



SIR SHADI LAL ENTERPRISES LIMITED

SIR SHADI LAL ENTERPRISES LIMITED

(Corporate Identity No. L51909DL1933PLC009509)

Regd. Office : 4 – A, Hansalaya, 15, Barakhamba Road, New Delhi – 110 001

Ph.:011 - 23316409 Fax: 011 - 23722193 Email Id: udsm_shamli@sirshadilal.com Website: www.sirshadilal.com

NOTICE FOR THE 86TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 86TH ANNUAL GENERAL MEETING OF SIR SHADI LAL ENTERPRISES LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS ON MONDAY, SEPTEMBER 28, 2020 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2020, Statement of Profit and Loss account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vivek Viswanathan, (DIN: 00141053) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ajit Hoon, (DIN: 00540300) who retires by rotation and being eligible, offers himself for re-appointment.

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 Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), payment of remuneration as set out in the Statement annexed to the Notice convening this Meeting to Mr. Rishi Mohan Bansal, Cost Auditors who was appointed by the Board of Directors of the Company on the recommendation of the Audit Committee to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021 be and is hereby ratified and approved.”

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

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Tanmay Sharma (DIN 08811485), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 11.08.2020 and whose term of office expires at

this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation from 28.09.2020 to 27.09.2025.”

RESOLVED FURTHER THAT Mr. Rajat Lal, Managing Director of the Company be and are hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Ravi Malhotra (DIN 08811471), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 11.08.2020 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation from 28.09.2020 to 27.09.2025.”

RESOLVED FURTHER THAT Mr. Rajat Lal, Managing Director of the Company be and are hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED that pursuant to section 188 and other applicable provisions of the Companies Act, 2013 if any and regulation 23 of the SEBI (LODR) Regulations 2015, consent of the members of the Company be & is hereby accorded for related party transactions made by the Company with the Directors and other related party at arm length Basis in the ordinary Course of Business to the extent as decided by the Board of Directors.

By order of the Board

Ajay Kumar Jain

Company Secretary

FCS-5826

Place : New Delhi
Dated : 11th August, 2020

**NOTES:**

- [a] In view of the COVID-19 pandemic and the need for ensuring social distancing, the Government of India, Ministry of Corporate Affairs (“MCA”) allowed conducting Annual General Meeting through video conferencing (VC) or other audio-visual means (OAVM) without the physical presence of Members at a common venue. Accordingly, MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (“MCA Circulars”), prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. Securities and Exchange Board of India (“SEBI”) also vide its Circular dated May 12, 2020 (“SEBI Circular”), permitted holding of Annual General Meetings through VC/OAVM. In compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars and applicable provisions of the SEBI Circular, the 86th Annual General Meeting (AGM) of the Members will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The venue of the Meeting shall be deemed to be the registered office of the Company.
- [b] Since this General Meeting is held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circulars.
- [c] No attendance slip/route map has been sent along with this Notice of the Meeting as the meeting is held through Audio Visual means.
- [d] Members who are shareholders as on Tuesday, September 15, 2020 can join the AGM 30 minutes before the commencement of the AGM i.e at 11.00 A.M and till the time of the conclusion of the Meeting by following the procedure mentioned in this Notice.
- [e] The attendance through VC/OAVM is restricted and hence members will be allowed on first come first serve basis. However, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on Tuesday, September 15, 2020 and Directors and Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee, CSR Committee and Auditors will not be restricted on first come first serve basis.
- [f] Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013.
- [g] In line with the MCA Circulars and the SEBI Circular, the Notice calling the AGM has been uploaded on the website of the Company at www.sirshadilal.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and is also available on the website of nsdl at <https://evoting.nsdl.com/>
- [h] The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015 and the Secretarial Standards on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed and the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under items 4 to 7 set out above are annexed hereto.
- The Register of Members and Transfer Books of the Company will be closed from Wednesday, September 16, 2020 to Monday, September 28, 2020 (both days inclusive).
- Members holding shares in physical form are requested to furnish bank details, email address, change of address etc. to Alankit Assignments Limited, who are the Company’s Registrar and Share Transfer Agents so as to reach them latest by Tuesday, September 15, 2020, in order to take note of the same. In respect of members holding shares in electronic mode, the details as would be furnished by the Depositories as at the close of the aforesaid date will be considered by the Company. Hence, members holding shares in demat mode should update their records at the earliest.
- [i] Considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of this Meeting and the Annual Reports have been sent via email to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on Monday, August 10, 2020.
- Those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
1. Those Members who have registered/not registered their mail address and mobile nos. including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with Registrar and Transfer Agents Alankit Assignments Limited in case the shares are held in physical form.
 2. Members may also visit the website of the Company www.Sirshadilal.com or the website of nsdl at www.evoting.nsdl.com/ for downloading the Annual Report and Notice of the AGM.
 3. Alternatively, Members may send an e-mail request to the email id evoting@nsdl.co.in along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio.

CONTD.....



Members who have already registered their email addresses are requested to get their email addresses validated with their Depository Participants/the Company's Registrar and Share Transfer Agent, Alankit Assignments Limited to enable servicing of notices/documents/Annual Reports electronically to their email address.

- [j] In terms of the MCA Circulars and in the view of the Board of Directors, all matters included in this Notice are unavoidable and hence are proposed for seeking approval at this AGM. All documents referred to in the accompanying Notice and the Explanatory Statement have been uploaded on the website of the Company at www.sirshadilal.com. All shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@sirshadilal.com.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

1. Pursuant to Section 205A of the Companies Act, 1956, all unpaid/unclaimed dividends declared for and up to the financial year ended 31st March 1995 have been transferred to the General Revenue Account of Central Government. Members, who have not yet encashed their dividend warrants for the said period, are requested to claim the amount from the Registrar of Companies, National Capital Territory of Delhi & Haryana, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110 019.
2. Pursuant to Section 205A and 205C of the Companies Act, 1956, unpaid/ unclaimed dividends for the year 1995-96, 1996-97, 1997-98, 1998-99, interim and final dividend of 1999-2000, 2000-2001, 2001-2002, 2003-04, 2004-05 & 2005-06, 2009-10 have been transferred by the Company to "Investor Education & Protection Fund"(IEPF) constituted by the Central Government under Section 205A and 205C of the Companies Act, 1956. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 26th September, 2017 on the website of the Company (www.sirshadilal.com).

The Central Government has notified the constitution of Investor Education and Protection Fund Authority with effect from 7th September 2016 and in terms of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ("IEPF Rules"), the company has transfer not only the unclaimed dividends but also the equity shares in respect

of which dividends are not claimed for the continuous period of seven years by any shareholder, to the IEPF Demat A/c as identified by the IEPF Authority. Any Shareholder who want to get refund the shares can claim the same by applying to the Investor Education and Protection Fund Authority on their website at www.iepf.gov.in/IEPFA/refund.html

SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialize shares held by them in physical form.

[k] **Instruction for attending the meeting through VC:**

Convenience of different persons positioned in different time zones has been kept in mind before scheduling the time for this Meeting.

The Company has appointed M/s NSDL Limited ("nsdl"), to provide Video Conferencing facility for the AGM and the attendant enablers for conducting of the e-AGM. Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by nsdl. Members may access the same at www.evoting.nsdl.com by clicking "AGM video conference"

Members are requested to follow the procedure given below:

Launch internet browser (chrome/ firefox/safari) by typing the URL: <https://evoting.nsdl.com>

Enter the login credentials (i.e., User ID and password for e-voting).

After logging in, click on "Video Conference" option

Then click on camera icon appearing against AGM event of Sir Shadi Lal Enterprises Limited, to attend the Meeting.

Please note that the members who do not have the User ID and Password for e-Voting or have forgotten their User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.

Members can participate in AGM through smart phone/laptop. However, for better experience and smooth participation it is advisable to join the Meeting using Google Chrome, through Laptops connected through broadband.

Further Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.

Please note that Participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Tuesday, September 15, 2020 through email on cs@sirshadilal.com. The same will be replied



by the Company suitably. Please note that, members' queries/questions will be responded to only, if the shareholder continues to hold the shares as on the cut-off date i.e Tuesday, September 15, 2020.

Members intending to ask questions at the AGM, may login at www.evoting.nsdl.com and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. A reference number shall be displayed on the screen which may be preserved for recalling during the Q&A session in the e-AGM meeting.

The "Speaker Registration" window shall be activated on Friday, September 25, 2020 at 9.00 A.M and shall be closed on Monday, September 28, 2020 at 09.00 A.M. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

Members who are not able to join this Meeting over video conferencing will be able to view the live webcast of proceedings of AGM by logging on the e-voting website of Nsdl at www.evoting.nsdl.com using their remote e-voting credentials.

Members who need assistance before or during the AGM, can contact Nsdl on emeeting@nsdl.co.in or call on toll free numbers 1800-222-990 Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

[I] E-voting

The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Standard 2 of the Secretarial Standards on General Meetings and Reg. 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means. The said facility of casting the votes by the members using electronic means (remote e-voting) will be provided by Nsdl.

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 of Tuesday, September 15, 2020 shall be entitled to avail the facility of remote e-voting or e-voting on the day of the Meeting. Persons who are not members as on the cut-off date should treat this notice for information purposes only.

The Notice will be displayed on the website of the Company www.sirshadilal.com and on the website of Nsdl.

The members who have cast their vote through remote e-voting prior to the AGM may also attend the AGM through video-conferencing but shall not be entitled to cast their vote again.

The remote e-voting period commences on Friday, September 25, 2020 at (9.00 A.M IST) and ends on Sunday, September 27, 2020 at (05.00 P.M IST). During this period, members of the Company holding shares either in physical or dematerialized

form, as on the cut-off date of Tuesday, September 15, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Nsdl for voting thereafter.

Instructions for e-voting during the AGM:

The e-Voting window shall be activated upon instructions of the Chairman during the AGM proceedings. Members shall vote as per the credentials displayed in the e-voting window.

Members would need to click on the "Instapoll" icon and follow the instructions to vote on the resolutions.

Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-AGM.

The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Tuesday, September 15, 2020, i.e. the commencement of the book closure date are entitled to vote on the Resolutions set forth in this Notice. Eligible members who have acquired shares after the despatch of the Annual Report and holding shares as on the cut-off date i.e Tuesday, September 15, 2020 may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.

Members who are already registered with Nsdl for remote e-voting can use their existing user ID and password for casting their vote. In case they don't remember their password, they can reset their password by using "Forgot User Details/Password" option available on <https://evoting.nsdl.com>

Shri Sunil K. Jain, Prop. Sunil K. Jain & Associates, Practicing Company Secretaries (Membership No. FCS 4089; C.P.No.4079), has been appointed as the Scrutinizer to scrutinize for conducting the voting and remote e-voting process in a fair and transparent manner.

Members are requested to follow the instructions below to cast their votes through e-voting:

Voting Process using NSDL e-Voting system

Log-in to NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

CONTD.....



4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your de mat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Based on the report received from the Scrutinizer, the Company will submit within 48 hours of the conclusion of the Meeting to the stock exchanges details of the voting results as required under Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A Member can opt for onlY one mode of voting i.e. either through remote e-voting or at the Meeting. If a Member has cast his vote by remote e-voting then he will not be eligible to vote at the Meeting.

The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same as mentioned in the instructions for remote-evoting.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.

Facility to cast vote through e-voting will be made available



on the Video Conferencing screen and will be activated once the same is announced by the Chairman during the Meeting.

The results declared along with the Scrutinizer's report, will be posted on the website of the Company www.sirshadilal.com and on the website of e-voting at <https://evoting.nSDL.com> and will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office immediately after the declaration of the result by the Chairman or any person authorised by him in writing and will be communicated to the Stock Exchanges.

ANNEXURE TO NOTICE

(Explanatory Statement under Section 102 (1) of the Companies Act, 2013)

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021 as per the following details:

Remuneration of Cost Auditor

For the product "Sugar"

for Upper Doab Sugar Mills

Cost Audit Fee	Rs. 30,000
(Inclusive of all incidental and traveling expenses)	per annum

For the product "Industrial Alcohol"

for Shamli Distillery & Chemical Works

Cost Audit Fee	Rs. 20,000
	per annum

Extra Travelling Expenses and Incidental Expenses for attending Audit Committee/ Board Meeting(s)	Actual
	Rs. 2,000
	per day

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

None of the 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. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO.5

The Board of Directors in its meeting held on 11.08.2020 approved the appointment of Mr. Tanmay Sharma as an Independent Director of the Company up to the date of ensuing Annual General Meeting. In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment)

Regulations, 2018, consent of the Members is required by way of Ordinary Resolution for appointment of Independent Director. The Nomination & Remuneration Committee ("the Committee") and the Board of Directors of the Company ("the Board") are of the view that in order to take advantage of Mr. Tanmay Sharma counsel and advice, it would be appropriate that he continues to serve on the Board for next five years. Accordingly, the Board at the meeting held on 11.08.2020, on the recommendation of the Committee, recommended for the approval of the Members, appointment of Mr. Tanmay sharma as an Independent Director of the Company. Mr. Tanmay sharma and his relatives are interested in this Ordinary Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Ordinary Resolution.

The Board recommends this Ordinary Resolution for your approval.

ITEM NO. 6

The Board of Directors in its meeting held on 11.08.2020 approved the appointment of Mr. Ravi Malhotra as an Independent Director of the Company up to the date of ensuing Annual General Meeting . In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members is required by way of Ordinary Resolution for appointment of Independent Director. The Nomination & Remuneration Committee ("the Committee") and the Board of Directors of the Company ("the Board") are of the view that in order to take advantage of Mr. Ravi Malhotra counsel and advice, it would be appropriate that he continues to serve on the Board for next five years. Accordingly, the Board at the meeting held on 11.08.2020, on the recommendation of the Committee, recommended for the approval of the Members, appointment of Mr. Ravi Malhotra as an Independent Director of the Company. Mr. Ravi Malhotra and his relatives are interested in this Ordinary Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Ordinary Resolution.

The Board recommends this Ordinary Resolution for your approval.

ITEM NO 7

Section 188 of the Act and the applicable Rules framed there under provide that any Related Party Transaction will require prior approval of shareholders through special resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the value of proposed aggregate transactions with Managing Director and Joint Managing Director will not exceed the said threshold limit, Accordingly, transaction(s) entered into with related party do not comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Listing Regulations. The Board hereby recommends the shareholder for approval of related party transactions by way of special resolution.

By order of the Board

Ajay Kumar Jain
Company Secretary

Place : New Delhi
Dated : 11th August, 2020

FCS-5826

CONTD.....