

## **NETLINK SOLUTIONS (INDIA) LIMITED**

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### **NOTICE**

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Members of Netlink Solutions (India) Limited (CIN: L45200MH1984PLC034789) will be held on Tuesday, September 30, 2014 at 9.30 a.m. at the Registered office of the Company at 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400053 to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Balance Sheet as at March 31, 2014, Profit and Loss account for the year ended on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Rupa Modi who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration.

**“RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, M/s. K U Kothari & Co., Chartered Accountants (ICAI Firm Registration No. 105310W), the retiring auditors of the Company, be re-appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of the third consecutive AGM of the Company to be held in the year 2017 (subject to ratification of the appointment by the members at every AGM held after this AGM) at a remuneration to be decided by the Board of Directors of the Company.”

#### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Premnath T Mishra (DIN: 00378410), who was appointed as Director of the Company liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30<sup>th</sup> September, 2014, not liable to retire by rotation.”

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 sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s)

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or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajendra S Lokare (DIN: 00378403), who was appointed as Director of the Company, whose period of office is liable to determination of retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30<sup>th</sup> September, 2014, not 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:

“RESOLVED that pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Yogesh Becharbhai Girnara (DIN: 00378395), who was appointed as Director of the Company liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30<sup>th</sup> September, 2014, not liable to retire by rotation.”

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

“**RESOLVED** that pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals/Consents/sanctions/permissions as may be necessary, and in accordance with the recommendation of the Remuneration Committee of the Board of Directors, the approval of the Members be and is hereby accorded to the re-appointment of Mr. Minesh Modi as Whole Time Director of the Company w.e.f. July 15, 2014 for a period of 3 years on a total monthly remuneration of INR 1,00,000 p.m. (basic plus all perquisites) as per the details placed before the meeting.

**RESOLVED FURTHER** that the Board of Directors be and is hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, to the extent specified in schedule V and other applicable provisions, if any, of the Act and relevant Rules as amended from time to time.

**RESOLVED FURTHER** that where in any Financial Year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company may pay to the Whole Time Director the above remuneration as the minimum remuneration by way of salary subject to receipt of the requisite approvals, if any.

**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, any Director of the Company be authorised to do all acts, deeds, matters and things as they may in their

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absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), returns and writings as may be necessary, proper, desirable or expedient.”

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

“**RESOLVED** that pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals/Consents/sanctions/permissions as may be necessary, and in accordance with the recommendation of the Remuneration Committee of the Board of Directors, the approval of the members be and is hereby accorded to the appointment of Mrs. Rupa Modi as Executive Director of the Company w.e.f. July 27, 2014 for a period of 3 years on a total monthly remuneration of INR 1,00,000 (basic plus all perquisites) as per the details placed before the meeting.

**RESOLVED FURTHER** that the Board of Directors be and is hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, to the extent specified in schedule V and other applicable provisions, if any, of the Act and relevant Rules as amended from time to time.

**RESOLVED FURTHER** that where in any Financial Year during the currency of the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company may pay to the Executive Director the above remuneration as the minimum remuneration by way of salary subject to receipt of the requisite approvals, if any.

**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, any Director of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), returns and writings as may be necessary, proper, desirable or expedient.”

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

“**RESOLVED** that pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, if any, the Board of Directors of the Company be and is hereby authorised to acquire by way of subscription, purchase or otherwise the securities of any other body corporate, for such an amount that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate, along with the investment to be made by the Board may exceed sixty per cent of its paid up share capital, free reserves and securities premium account or hundred per cent of its free reserves and securities premium account, whichever is more but not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only).

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as it may, at its discretion deem necessary or desirable for giving effect to the above resolution.”

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

**“RESOLVED THAT** pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs. 100 Crores (Rupees One Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.”

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as it may, at its discretion deem necessary or desirable for giving effect to the above resolution.”

**By Order of Board of Directors**

**Rupa Modi**

**Executive Director**

**DIN No. : 00378383**

**Address:**

A/83, Vishnu Baug, 137,  
S V Road, Andheri West,  
Mumbai - 400058.

**Place : Mumbai**

**Date : 30.07.2014**

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### **Notes:**

1. 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. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital 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 48 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 resolution/authority, as applicable.
2. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
3. Explanatory statement in respect of the special business pursuant to section 102 of the Companies Act, 2013 is attached herewith.
4. Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
  - (i). Open email and open PDF file viz; "Netlink Solutions e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - (ii). Launch internet browser by typing the following 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.

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- (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 e-voting opens. Click on e-Voting: Active Voting Cycles.
  - (vii). Select “EVEN” of Netlink Solutions (India) Limited.
  - (viii). Now you are ready for 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 [siroyam@gmail.com](mailto:siroyam@gmail.com) or [minesh@easy2source.com](mailto:minesh@easy2source.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i). Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: EVEN (E Voting Event Number) USER ID PASSWORD/PIN.
  - (ii). Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. 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).
- V. The e-voting period commences on September 24, 2014 (9:00 am) and ends on September 26, 2014 (6:00 pm). 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 August 28, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 28, 2014.
- VII. Mr. Mukesh Siroya, Practicing Company Secretary (Membership No. F5682) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.easy2source.com](http://www.easy2source.com) and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

### **By Order of Board of Directors**

**Rupa Modi**  
**Executive Director**  
**DIN NO: 00378383**  
Address: A/83, Vishnu Baug, 137,  
S V Road, Andheri IWest),  
Mumbai - 400058

**Place : Mumbai**  
**Date : 30.07.2014**

## **NETLINK SOLUTIONS (INDIA) LIMITED**

### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

#### **Item No. – 4 to 6**

Pursuant to the provisions of section 149 of the Companies Act, 2013 ('the Act'), the Board of Directors of the Company should have at least half of the total number of Directors as Independent Directors. The tenure of the Independent Directors will be for a period of five years and the provisions relating to retirement of Directors by rotation shall not be applicable to Independent Directors.

The Company has received Notices in writing from Members along with the requisite deposit in accordance with section 160 of the Act, proposing the candidature of Mr. Yogesh Becharbhai Girnara, Mr. Rajendra S Lokare and Mr. Premnath T Mishra respectively, as Independent Directors.

The Company has also received the declarations from the abovementioned Independent Directors to the effect that they meet with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act read with the relevant Rules for their respective appointment as Independent Director and they are independent of management. Brief Profile of the Independent Directors to be appointed, the nature of their expertise in specific functional areas, names of companies in which they hold directorships and membership/chairmanship of Board Committees, shareholding in the Company, etc., as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges are furnished herein below:

#### **DISCLOSURE AS PER CLAUSE 49 OF THE LISTING AGREEMENT FOR APPOINTMENT/RE-APPOINTMENT OF DIRECTORS. BRIEF PARTICULARS OF DIRECTORS BEING APPOINTED/RE-APPOINTED AS FOLLOWS:**

<b>Name</b>	<b>Yogesh Bechar Bhai Girnara</b>	<b>Rajendra s Lokare</b>	<b>Premnath T Mishra</b>
Din No	00378395	00378403	00378410
Date of Birth	09/02/1963	03/02/1968	03/02/1968
Date of Appointment	25/02/2005	13/12/2005	13/12/2005
Directorship held in other companies	–	–	–
Memberships/Chairmanships of Committees across Public Companies*	–	–	–
Brief Profile covering experience, achievements etc	30 Years	20 Years	18 Years
Qualifications	Bse	BCOM	BCOM
Shares held in the Company	150	-	-



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The Board considers that the expertise and knowledge of the abovementioned Directors would be of immense benefit and value to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the Ordinary Resolutions in relation to appointment of Mr. Yogesh Becharbhai Girnara, Mr. Rajendra S Lokare and Mr. Premnath T Mishra as Independent Directors, for approval by the shareholders of the Company. All the Independent Directors being appointees may be deemed to be interested in the Resolutions for their respective appointments as set out in Item Nos. 4 to 6 of the Notice.

Except as provided above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 4 to 6 of the Notice.

### **Item No – 7**

Mr. Minesh Modi was re-appointed as the Whole Time Director of the Company w.e.f. 15<sup>th</sup> July, 2011 for a period of 3 years. His tenure was to expire on 15<sup>th</sup> July, 2014. The Board at its meeting held on 15<sup>th</sup> July, 2014, upon recommendation of the Remuneration Committee, considering his contribution to the Company and his extensive experience in general and financial management of corporate bodies, re-appointed Mr. Minesh Modi as the Whole Time Director of the Company for a period of 3 years w.e.f. 15<sup>th</sup> July, 2014. He is very well versed in all aspects of finance, costing, technical matters, marketing and administration. He is aged about 51 years. The proposed remuneration will be, within the overall limit of Schedule V of the Companies Act, 2013. The terms and conditions of the re-appointment and remuneration of Mr. Minesh Modi are as follows:

1. He shall carry out such duties as may be entrusted to him subject to the supervision of the Board of Directors.
2. The re-appointment is for a period of Three years with effect from 15<sup>th</sup> July, 2014.
3. Remuneration:
  - (i) Basic Salary : Rs. 50,000 Per month or Rs. 6,00,000 per annum.
  - (ii) Perquisites : Rs. 50,000/- per month for all the perquisites put together subject to maximum ceiling of Rs. 6,00,000 per annum for all the perquisites together.
4. In the event of loss or inadequacy of profits, he shall be paid a minimum remuneration not exceeding an amount, which the Company is entitled to pay in terms of Schedule V of the Companies Act, 2013.

The proposed resolution is required to be passed as a Special Resolution as required under the amended Schedule V to the Companies Act, 2013 and as such, the Directors commend your approval.

Copy of the terms and conditions governing the appointment is available for inspection by members during business hours on any working day before the date of annual general meeting.

Except Mr. Minesh Modi being the proposed appointee and Mrs. Rupa Modi, Executive Director of the Company being relative of Mr. Minesh Modi are interested or concerned, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

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### Item No – 8

In view of the activities of the Company, Board of Directors felt it necessary to re-appoint Mrs. Rupa Modi as an Executive Director to look after the operational management of the Company. The Remuneration Committee has recommended her re-appointment. Her tenure was to expire on 27th July, 2014. The Board at its meeting held on 15th July, 2014 re-appointed her for another period of 3 years. Mrs. Rupa Modi has extensive experience in general and operational management of corporate bodies. She is very well versed in all aspects of operations, marketing and administration. She is aged about 50 years. The proposed remuneration will be, within overall limit of Schedule V of the Companies Act, 2013. The terms and conditions of the appointment and remuneration of Mrs. Rupa Modi are as follows:

1. She shall carry out such duties as may be entrusted to her subject to the supervision of the Board of Directors.
2. The re-appointment is for a period of Three years with effect from 27<sup>th</sup> July, 2014.
3. Remuneration:
  - (iii) Basic Salary : Rs. 50,000 Per month or Rs. 6,00,000 per annum.
  - (iv) Perquisites : Rs. 50,000/- per month for all the perquisites put together subject to maximum ceiling of Rs. 6,00,000 per annum for all the perquisites together.
4. In the event of loss or inadequacy of profits, she shall be paid a minimum remuneration not exceeding an amount, which the Company is entitled to pay in terms of Schedule V of the Companies Act, 2013.

The proposed resolution is required to be passed as a Special Resolution as required under the amended Schedule V to the Companies Act, 2013 and as such, the Directors commend your approval.

Copy of the terms and conditions governing the appointment is available for inspection by members during business hours on any working day before the date of annual general meeting.

Except Mrs. Rupa Modi being the proposed appointee and Mr. Minesh Modi, Director of the Company being relative of Mrs. Rupa Modi are interested or concerned, no other directors are interested or concerned in this resolution.

### Item No – 9

In the course of the business of the Company, it may be necessary to make investments in the shares of other bodies corporate which may exceed the limits set out in Section 186 of the Companies Act, 2013.

It may not be possible for the company to obtain permission of the shareholders every time such transaction take place, especially in view of the time factor involved. It is therefore, proposed to obtain a general sanction from the shareholders of the company in this behalf by means of a special resolution.

Section 186 of the Companies Act, 2013 provides that where the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other

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bodies corporate, alongwith the investment, loan, guarantee or security proposed to be made exceeds the 60% of aggregate of paid up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is more, no such investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorised by a special resolution passed in a general meeting.

However, the amount of investments so far made, the amount of loan so far given, the amounts for which guarantee or security so far provided to or in all other bodies corporate, along with the investments proposed to be made by the Board shall not exceed Rs. 100 Crore.

Members are, therefore, requested to approve the special resolution set out above.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

### **Item No – 10**

Section 180(1)(c) of the Companies Act, 2013 requires the consent of the Members in the General Meeting by Special Resolution for authorising the Board of Directors to borrow monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital and free reserves.

Taking into account the future finance requirements for growth plans and expansion programs being contemplated and undertaken by the Company and to cater to the working capital needs, a resolution is proposed providing that, in addition to the Company's existing borrowings, if any, the Directors may, for and on behalf of and for the purpose of the Company, borrow further sums of money amounting in the aggregate to a sum not exceeding 100 crores. Hence the members are requested to accord their approval for revising the borrowing power limit of the Board upto 100 crores. With the view to help the Board of Directors to take quick decisions for funding the future projects of the Company, it is recommended to increase the borrowing powers of the Board of Directors to Rs. 100 Crores (Rupees One Hundred Crores Only).

The Board recommends the resolution set forth in item number 10 above for approval of the members by Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

### **By Order of Board of Directors**

**Rupa Modi**

**Executive Director**

**DIN NO: 00378383**

**Address:** A/83, Vishnu Baug, 137,  
S V Road, Andheri  
West, Mumbai - 400058

**Place: Mumbai**

**Date: 30.07.2014**