



## NOTICE

**NOTICE** is hereby given that Fifty-Fifth Annual General Meeting of the Members of **DAI-ICHI KARKARIA LIMITED** (L24100MH1960PLC011681) will be held on Friday, the 31<sup>st</sup> day of July, 2015 at 12.00 p.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20 Kaikhushru Dubash Marg, Mumbai – 400 001 to transact the following business:

### Ordinary Business

1. To receive, consider and adopt:
  - (a) the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 and the Reports of Board of Directors and Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 and the Report of the Auditors thereon.
2. To declare a dividend for the year ended 31<sup>st</sup> March, 2015.
3. To appoint a Director in place of Mr. A. H. Jehangir (DIN: 00001752), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, Firm's Registration No. 117366W/W-100018 as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors and the Auditors.

### Special Business

5. To appoint Ms. Meher Vakil as Chief Operating Officer of the Company and in this regard 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 188(i)(f) of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is accorded to Ms. Meher Vakil, a relative of Mrs. S. F. Vakil, Chairperson & Managing Director, to hold office or place of profit as Chief Operating Officer (COO) w.e.f. 1<sup>st</sup> September, 2015, as per the terms & conditions and remuneration set out in the Explanatory Statement, which is Annexed to the notice convening the Annual General Meeting.  
**FURTHER RESOLVED THAT** the Company Secretary of the Company be and is hereby authorized to do all such acts and take such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”
6. To ratify the remuneration payable to Mr. Sudhir Govind Jog, Cost Accountant, (Membership No. 5599) appointed as Cost Auditor of the Company and in this regard 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), remuneration of ₹ 1,20,000/- plus applicable taxes and reimbursement of actual out of pocket expenses payable to Mr. Sudhir Govind Jog, Cost Accountant, (Membership No. 5599), appointed by the Board of Directors, to conduct the audit of the Cost records of the Company for the financial year ending March 31, 2015, be and is hereby ratified.  
**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.”

By Order of the Board  
For Dai-ichi Karkaria Ltd.

**Kavita Thadeshwar**  
Company Secretary

### Registered Office:

Liberty Building,  
Sir Vithaldas Thackersey Marg,  
Mumbai - 400 020.

Place : Mumbai  
Date : June 8, 2015

**NOTES:**

- (1) **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and vote on a poll instead of himself and the proxy 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 carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy of any other person or member. 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. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.**
- (2) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (3) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed.
- (4) The Register of Members and Share Transfer Books of the Company will remain closed from July 25, 2015 to July 31, 2015 (both days inclusive) in connection with the Annual General Meeting.
- (5) Dividend as recommended by the Directors if declared at the meeting, will be payable to those Members whose names appear on the Register of Members as on 31<sup>st</sup> July, 2015. In respect of the shares in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Ltd and Central Depository Services (I) Ltd. for this purpose as on July 24, 2015. Date of payment will be August 14, 2015.
- (6) The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. Members are therefore requested to update their NECS/Bank details with the Depositories/Share Registrar of the Company.
- (7) Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified) dividend for the financial year ended 31<sup>st</sup> March, 2008 and thereafter which remains unclaimed for a period of seven years will be transferred to Investor Education and Protection Fund (IEPF) established by the Central Government. The Shareholders who have not claimed or encashed their dividend warrants for the financial year 2008 and subsequent years are therefore requested to approach the Company in writing with their details to facilitate payment.  
The Ministry of Corporate Affairs (MCA) on 10<sup>th</sup> May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts. The Company has uploaded the information on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and on the website of the Company viz. [www.dai-ichiindia.com](http://www.dai-ichiindia.com).
- (8) Members whose shareholding is in physical mode are requested to immediately notify any change in their addresses to M/s. Sharex Dynamic (India) Pvt. Ltd. at Unit – 1, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072 and members whose shareholding is in electronic mode are requested to direct change of their address notification to their respective Depository Participants.  
The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to the Depository Participants with whom they maintained – their demat accounts. Members holding shares in physical form should submit their PAN to M/s Sharex Dynamic (India) Pvt. Ltd.
- (9) The Shareholders desiring any information as regards Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
- (10) Members/proxies are requested to bring Attendance Slips and their copies of Annual Report along with them as copies of the Report will not be distributed at the meeting.



- (11) In support of “Green Initiative in Corporate Governance” announced by the Government of India and Clause 32 of the Listing Agreement with the Stock Exchange, Copy of Annual Report alongwith Notice, indicating the process and manner of remote e-voting are being sent by email to those Members whose email addresses have being available to the Depository Participants unless the Member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Annual Report alongwith Notice will be sent in the permitted mode.

The Company hereby requests the Members holding shares in electronic mode to update their email address with their Depository Participant(s). Members holding shares in physical mode are requested to update their email address by writing to the Registrar of the Company.

- (12) All documents referred to in the Notice & Explanatory Statement are open for inspection to the members at the Registered Office of the Company between 11 a.m. to 1 p.m. on all working days, except Saturday till the date of this Annual General Meeting.
- (13) In terms of clause 49 of the listing agreement, the information relating to directors retiring by rotation and seeking re-appointment/appointment is as under:

**Mr. A. H. Jehangir**

**Brief resume and nature of expertise:**

Mr. A. H. Jehangir is a Commerce Graduate and is one of the promoters of the Company. He is a Director of the company since 1986. Mr. Jehangir has experience of more than 25 years in investment business.

Mr. A. H. Jehangir holds 100 equity shares of the Company. Apart from Dai-ichi Karkaria Ltd., Mr. Jehangir holds directorship of the following companies:

Sr. No.	Name of the Company	Designation
1.	Amerado Trading Company	Director
2.	Wild Flower Trading Company	Director
3.	Jehangir Brand Management Pvt. Ltd.	Director

- (14) **Voting through Electronic means:** In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 55<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through ‘remote e-voting’ services provided by Central Depository Services (India) Ltd. (CDSL).

(A) **The instructions for shareholders voting electronically are as under:**

- (i) The remote e-voting period begins on **July 28, 2015 at 10 a.m.** and ends on **July 30, 2015 at 5.00 p.m.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **July 24, 2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>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 printed on the Attendance Slip, in the PAN field.</li> <li>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.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If 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).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **DAI-ICHI KARKARIA LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.



- (xix) Those persons, who have acquired shares and have become Members of the Company after the despatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 24<sup>th</sup> July, 2015 shall view the Notice of the 55<sup>th</sup> AGM on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) M/s Ragini Chokshi & Co., Practicing Company Secretaries, has been appointed as a Scrutinizer to scrutinize the remote e-voting and voting process at the AGM in a fair and transparent manner. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM.
- The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (xxii) The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website [www.dai-ichiindia.com](http://www.dai-ichiindia.com) and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the Bombay Stock Exchange (BSE).

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 REGARDING SPECIAL BUSINESS

#### Item No. 5:

On recommendation of the Nomination & Remuneration Committee & subject to the approval of Members, the Board of Directors have appointed Ms. Meher Vakil as a Chief Operating Officer (COO) of the Company, with effect from 1<sup>st</sup> September, 2015, on following terms and conditions:

#### a) Salary:

₹ 3,20,000/- (Rupees Three Lacs Twenty Thousand Only) per month with annual increments not exceeding 15% effective from 1<sup>st</sup> April each year, as may be decided by the Board/Committee thereof.

#### b) Perquisites, Allowances & Incentives:

- i. Rent free unfurnished accommodation or House Rent Allowance of 50 per cent of salary in lieu thereof.
- ii. Use of Company's car with driver.
- iii. Reimbursement of a telephone bill at residence and a cellular phone bill.
- iv. Reimbursement of membership fees of one club.
- v. Statutory benefits such as Medical Reimbursement, Leave Travel Allowance, Contribution to Provident Fund, Gratuity etc. as per the rules of the Company.
- vi. Performance linked incentive/bonus not exceeding ₹ 12,00,000/- (Rupees Twelve Lacs Only) at the end of each financial year, as may be determined by the Board of Directors/Committee thereof.

All allowances, perquisites, etc. shall be valued as per Income Tax Rules, 1962 as amended from time to time, wherever applicable.

Ms. Meher Vakil is a Bachelor of Arts in Economics with Double Concentration in Business Institutions from the Northwestern University, US and has relevant experience in Marketing and Business Development. Prior to her appointment as COO of the Company, she was a Director of Sales in a New York based Company.

As per the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, approval of members is required for appointment of a Related Party to office or place of profit at a remuneration exceeding the specified limits.

The resolution is recommended to the shareholders for passing as an Ordinary Resolution.

Except Mrs. S. F. Vakil, Chairperson & Managing Director and her relatives (to the extent of their shareholding interest in the Company), no Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

**Item No. 6**

The Board, on recommendation of the Audit Committee, has approved the appointment of Mr. Sudhir Govind Jog, Cost Accountant, (Membership No. 5599) to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2015, on a remuneration of ₹ 1,20,000/- plus applicable taxes and reimbursement of actual out of pocket expenses.

In accordance with the provisions of Sections 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary resolution as set out at Item No. 6 for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2015.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

By Order of the Board  
For Dai-ichi Karkaria Ltd.

**Kavita Thadeshwar**  
Company Secretary

**Registered Office:**

Liberty Building, Sir Vithaldas Thackersey Marg,  
Mumbai - 400 020.

Place : Mumbai

Date : June 8, 2015

Route Map to the venue of the AGM

