



## AEGIS LOGISTICS LIMITED

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Tel.: +91 22 6666 3666 ♦ Fax: +91 22 6666 3777 ♦ Email: [aegis@aegisindia.com](mailto:aegis@aegisindia.com) ♦ Website: [www.aegisindia.com](http://www.aegisindia.com)

July 08, 2016

The Secretary,  
Market Operations Department,  
The Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
MUMBAI - 400 023.

Capital Market Operations  
The National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Fl., Plot No.C/1,  
G Block, Bandra-Kurla Complex,  
Bandra (E),  
MUMBAI - 400 051.

Scrip Code: 500003

Scrip Code: AEGISCHEM

Dear Sir,

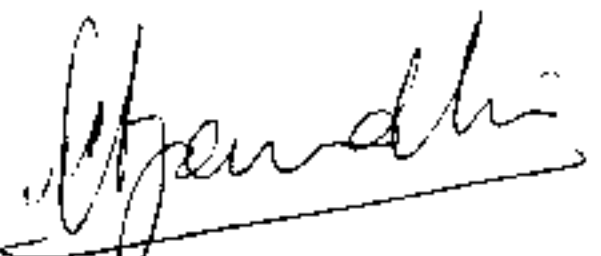
**Sub.: Notice of 59<sup>th</sup> Annual General Meeting under Regulation 30(2) SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI  
LODR")**

In furtherance to our letter dated 4<sup>th</sup> July, 2016 we submit herewith the Notice of 59<sup>th</sup> Annual General Meeting of the Company Scheduled to be held on Friday, 5<sup>th</sup> August, 2016 at 11.30 a.m at Fortune Park Galaxy, National Highway No. 8, G.I.D.C., Vapi - 396 195, Gujarat.

Kindly take the same on record

Thanking you.

Yours faithfully,  
For AEGIS LOGISTICS LTD.

  
MONICA GANDHI  
COMPANY SECRETARY  
Encl: As Above

# Notice

NOTICE is hereby given that the 59th Annual General Meeting of the Members of AEGIS LOGISTICS LIMITED will be held on Friday, 5th August, 2016 at 11.30 a.m. at Fortune Park Galaxy, National Highway No.8, G.I.D.C., Vapi - 396 195, Gujarat to transact the following business :

## Ordinary Business

### 1 To consider and adopt:

- a. the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- b. the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Report of the Auditors thereon.

**2** To confirm the 3 (three) interim dividends (aggregating to 90% of the face value) declared and paid on equity shares for the year 2015-16 as final dividend.

**3** To appoint a Director in place of Mr. Anil Kumar Chandaria (DIN – 00296538), who retires by rotation and being eligible, offers himself for re-appointment.

**4** To ratify the appointment of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No. 117366W/ W-100018) as Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Audit Committee and finalised by the Board of Directors of the Company in accordance with sections 139, 141, 142 of Companies Act, 2013.

## Special Business

### **5 Appointment of Ms. Poonam Ravi Kumar (DIN – 00212786), 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 Ms. Poonam Ravi Kumar (DIN – 00212786), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11th August, 2015 and acting as an Independent Director in accordance with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office upto the date of this Annual General Meeting in terms of section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, for a term of five(5) consecutive years up to 10th August, 2020 pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

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 Appointment of Mr. Raj Kishore Singh (DIN 00071024) as a Director**

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

“RESOLVED THAT Mr. Raj Kishore Singh (DIN 00071024), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 10th March, 2016 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act 2013 (“Act”), who is eligible for appointment and has consented to act as a director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

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.”

## **7 Service of Documents to the members 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 provisions of Section 20 of the Companies Act, 2013 (“Act”) and rules made there under or any other applicable law, the consent of the members be and is hereby accorded to authorize the Directors and Key Managerial Personnel of the Company to determine and charge from the members such amount as may be deemed fit as an advance amount being equivalent to the estimated actual expenses for delivery of the documents to the members in a mode specified by the member.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion as may deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**By order of the Board of Directors**

**Monica T. Gandhi**

Dy. General Manager - Company Secretary

Place: Mumbai

Dated: 30th May, 2016

## **Notes**

**1** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), relating to the Business as set out in Item nos. 5, 6 and 7 of the Notice is annexed hereto.

**2** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE ON POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A

MEMBER OF THE COMPANY. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

**3** Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.

**4** Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief details of the Directors seeking re-appointment/ appointment at the ensuing Annual General Meeting are provided in the Corporate Governance Report.

**5** The register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

**6** The Register of Contracts or Arrangements maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

**7** The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 30th July, 2016 to Friday, 5th August, 2016 (both days inclusive).

- 8** i. Those Members who have not encashed their dividend warrants for the financial years 2008-09 to 2014-15 and interim dividends for the financial year 2015-16 are requested to return the time barred dividend warrants or forward their claims to the Company or the RTA.
- ii. Pursuant to the provisions of Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), dividends for the financial year 2008-09 which remains unclaimed/ unpaid for a period of 7 years is due for transfer to the Investor Education and Protection Fund constituted by the Central Government. The year wise details of transfer of unclaimed dividend are given in the Corporate Governance Report.
- iii. It may be noted that once the unclaimed dividend is transferred to the Government, as above, no claim shall lie in respect of such amount against the Company/Investor Education Protection Fund.

**9** Pursuant to Regulation 12 of Securities & Exchange Board of India SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Companies are mandated to use approved electronic mode of payment for making cash payments such as Dividend to the Members (where core banking details are available) or to print the bank account details of the members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank).

Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:

- i. The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
- ii. The Registrar & Share Transfer Agents of the Company (R&T) (in case of the shares held in Physical form).

**10** Members holding shares in demat mode may kindly note that any request for change of address or change of Email ID or change in bank particulars/mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrars and Share Transfer Agents cannot act on any such request received directly from the Members holding shares in demat mode.

**11** Members holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential address, E-mail ID's etc. quoting their folio number(s) to Company's Registrar and Share Transfer Agent. Members are requested to note that as per Schedule VII SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish a copy of PAN card to the Company/ Registrar and Share Transfer Agent for registration of such transfer of shares.

**12** Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registrar and Share Transfer Agent.

**13** Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent for consolidation into single folio.

**14** Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.

**15** In view of the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests members who have not registered their email addresses so far, to register their email addresses with the Registrar and Share Transfer Agent in case the shares are held in physical mode and with Depository Participants in case the shares are held in demat mode for receiving all communication including annual report, notices, circulars etc. from the Company electronically.

**16** Members are requested to:

- a. Bring their copies of the Annual Report at the time of attending the Annual General Meeting.
- b. Complete the attendance slip and deposit the same at the entrance of the meeting hall.
- c. Send their questions atleast 10 days in advance before the Annual General Meeting for any further information on accounts to enable the Company to answer their question satisfactorily.

**17** All the documents referred to in the Notice will be made available for inspection at the Company's registered office and Corporate Office during normal Business hours on working days up to the date of AGM.

**18** Voting through electronic means:

- i. In compliance with provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic voting system and the business may be transacted through such services. The facility of casting the votes by the members

using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") is being provided by National Securities Depository Limited (NSDL).

- ii. The facility for voting electronically or through Poll Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again or change it subsequently.
- iv. The e-voting facility will be available during the following voting period

Commencement of remote e-voting: From 9.00 a.m. IST of 1st August, 2016

End of remote e-voting : Up to 5.00 p.m. IST of 4th August, 2016

During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 29th July, 2016**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility will be blocked forthwith.

- v. The process and manner for remote e-voting are as under:
  - A. For members whose valid email IDs are registered with the Company/Depository Participants(s) will receive a AGM Notice along with e-voting details from NSDL. Thereafter the following procedure is to be complied]:
    - i. Open email and open PDF file viz. "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing User ID/ password for casting the vote. If you have forgotten your User ID/ password, you can reset your password by using "Forget User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
    - ii. Launch internet browser by typing URL: <https://www.evoting.nsdl.com/>
    - iii. Click on "Shareholder – Login"
    - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - vi. Home page of "remote e-voting" opens. Click on remote e-voting : Active Voting Cycles.
    - vii. Select "EVEN" of "[Aegis Logistics Ltd.](#)"
    - viii. Now you are ready for remote e-voting as "Cast Vote" page opens.

- ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [naithanipcs@gmail.com](mailto:naithanipcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case of members whose email ID's are not registered with the Company/ Depository Participants(s) or have requested for physical copy the following procedure is to be complied:
- a. The “e-voting notice” with the user ID and password for e-voting along with process, manner and instructions for e-voting are being sent simultaneously to the members.
  - b. Initial password is provided in the e-voting notice for the AGM:
- |                                     |         |              |
|-------------------------------------|---------|--------------|
| EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
|-------------------------------------|---------|--------------|
- c. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of 'A' as above, to cast vote.
- vi. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
  - vii. In case of any queries relating to e-voting, you may refer 'Frequently Asked Questions (FAQs) for members' and 'Remote E-voting User Manual for members' available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or may contact Mr. Rajiv Ranjan, Asst. Manager, M/s. National Securities Depository Ltd., Email id : [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in), Tel. No. 022-24994738. In case of any grievances connected with the facility of e-voting, you may contact Mr. Santosh Jaiswal, Link Intime India Pvt Limited, C-13, Pannalal Silks Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400078, Telephone: 022 - 2594 6970, Fax: 022 - 2594 6969, Email ID: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
  - viii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - ix. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - x. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 29th July, 2016.
  - xi. Any person, who acquires shares of the Company (Electronically or physically) and becomes member of the Company after dispatch of the Notice of the Meeting and holding shares as of the cut-off date i.e. 29th July, 2016, may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or can get in touch with Mr. Santosh Jaiswal of Link Intime Pvt Limited, C-13, Pannalal Silks Mills Compound, L.B.S Marg, Bhandup (West), Mumbai-400078, Telephone: 022 - 2594 6970, Fax: 022 - 2594 6969, Email Id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- xii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM either electronically or through Poll Paper.
- xiii. The Company has appointed Mr. Prasen Naithani, Practicing Company Secretary (Membership No. 3830) as the Scrutinizer to scrutinize the physical voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
- xiv. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Poll Paper or electronically for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- xv. The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.
- xvi. The Notice of the AGM shall be placed on the website of the Company till the date of AGM. The Results declared, alongwith the Scrutinizer's Report shall be placed on the Company's website [www.aegisindia.com](http://www.aegisindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office and its Corporate Office.

**19** Route map from Vapi Railway Station (Via Station Road & Vapi - Koparli Road) to Fortune Park Galaxy, National Highway NO. 8, G.I.D.C, Vapi, Gujarat 396195 (1.2 k.m.) from Vapi (East) Railway Station.



- ↑ Head on Station Road toward Vapi – Daman Road
- ↑ Continue onto Vapi - Koparli Road
- ↪ Turn right at Hotel Sarvodaya to Fortune Park Galaxy

**By order of the Board of Directors**

**Monica T. Gandhi**

Dy. General Manager - Company Secretary

Place: Mumbai

Dated: 30th May, 2016

## Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013

### Item No. 5

As per the provisions of Section 149 of the Companies Act, 2013 read with rules made there under and pursuant to regulation 17 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the Company should have atleast one woman director.

In view of the above, the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee have appointed Ms. Poonam Ravi Kumar as an Additional Director (category Independent) of the Company with effect from 11th August, 2015.

In terms of the provisions of Section 161(1) of the Act, Ms. Poonam Ravi Kumar would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Poonam Ravi Kumar for the office of Independent Director of the Company.

Ms. Poonam Ravi Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. Based on the declarations received from Ms. Poonam Ravi Kumar in terms of section 149(7) of the Companies Act, 2013, the Board is of the opinion that she meets with the criteria of independence and she possesses appropriate skills, experience and knowledge, *inter alia*, in the field of corporate governance, international business, market development and cross border socio-cultural integration.

Brief resume of Ms. Poonam Ravi Kumar, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Poonam Ravi Kumar is appointed as an Independent Director.

Copy of the draft letter for appointment of Ms. Poonam Ravi Kumar as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during normal working hours on working days.

Save and except Ms. Poonam Ravi Kumar none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

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

### Item No. 6

The Board of Directors at its meeting held on 10th March, 2016 on recommendation by the Nomination and Remuneration Committee appointed Mr. Raj Kishore Singh as an Additional director of the Company under section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Act, being an Additional Director, Mr. Raj Kishore Singh will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company. The Company has received notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Raj Kishore Singh for the office of Director.

Mr. Raj Kishore Singh 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.

In the opinion of the Board, Mr. Raj Kishore Singh is a person of integrity and possesses relevant subject matter expertise in all matters of oil business. He has also occupied Board Level position of Chairman & Managing Director and Director for over 7 years of Navratna and Fortune 500 listed Company Bharat Petroleum Corporation Limited (BPCL). Brief resume of Mr. Raj Kishore Singh, nature of his expertise in specific functional areas and names of companies in which he holds directorships are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Raj Kishore Singh is appointed as a Director on the Board of the Company.

Except for Mr. Raj Kishore Singh, none of the Directors and Key Managerial Personnel (KMP) or relatives of directors and KMPs are concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

## **Item No. 7**

Pursuant to the provisions of Section 20 of the Companies Act, 2013 read with the rules made thereunder, a member may request for delivery of any documents through any particular mode as stated by the member of the Company for which he shall pay fees as may be determined by the company with the consent of its members at annual general meeting.

In view of the same, it is considered proper to authorize its Directors and Key Managerial Personnel severally to determine and charge such amount as may be deemed fit from time to time as an advance amount being equivalent to the actual or estimated expenses for the delivery of the documents to the members in a mode specified by them.

None of the Directors and Key Managerial Personnel (KMP) or relatives of directors and KMPs are concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

**By order of the Board of Directors**

**Monica T. Gandhi**

Dy. General Manager - Company Secretary

Place: Mumbai

Dated: 30th May, 2016