

R RAJDARSHAN INDUSTRIES LIMITED

Regd. Office : 59, Moti Magri Scheme, Udaipur - 313001 (Raj.) INDIA
Phone : 91-294-2427999, 2430200 | Fax : 91-294-2426655, CIN : L29222RJ1980PLC002145
e-mail : info@rajdarshanindustrieslimited.com | web : www.rajdarshanindustrieslimited.com

03rd September, 2018

To The Manager, Listing Department National Stock Exchange of India Ltd., 5 th Floor Exchange Plaza, Bandra Kurla Complex, Bandra (E), MUMBAI - 400 051	To The Bombay Stock Exchange Ltd., Department of Corporate Relations Rotunda Building, P. J. Towers Dalal Street, MUMBAI- 400 001
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Dear Sir,

Ref: Notice of 37th Annual General Meeting

Please find enclosed the Notice convening the 37th Annual General Meeting ('AGM') of the company to be held on Saturday, September 29, 2018 at 10:00 a.m., at Hotel Rajdarshan, 18, Pannadhay Marg, Udaipur-313001

This is for information on record.

Thanking you,

Sincerely
For Rajdarshan Industries Ltd.,

Kalp Shri Vaya

Kalp Shri Vaya
Company Secretary



Encl.: a/a



RAJDARSHAN INDUSTRIES LIMITED

CIN: L29222RJ1980PLC002145

Regd. Office: 59, Moti Magri Scheme, Udaipur 313001, Rajasthan INDIA, **Tel.** 0294-2427999, 2430200

Web: www.rajdarshanindustrieslimited.com, **Email:** info@rajdarshanindustrieslimited.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the members of **RAJDARSHAN INDUSTRIES LIMITED** will be held at Hotel Rajdarshan, Udaipur-313001 on Saturday, September 29, 2018 at 10.00 a.m. to transact the following business:—

Ordinary Business:

1. To consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Devendra Sharma (DIN: 00921174), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution: Appointment of Mr. Roshan Lal Nagar (DIN: 02416642) as Non-Executive Independent Director of the Company**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made there under, for the time being in force, Mr. Roshan Lal Nagar (DIN: 02416642), who was appointed as an Additional Independent Director of the Company with effect from April 01, 2018, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing along with a deposit from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from April 01, 2018.”

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution: Appointment of Mr. Prakash Kumar Verdia (DIN: 02429305) as Non-Executive Independent Director of the Company**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made there under, for the time being in force, Mr. Prakash Kumar Verdia (DIN: 02429305), who was appointed as an Additional Independent Director of the Company with effect from April 01, 2018, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing along with a deposit from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from 01 April, 2018.”



5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution: Appointment of Mr. Madhav Doshi (DIN: 07815416) as Non-Executive Director of the Company**

“RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Madhav Doshi (DIN: 07815416), who was appointed as an Additional and Non Executive Director of the Company with effect from 01 April, 2018, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing along with a deposit from a member proposing his candidature for the office of Non-Executive Director be and is hereby appointed as a Non-Executive Director of the Company w.e.f. 01 April, 2018 whose office is liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution: Appointment of Mrs. Aruna Doshi (DIN: 00949220) as Director of the Company**

“RESOLVED THAT Mrs. Aruna Doshi (DIN: 00949220), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 01, 2018, in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution: Appointment of Mrs. Aruna Doshi (DIN: 00949220) as Whole Time Director of the Company**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013, read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby accords its approval to the appointment of Mrs. Aruna Doshi (DIN: 00949220) as the Whole Time Director, for a period of three years with effect from April 01, 2018 on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors and Mrs. Aruna Doshi

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

By order of the Board
For **Rajdarshan Industries Ltd.**

Kalp Shri Vaya
Company Secretary

Udaipur, August 13, 2018



Notes:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of business to be transacted at the Annual General Meeting (AGM), as set out under Item No. 3 to 6 above and the relevant details of the Directors seeking appointment/re – appointment under Item No. 2 to 6 above as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto
2. 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. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolutions/authority, as applicable.

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 person or Member.

3. Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company a certified copy of the Board Resolution together with the respective specimen signature of the representative authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. Members, Proxies and Authorized representatives are requested to bring to the meeting; the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. etc.
5. The Register of Members and the Share transfer books will remain closed from Saturday, September 22, 2018 to Saturday, September 29, 2018 (both days inclusive) for annual closing.
6. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Registrar and Share Transfer Agents / Company by sending a duly signed letter along with self attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook /statement attested by the bank.
7. SEBI has notified that securities of listed companies can be transferred only in dematerialised form w.e.f December 05, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
8. Members of the Company had approved the appointment of M/s. Nyati & Associates Chartered Accountants, as the Statutory Auditors at the Thirty Sixth AGM of the Company which is valid till Forty First AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.



9. Green Initiative:

- A. Electronic copy of the Notice convening the 37th AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
 - B. Members, who have not registered their email ids so far, are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically. Members may also note that the Notice of the 37th Annual General Meeting and the Annual Report for 2017-2018 of the Company will also be available on the Company's website www.rajdarshanindustrieslimited.com for their download.
10. A member desirous of getting any further information on the accounts or operations of the Company, is requested to forward his / her queries to the Company at least five working days prior to the meeting, so that the required information can be made available at the meeting.
 11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection without any fee at the Registered Office of the Company during normal business hours (10:00 am to 5:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
 12. **Voting through electronic means :** In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time-to-time and Regulation 44 of Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (Revised w.e.f. October 1, 2017), the Company is pleased to provide its Shareholders with the facility of "remote e-voting" to enable them to cast their votes at the 37th Annual General Meeting (AGM) and the business at the 37th AGM may be transacted through such voting. The facility of casting the votes by the members using an electronic voting system will be provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot 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 at the meeting through ballot paper. 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.

The remote e-voting period commences on Wednesday, September 26, 2018 (9:00 am) and ends on Friday, September 28, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Mr. Ramesh Chandra Soni, Practicing Chartered Accountant has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.rajdarshanindustrieslimited.com and on the website of CDSL e-Voting www.evotingindia.com within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to stock exchanges.



The process and manner for remote e-voting are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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).

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN of Rajdarshan Industries Limited.



- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) **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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xii) **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.
- (xiii) 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.



Explanatory Statement

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3

The Board of Directors of the Company at their meeting held on April 21, 2018 appointed Mr. Roshan Lal Nagar (DIN : 02416642) as an Additional Director of the Company with effect from April 01, 2018, pursuant to the provisions of Section 161 of the Companies Act, 2013 (Act) and the Articles of Association of the Company.

Mr. Roshan Lal Nagar will hold office upto the date of this AGM. The Company has received a notice in writing under Section 160 of the Act from a member, along with a deposit of requisite amount proposing the candidature of Mr. Roshan Lal Nagar for the office of the Independent Director, to be appointed as such, under the provisions of Section 149 of the Act.

The Company has received a declaration from Mr. Roshan Lal Nagar that he meets the criteria of independence as prescribed both under sub-section(6) of Section 149 of the Act and under SEBI Listing Regulations. Mr. Roshan Lal Nagar does not hold by himself or for any other person on a beneficial basis, any shares in the Company as per declaration given by him.

Mr. Roshan Lal Nagar had been in the Board of The Udaipur Urban Co-operative Bank Limited and has rich and prudent experience in the field of financial management and taxation. It is in the interest of the Company to avail his considerable expertise and valuable guidance.

In the opinion of the Board, Mr. Roshan Lal Nagar fulfills the conditions specified in the Act and the Listing Regulations for appointment as Independent Director and he is independent of the management. Given his experience and expertise, your Board is of the view that Mr. Nagar appointment as Independent Director would be of immense value to the Company.

In compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, the appointment of Mr. Roshan Lal Nagar as Independent Director is now being placed before the Members in general meeting for their approval.

The resolution proposing appointment shall also be treated as compliance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (to be effective from April 01, 2019), which specifies that no listed Company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

The Board recommends the Resolution at Item No. 3 for approval by the members.

Item No. 4

The Board of Directors of the Company at their meeting held on April 21, 2018 appointed Mr. Prakash Kumar Verdia (DIN: 02429305) as an Additional Director of the Company with effect from April 01, 2018, pursuant to the provisions of Section 161 of the Companies Act, 2013 (Act) and the Articles of Association of the Company.

Mr. Prakash Kumar Verdia will hold office upto the date of this AGM. The Company has received a notice in writing under Section 160 of the Act from a member, along with a deposit of requisite amount proposing



the candidature of Mr. Prakash Kumar Verdia for the office of the Independent Director, to be appointed as such, under the provisions of Section 149 of the Act.

The Company has received a declaration from Mr. Prakash Kumar Verdia that he meets the criteria of independence as prescribed both under sub-section(6) of Section 149 of the Act and under SEBI Listing Regulations. Mr. Prakash Kumar Verdia does not hold by himself or for any other person on a beneficial basis, any shares in the Company as per declaration given by him.

Mr. Prakash Kumar Verdia retired as Director Mines & Geology, Govt. of Rajasthan and presently his is actively involved in numerous industry and society welfare oriented activities with Government and Industrial bodies. It is in the interest of the Company to avail his considerable expertise and valuable guidance.

In the opinion of the Board, Mr. Prakash Kumar Verdia fulfills the conditions specified in the Act and the Listing Regulations for appointment as Independent Director and he is independent of the management. Given his experience and expertise, your Board is of the view that appointment of Mr. Prakash Kumar Verdia as Independent Director would be of immense value to the Company.

In compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, the appointment of Mr. Prakash Kumar Verdia as Independent Director is now being placed before the Members in general meeting for their approval.

The resolution proposing appointment shall also be treated as compliance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (to be effective from April 01, 2019), which specifies that no listed Company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

The Board recommends the Resolution at Item No. 4 for approval by the members.

Item No. 5

Mr. Madhav Doshi is a Graduate in Computer Science and is son of founder and former Non-Executive Director of the Company Late Shri Ashok Doshi.

Mr. Madhav Doshi's experience in the field of operation, management and marketing is compatible with the organizational requirements. The Company would definitely benefit from his expertise and guidance

The Board of Directors at its meeting held on April 21, 2018 appointed Mr. Madhav Doshi as an Additional Director of the Company. Pursuant to the provisions of section 161 of the Companies Act, 2013 and the Articles of Association (AOA) of the Company he holds office only upto the date of this Annual General Meeting of the Company.

In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Madhav Doshi being eligible and offering himself for appointment, is proposed to be appointed as a Non-Executive Director of the Company, liable to retire by rotation.

In the opinion of the Board, Mr. Madhav Doshi fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Non-Executive Director of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Madhav Doshi as a Non-Executive Director liable to retire by rotation, for the approval by the shareholders of the Company.



Except Mr. Madhav Doshi, being an appointee and Mrs. Aruna Doshi, Whole Time Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on April 21, 2018, appointed Mr. Aruna Doshi as an Additional Director of the Company with effect from April 01, 2018. The Board at the same meeting appointed her as the Whole Time Director of the Company effective from the same date for a period of three years subject to the approval of the Members.

As per the provisions of Section 161(1) of the Act, she holds office of Additional Director only up to the date of this Annual General of the Company and is eligible for appointment as Whole Time Director. The Company has received a notice under section 160(1) of the Act proposing her candidature for the office of Director of the Company, along with the requisite deposit.

The material terms and conditions of appointment of Mrs. Aruna Doshi (hereinafter referred to as "Whole Time Director") are given below:

1. **Tenure of Appointment:** Three years commencing from April 01, 2018.
2. **Nature of Duties:** The Whole Time Director shall devote adequate time, attention and abilities to the business of the Company and in all respect confirm to and comply with the discretions given and regulations made by the Board and she shall well and faithfully serve the Company and use his best endeavor to promote the interest of the Company.
3. The period of office of Mrs. Aruna Doshi shall be liable to determination by retirement of directors by rotation. If Mrs. Doshi is re-appointed as a director, immediately on retirement by rotation she shall continue to hold office of Whole Time Director and such re-appointment as director shall not be deemed to constitute break in her appointment as a Whole Time Director.

4. Remuneration:

Description

- a. **Basic Salary:** Rs.50,000/- per month with annual increments to be decided by the Board of Directors. subject to overall limits as stipulated under section 197 read with schedule V of the Companies Act, 2013 and computed in the manner prescribed under section 198 of the Companies Act, 2013.

b. Perquisites and Allowances:

- Actual Medical Expenses incurred by Mrs. Aruna Doshi.
- Provision for use of car with driver for business and personal use.
- Medical and personal accident insurance premium not exceeding Rs. 30000/- per annum.

c. Other Terms of Appointment

- She shall not be paid any sitting fees for attending meetings of the Board or Committee thereof



- The Board or the Nomination and Remuneration Committee thereof may, from time to time, increase, or vary the salary range, subject to the overall ceiling prescribed under the Companies Act, 2013.
- In the absence or inadequacy of profits in any financial year, the total remuneration to Whole Time Director by way of Salary, Bonus and perquisites shall be governed by the limits prescribed in Part II, Section II of Schedule V of the Companies Act, 2013.
- The Agreement may be terminated by either party giving to the other party three months' notice or the Company paying three months' salary in lieu thereof.

Information pursuant to para (A) of Section II of Part II of the Schedule V to the Companies Act 2013:

I. General Information:

(i) Nature of Industry:

The Company is engaged in the business of Mining of lime stone on contract Basis

(ii) Date or expected date of Commencement of Commercial production:

Not applicable as the Company is an existing Company.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable

(iv) Financial performance based on given indicators:

Particulars	2017-18	2016-17
Turnover and other income	229.99	183.06
Operating Profits	95.21	53.55
Profit Before Tax	82.57	26.66
Profit After Tax	70.47	21.90
EPS	0.94	8.98

*Figures for FY 2016-17 have been restated as per Ind AS and therefore may not be comparable with financials for FY 2016-17 approved by the Directors and disclosed in the financial statement of previous year. Figures for the FY 2017-18 are Ind AS compliant

(v) Foreign Investment or collaborations, if any:

The Company has not entered into any foreign collaborations. The Company has not made any foreign investments. The Foreign Institutional Investors are holding shares in the Company within the permitted limits.

II. Information about the appointee

(i) Background details:

Mrs. Aruna Doshi, aged 63 years is spouse of Late Shri Ashok Doshi, founder and former Non-Executive Director of the Company. She is a visionary entrepreneur and possesses good leadership skills. Her key responsibilities would include Corporate Management, planning and communicating strategic direction of initiatives.



(ii) **Past remuneration: N.A.**

(iii) **Recognition or awards: N.A.**

(iv) **Job profile and his suitability :**

Mrs. Aruna Doshi's expertise in management and leadership skills are compatible with the organizational requirements. She will devote her full time and attention to the business of the Company and will be responsible for overall management.

(v) **Remuneration proposed:**

The remuneration proposed to be paid during the tenure of her directorship is detailed hereinabove under explanatory statement.

(vi) **Comparative remuneration profile: with respect to industry, size of the company, profile of the position and person**

The remuneration offered to Mrs. Aruna Doshi is at par with the industry norms considering the nature of industry, size of the Company, profile and position of person.

(vii) **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:**

Besides, the remuneration proposed, Mrs. Aruna Doshi holds 333794 shares of the Company. Mr. Madhav Doshi, Non Executive Director being relative may be deemed to be interested in the resolution relating to appointment of Mrs. Aruna Doshi.

III. Other Information

i) **Reasons of loss or inadequate profits**

As the company is working in Cement Plant, and there is a tough competition in cement Industry, Still the company has earned a profit of Rs. 70.47 Lakhs in financial year 2017-18 which is more than previous year.

ii) **Steps taken or proposed to be taken for improvement**

The company has initiated certain steps to improve the performance of the company. The company is focusing on strengthening its core competency by expanding and diversifying its business.

iii) **Expected increase in productivity and profits in measurable terms etc**

Looking at the performance and efforts being made during the year the company expects that by expanding business and its activities it will enable the growth momentum to pick up.

IV. Disclosures

The remuneration package proposed to be given to Mrs. Aruna Doshi is as per the details given in the resolution and Explanatory statement. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

The approval of members is being sought to the terms, conditions and stipulations for the appointment of Mrs. Aruna Doshi as Whole Time Director and the remuneration payable to her. Except Mr. Madhav Doshi, Non Executive Director, None of the directors and their relatives is interested in the resolution is concerned or interested in the proposed resolution. This may be considered and treated as an abstract and Memorandum of Interest of the Directors under section 190 of the Companies Act, 2013.



Annexure A

(For Item Nos. 2, 3, 4, 5 & 6 of the Notice)

Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting in pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 issued on General Meetings by The Institute of the Company Secretaries of India:

Name of the Director	Mr. Devendra Sharma	Mr. Roshan Lal Nagar	Mr. Praksh Kumar Verdia	Mr. Madhav Doshi	Mrs. Aruna Doshi
DIN	00921174	02416642	02429305	07815416	00949220
Age	63 Years	79 Years	73 Years	32 Years	63 Years
Date of appointment on the Board	02/12/1989	01/04/2018	01/04/2018	01/04/2018	01/04/2018
Qualification	M.Com	M. Com	M. Sc. (Tech.)	B.E. (Computer Science)	M.Sc.(Food and Nutrition)
Experience and Expertise	Experience in the field of Business and Corporate Management	Expertise in field of Banking and Finance	Eminent Geologist and Social Activist	Experience in overall Business Management including functional expertise in Sales, Marketing & Corporate management	Effective leadership abilities and has potential capacity to guide the Company in formulation and execution of effective business strategies
Number of Board Meetings attended during the year	5 out of 5	NA	NA.	NA.	NA
Board Memberships of other Companies as on March 31, 2018	Rajdarshan Hotel P. Ltd	Madhav Marbles & Granites Ltd.	Madhav Marbles & Granites Ltd.	Rupal Holdings P Ltd. Mumal Marketing P Ltd Emerald Construction Co. P. Ltd	Adheeraj Trade Links P Ltd Rupal holdings P Ltd Mumal marketing P Ltd Emerald construction Co P Ltd Akshat Investments and Consultants P Ltd
Chairmanship(s)/ Membership(s) of Committees of other Companies as on March 31, 2018	–	One	Two	–	–
Shareholding in Company	Nil	Nil	Nil	288585	333794
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil	Son of Mrs. Aruna Doshi Whole Time Director	Mother of Mr. Madhav Doshi Non-Executive Director
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Details mentioned in Corporate Governance Report	Details mentioned in Notice of the Annual General Meeting	Details mentioned in Notice of the Annual General Meeting	Details mentioned in Notice of the Annual General Meeting	Details mentioned in Notice of the Annual General Meeting
Justification for choosing the appointees for appointment as Independent Directors	NA	Details mentioned in Explanatory Statement	Details mentioned in Explanatory Statement	NA	NA



Route Map

