above on your record and oblige.

Thanking you,

Yours faithfully,
For Zee Learn Limited


Bhautesh Shah
Company Secretary

Encl: As above



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NOTICE

NOTICE is hereby given that the Seventh Annual General Meeting of the members of **Zee Learn Limited** will be held on Thursday, the 28th day of September, 2017 at 4.00 p.m., at ‘The Hall of Culture’, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company - on a standalone and consolidated basis, for the financial year ended March 31, 2017 including the Balance Sheet as at March 31, 2017, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.
2. To confirm the payment of Interim Dividend and to declare final Dividend of Re. 0.05 per Equity Share for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. Ajey Kumar (DIN:02278096), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. To re-appoint M/s MGB & Co. LLP, Chartered Accountants, Mumbai, having Firm Registration No. 101169W/W-100035, as the Statutory Auditors of the Company to carry out the Statutory Audit for the Financial Year 2017-18, at a remuneration to be determined by the Board of Directors of the Company.

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

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

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

“**RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions, if any, of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013, and pursuant to the communication received from Mr. Laxmi Narain Goel, Mr. Jawahar Lal Goel, Mr. Ashok Kumar Goel, Mr. Ashok Kurien, Mrs. Sushila Devi (wife of Mr. Jawahar Lal Goel) and other promoter entities in which the aforesaid persons are interested i.e M/s Veena Investment Private Limited (Entity controlled by Mr. Jawahar Lal Goel), M/s Ganjam Trading Company Private Limited (Entity controlled by Mr. Ashok Kumar Goel) and M/s Ambience Business Services Private Limited (Entity controlled by Mr. Ashok Kurien) subject to necessary regulatory approval(s), if any, required, approval be and is hereby granted for reclassifying Mr. Laxmi Narain Goel, Mr. Jawahar Lal Goel, Mr. Ashok Kumar Goel, Mr. Ashok Kurien, Mrs Sushila Devi (wife of Mr. Jawahar Lal Goel) and other promoter entities in which the aforesaid persons are interested i.e M/s Veena Investment Private Limited (Entity controlled by Mr. Jawahar Lal Goel), M/s Ganjam Trading Company Private Limited (Entity controlled by Mr. Ashok Kumar Goel) and M/s Ambience Business Services Private Limited (Entity controlled by Mr. Ashok Kurien) along with their respective family members and persons acting in concert with them (Outgoing Promoters), from Promoter and Promoter Group” category to the “Public” category.

RESOLVED FURTHER THAT subject to such regulatory approvals as may be required, the Outgoing Promoters (as stated above), whether or not holding any shares in the Company, shall not be considered as Persons Acting in concert and / or relatives of the continuing Promoters for the purpose of applicable SEBI Regulations including Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director or Company Secretary of the Company or any other officer(s) of the Company, as it may consider appropriate, in order to give effect to this Resolution including filing of necessary applications / forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other concerned authorities for re-classification and to take such steps expedient or desirable to give effect to this resolution and to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company or of the Board.”

7. **To consider and if thought fit, approve with or without modification(s) the following Resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meeting of Board and its Powers) Rules, 2014 including any statutory modification/s or re-enactment/s thereof, consent of the shareholders of the Company, be and is hereby accorded to the Board of Directors, to give loan/s or any other form of debt to any person or other body corporate/s and / or give guarantee/s and/ or provide security /ies and/or acquire by way of subscription, investment, purchase or otherwise, the securities of any other body corporate/s, its own subsidiary, associate company as may be required from time to time, exceeding sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, as the Board of Directors may think fit, provided that the total loans or investments made, guarantee given, security provided, shall not at any time exceed Rs. 500 crores (Rupees five hundred crores) or limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

8. **To consider and if thought fit, approve with or without modification(s) the following Resolution as a Special Resolution:**

“**RESOLVED THAT** in supersession of the Special Resolution passed by the Members at the 6th Annual General Meeting held on September 19, 2016 and pursuant to Section 94 of the Companies Act, 2013 (‘Act’) read with Companies (Management and Administration) Rules, 2014 and other applicable statutory / regulatory provisions, all the Registers to be kept and maintained by the Company under Section 88 of the Act including Register of Members / Debenture-holders / Other Security-holders, etc., and copies of Annual Returns prepared under Section 92 of the Act together with copies of certificates and documents be kept and maintained at the office(s) of the Company’s Registrar and Share Transfer Agents M/s Link Intime India Private Ltd.,

at their registered office at C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083 or such other office/s of M/s Link Intime India Private Limited within the city of Mumbai as may be decided by them in future, instead of the Registered Office of the Company.”

By order of the Board

Place : Mumbai
Date : April 25, 2017

Hemangi Patil
Company Secretary

Registered Office:
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai – 400 018.

CIN: L80301MH2010PLC198405
E-mail: investor_relations@zeelearn.com

Notes:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority as applicable.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
3. The register of Members and the Share Transfer Books of the Company will be closed from Thursday, September 21, 2017 to Thursday, September 28, 2017 (both days inclusive). Final Equity Dividend, if approved by Members at the Annual General Meeting will be paid on or after September 30, 2017 to all those Equity Shareholders whose name appear in the Register of Members of the Company as on the Book Closure date after giving effect to all valid transfers in physical form lodged with the Company or its Registrar and in the list of beneficial owners furnished by the Depositories, in respect of shares held in electronic form.
4. As per current SEBI Regulations, dividend is required to be credited to shareholders' bank account through National Electronic Clearing Service (NECS) wherever the facility is available and the requisite details / mandate have been provided by the shareholders. Shareholders desirous of availing of this facility may send the ECS form (available on the website of the Company), along with a Xerox copy the cheque pertaining to the bank account where the shareholders would like the payment to be credited, to their Depository Participants in case of shares held in dematerialized form or to the Company's Registrar and Share Transfer Agents ("RTA") in case of shares held in physical form.
5. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
6. Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Directors recommended by the Board for appointment / re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.
7. Members who wish to obtain information on the Financial Statements for the year ended March 31, 2017, may send their queries at least seven days before the Annual General Meeting to the Compliance Officer & Company Secretary at the registered office of the Company or at email id investor_relations@zeelearn.com.
8. Electronic Copy of the Annual Report for 2016-17 is being sent to all the Members whose email IDs are registered with the Company / Depository Participants(s) for communication. For Members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent. The Annual Report may also be accessed on the Company's Corporate Website www.zeelearn.com.
9. Members are requested to notify immediately about any

change in their address/e-mail address /dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's new Registrar and Share Transfer Agent, M/s Link Intime India Private Ltd at C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083. Shareholders holding Equity Shares of the Company in physical form may register their email address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by email, by sending appropriate communication on rnt.helpdesk@linkintime.co.in.

10. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect at any time during the business hours of the Company, the proxies lodged, provided not less than three day's notice in writing is given to the Company.
11. Members / proxies are requested to bring the duly filled attendance slip attached herewith to attend the meeting.
12. The notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] as on the close of business hours on August 18, 2017.
13. **E-voting**
In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide equity shareholders facility to exercise their right to vote at the 7th Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting) from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL) for all the business as detailed in this notice. The remote e-voting period for all items of business contained in this Notice shall commence from September 25, 2017 at 9.00 a.m. and will end on September 27, 2017 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of September 21, 2017, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
14. The facility for voting by way of Ballot / Poll paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
15. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

16. The voting rights of Members either by way of remote e-voting prior to the meeting or by way of Ballot / Poll Paper at the meeting shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on the cut-off date of September 21, 2017.
17. At the Annual General Meeting the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by use of Ballot/ Poll Paper by all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
18. The Company has appointed Ms. Mita Sanghavi, Practicing Company Secretary as Scrutinizer to conduct remote e-voting process as well as Ballot/ Poll Paper voting process at the Annual General Meeting in a fair and transparent manner.
19. The Scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast to the Non- Executive Chairman, who shall countersign the same and declare the results of the voting forthwith.
20. The Results declared along with the Scrutinizer's report shall be placed on the website of the Company www.zeelearn.com and shall also be communicated to the Stock Exchanges and Central Depository Services [India] Limited [CDSL]. The Resolutions, if approved, shall be deemed to be passed, on the date of Annual General Meeting.
18. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Monday, September 25th, 2017 at 9:00 a.m. and ends on Wednesday, September 27th, 2017, at 5 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 (record date) of Thursday, September 21st, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders / Members
 - (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 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:

	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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (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 the relevant <Zee Learn 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a 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) 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.

- (xix) 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.
- (xx) 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.

Mr. Laxmi Narain Goel, Mr. Jawahar Lal Goel, Mrs. Sushila Devi (wife of Mr. Jawahar Lal Goel), Mr. Ashok Kumar Goel, Mr. Ashok Kurien and other promoter entities in which the aforesaid persons are interested i.e M/s Veena Investment Private Limited (Entity controlled by Mr. Jawahar Lal Goel), M/s Ganjam Trading Company Private Limited (Entity controlled by Mr. Ashok Kumar Goel) and M/s Ambience Business Services Private Limited (Entity controlled by Mr. Ashok Kurien) along with their respective family members and persons acting in concert with them, from Promoter and Promoter Group” category to the “Public” category.

Mr. Laxmi Narain Goel, Mr. Jawahar Lal Goel, Mrs. Sushila Devi (wife of Mr. Jawahar Lal Goel), Mr. Ashok Kumar Goel Mr. Ashok Kurien and other promoter entities in which the aforesaid persons are interested i.e M/s Veena Investment Private Limited (Entity controlled by Mr. Jawahar Lal Goel), M/s Ganjam Trading Company Private Limited (Entity controlled by Mr. Ashok Kumar Goel) and M/s Ambience Business Services Private Limited (Entity controlled by Mr. Ashok Kurien) alongwith their respective family members and persons acting in concert with them shall not be considered as Persons Acting in concert and relatives of continuing Promoters for the purpose of applicable SEBI Regulations with regard to the Company.

Following is the list of promoters/promoter group entities who wish to reclassify themselves from promoter to public:

- 1 Mr. Laxmi Narain Goel*
- 2 Mr. Jawahar Lal Goel*
- 3 Sushila Devi (Wife of Mr. Jawahar Lal Goel)
- 4 Veena Investment Private Limited (Entity controlled by Mr. Jawahar Lal Goel)
- 5 Mr. Ashok Kumar Goel*
- 6 Ganjam Trading Company Private Limited (Entity controlled by Mr. Ashok Kumar Goel)
- 7 Mr. Ashok Kurien*
- 8 Ambience Business Services Private Limited (Entity controlled by Mr. Ashok Kurien)

* **It includes** their respective family members / relatives and / or the entities controlled by them and / or persons acting in concert with them (whether or not holding any shares in the Company). For the purpose of this Resolution, applicable SEBI Regulations, including Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the term ‘family members / relatives’ do not include the Promoters who shall continue to be the Promoters of the Company and his family members / relatives (whether or not holding any shares in the Company).

Further, continuing promoters can be appointed as KMP, as may be required.

In terms of the above resolution, the consent of the members of the Company is inter-alia sought for the re-classification of

Outgoing Promoters but excluding those family members / relatives, who are not part of Outgoing Promoters and shall continue as promoters of the Company), from the “Promoter & Promoter Group Category” to “Public Category” of the Company.

Therefore, your Board recommends the Resolution as set out in Item No. 6 for your approval.

Company would make necessary application to National Stock Exchange of India Ltd and BSE Limited to seek their approval for reclassifying the Promoter / Promoter Group, as required.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, in any way, concerned or interested in the resolution

Item No. 7

Pursuant to Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014, the Board of Directors is authorized to give loans, guarantees or provide securities, acquire by way of subscription, investment, purchase or otherwise, the securities of any other body(ies) corporate, its own subsidiary, associate company as may be required from time to time, not exceeding sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more. In case the above limits are exceeded then, prior approval of shareholders by way of special resolution will be required.

Members may note that in order to support its business activities, the Company may be required to give loans and/or any other form of debt to any person or other body corporate/s and / or give guarantee/s and / or provide security/ies in any other body corporate/s and/or acquire by way of subscription, investment, purchase or otherwise, the securities of any other body corporate in connection with the limits prescribed under the Companies Act, 2013 and rules made thereunder and as the Board of Directors may think fit, provided that the total loans or investments made, guarantee given, security provided, shall not at any time exceed Rs. 500 crs (Rupees five hundred crores) or limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.

It is therefore, necessary to obtain prior approval of the shareholders by means of a Special Resolution, authorizing the Board to exercise aforesaid powers, up to the maximum amount not exceeding Rs. 500 crs (Rupees five hundred crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees/ securities / investments

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. V. V. & Associates, Cost Auditor to conduct the audit of the cost records of the Company relating to its Education Services for the Financial Year ending March 31, 2018 on a remuneration of Rs. 75,000/- (plus reimbursement of service tax and out of pocket expenses).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2018.

Your Board recommends the ordinary resolution as set out in Item No. 5 for approval of Members.

None of the Directors and /or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this ordinary resolution set out in Item no. 5.

Item No. 6

The Company has received a communication from Mr. Laxmi Narain Goel, Mr. Jawahar Lal Goel, Mrs. Sushila Devi (wife of Mr. Jawahar Lal Goel), Mr. Ashok Kumar Goel Mr. Ashok Kurien, and other promoter entities in which the aforesaid persons are interested i.e M/s Veena Investment Private Limited (Entity controlled by Mr. Jawahar Lal Goel), M/s Ganjam Trading Company Private Limited (Entity controlled by Mr. Ashok Kumar Goel) and M/s Ambience Business Services Private Limited (Entity controlled by Mr. Ashok Kurien) for reclassifying

exceeds the prescribed limits under the Companies Act, 2013.

In view of the same it is proposed to pass enabling resolutions authorizing Board of Directors of the company to give guarantees, securities, loans and/or make investments up to the limits as mentioned above or limits prescribed under Section 186 of the Companies Act, 2013 (as may be amended from time to time), whichever is higher.

The Board recommends the special resolution as set out in the notice for the Member’s approval.

None of the Directors or Key Managerial Personnels of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in passing of the said Special Resolution.

Item No. 8

Pursuant to Section 94 of the Companies Act, 2013 and rules made thereunder, certain registers, returns and documents which are required to be kept at the registered office of the Company can be kept at a place other than the registered office of the Company, provided such other place has been approved by the members by way of a Special Resolution.

In compliance with the requirements of Section 94 of the Companies Act, 2013, Members of the Company at the 6th Annual General Meeting held on September 19, 2016, had approved a proposal for maintaining the Register & Index of Members / Preference Shareholders, Share Transfer Register and other particulars including Annual Returns and annexures thereto at the office of the Registrar & Share Transfer Agent of the Company M/s Link Intime India Pvt Ltd (‘RTA’) located at C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup West, Mumbai 400 078, rather than at the Registered Office of the Company.

A communication has been received from Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited about their shifting of registered office from present address C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai-400 078 to C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083.

Section 94 of the Companies Act, 2013 permits the Company to maintain its Registers and Annual Returns at any place other than its Registered Office subject to Members approval by way of a Special Resolution. A copy of the proposed resolution will be forwarded in advance to the Registrar of Companies, Maharashtra, Mumbai, as required under the said Section 94(1) of the Companies Act, 2013.

The Board recommends the special resolution as set out in the notice for the Member’s approval.

None of the Directors or Key Managerial Personnels of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in passing of the said Special Resolution.

By order of the Board

Place: Mumbai
Date: April 25, 2017

Hemangi Patil
Company Secretary

Registered Office:
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai - 400 018