



NOTICE

NOTICE is hereby given that Fifty-Fourth Annual General Meeting of the Members of **DAI-ICHI KARKARIA LIMITED** (L24100MH1960PLC011681) will be held on Friday, the 8th day of August 2014 at 11:30 a.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20 Kaikhushru Dubash Marg, Mumbai – 400 001 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date together with the Directors' Report and Auditors' Report thereon.
2. To declare a dividend for the year ended 31st March, 2014.
3. To appoint a Director in place of Mr. J. H. C Jehangir (DIN:00001451), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint 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 57th Annual General Meeting, (subject to ratification of their appointment at every AGM) at such remuneration as shall be fixed by the Board of Directors of the Company.

Special Business

5. To appoint Mr. K. M. Elavia (DIN: 00003940) as an Independent Director 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with schedule IV to the Companies Act, 2013, Mr. Keki Elavia (DIN: 00003940), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the erstwhile Companies Act, 1956, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019."
6. To appoint Mr. K. D. Patel (DIN: 00002634) as an Independent Director 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with schedule IV to the Companies Act, 2013, Mr. Kavas Patel (DIN: 00002634), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the erstwhile Companies Act, 1956, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019."
7. To appoint Dr. A. M. Naik (DIN: 00002670) as an Independent Director 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or

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re-enactment thereof for the time being in force), read with schedule IV to the Companies Act, 2013, Dr. Anil Naik (DIN: 00002670), Director of the Company whose period of office was liable to determination by retirement of directors by rotation under the erstwhile Companies Act, 1956, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019."

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 : July 2, 2014

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 proxy need not be a member. 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. A member holding more than 10% 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 for any other person or shareholder. 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 authorising 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 1st August, 2014 to 8th August, 2014 (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 8th August, 2014. 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 1st August 2014. Date of payment will be 22nd August, 2014.
- (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 sub-section (5) of Section 124 of the Companies Act, 2013 dividend for the financial year ended 31st March 2007 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 pursuant to Sect on 125 of the Companies Act, 2013. The Shareholders who have not claimed or encashed their dividend warrants for the financial year 2007 and subsequent years are therefore requested to approach the Company in writing with their folio numbers to facilitate payment.

The Ministry of Corporate Affairs (MCA) on 10th 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 and on the website of the Company viz. 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.
- (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 duly filled Attendance Slips and their copies of Annual Report along with them as copies of the Report will not be distributed at the meeting.
- (11) The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices/documents such as General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, ECS credits etc to its shareholders through electronic mode to the registered e-mail addresses of shareholders. We therefore request you to register your email-id for implementation of the initiative.
- (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 entered into with Stock Exchange, the information relating to directors retiring by rotation and seeking re-appointment / appointment is as under:

Mr. J. H. C. Jehangir

Brief resume and nature of expertise:

Mr. J. H. C. Jehangir, age 60 years, is an Arts Graduate and one of the promoter and Director of the Company. He is also a committee member of Share Transfer Committee. Mr. Jehangir has experience of more than 20 years in investment business.

Mr. J. H. C Jehangir holds 100 shares in the Company. He is on the Board of Directors of the following other companies:

Sr. No.	Name of the Company	Designation
1.	Cannadel Services & Trading Company	Chairman
2.	Cowasjee Jehangir Trading Company	Chairman
3.	Jehangir Clinical Development Centre Pvt. Ltd.	Chairman
4.	Wild Flower Trading Company	Chairman
5.	Amerado Trading Company	Director
6.	Ananta Lifestyles Pvt. Ltd.	Director

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7.	Andhra Pradesh Tanneries Ltd.	Director
8.	Chowgule Industries Pvt. Ltd.	Director
9.	Cowhill Trading Company	Director
10.	Goodearth Trading Company	Director
11.	Hindustan Hardy Spicer Ltd.	Director
12.	Lavgan Dockyard Pvt. Ltd.	Director
13.	Principal Healthcare & Wellness Pvt. Ltd.	Director
14.	Jehangir Brand Management Pvt. Ltd	Director

Mr. Jehangir is Chairman of Jehangir Hospital, Pune.

Mr. K. M. Elavia:

Brief resume and nature of expertise:

Mr. K. M. Elavia, age 68 years, is a Bachelor of Commerce and a fellow member of the Institute of Chartered Accountants of India.

Mr. Elavia possesses more than 4 decades of post qualification experience. He has been a partner of M/s. Kalyaniwalla & Mistry, Chartered Accountants from the year 1974 to 2009.

Mr. Elavia does not hold any shares of the Company. He is on the Board of Directors of the following other companies:

Sr. no.	Name of the Company	Designation
1.	Uni VTL Precision Pvt. Ltd.	Chairman
2.	Allcargo Logistics Ltd.	Director
3.	DCB Bank Ltd.	Director
4.	Goa Carbon Ltd.	Director
5.	Godrej & Boyce Mfg. Co. Ltd.	Director
6.	Godrej Industries Ltd.	Director
7.	Grindwell Norton Ltd.	Director
8.	Uni Abex Alloy Products Ltd.	Director
9.	Wonder Space Properties Pvt. Ltd.	Director
10.	Tata Asset Management Ltd.	Director

He is a member of the following Board Committees:

Sr. No.	Name of the Company	Committee	Designation
1.	Allcargo Logistics Ltd.	Audit Committee	Chairman
		Compensation/Remuneration Committee	Member
		CSR Committee	Member
		Finance / Investment Committee	Member
2.	Development Credit Bank Limited	Audit Committee	Chairman
		Risk Management Committee	Chairman
		Fraud Reporting & Monitoring Committee	Chairman
		Capital Raising Committee	Member
		Nomination & Remuneration Committee	Member
		CSR Committee	Member



Sr. No.	Name of the Company	Committee	Designation
3.	Goa Carbon Ltd.	Audit Committee	Member
		Remuneration Committee	Chairman
		Corporate Governance Committee	Member
		Project Committee	Member
		Resource Raising Committee	Member
4.	Godrej & Boyce Mfg. Co. Ltd.	Audit Committee	Chairman
		Remuneration Committee	Member
		CSR Committee	Member
		Stakeholders' Committee	Member
5.	Grindwell Norton Ltd.	Audit Committee	Chairman
6.	Uni Abex Alloy Products Ltd.	Remuneration committee	Chairman

Mr. K. D. Patel

Brief resume and nature of expertise:

Mr. K. D. Patel, age 67 years, is a Bachelor of Commerce from the University of Bombay and in 1972 became a Member of the Institute of Chartered Accountants in England and Wales.

His professional career started with Turquands Barton Mayhew, a U.K. firm of Chartered Accountants in their Milan, Italy office.

He joined Polaroid Italia Spa. in 1974 followed by various international assignments for Polaroid over a 21 year career including Director of Finance for the Asia Pacific Region based in Tokyo and Country Director for India.

Mr. Patel does not hold any shares of the Company. He is on the Board of Directors of the following companies:

Sr. No.	Name of the Company	Designation
1.	Champion Dai-ichi Technologies India Ltd	Director
2.	Indian Oxides and Chemicals Limited	Director
3.	Phil Corporation Limited	Director
4.	Tasty Bite Eatables Ltd.	Director
5.	Uni Klinger Limited	Director
6.	Zinnia Properties Pvt. Limited	Director

He is a member of the following Board Committees:

Sr. No.	Name of the Company	Committee	Designation
1.	Phil Corporation Limited	Audit Committee	Chairman
		Shareholders' Grievance Committee	Chairman
		Remuneration Committee	Chairman
2.	Tasty Bite Eatables Ltd.	Audit Committee	Member
		Shareholders' Grievance Committee	Member
		Remuneration Committee	Member
3.	Uni Klinger Limited	Audit Committee	Chairman

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Dr. A. M. Naik:

Brief resume and nature of expertise:

Dr. A. M. Naik, age 71 years, is a Gold Medalist from IIM, Calcutta and Ph.D from Mumbai University in Strategic Management. He has more than 25 yrs. of experience at Senior Level in Indian Corporate Sector and for the last 25 yrs., he has been management consultant and educator. He was awarded S.S. Nadkarni fellowship at the University of Bombay in 2001 and was adjudged Best Management Teacher by Bombay Management Association in the year 2003.

As management consultancy area in the field of turn-around and organizational restructure, he has completed consultancy assignment of the companies such as Asian Paints (I) Ltd., Jindal Iron & Steel Co. Limited, CRISIL and Knight Frank India Limited.

Dr. A. M. Naik does not hold any shares of the Company. He is on the Board of Directors of the following other companies:

Sr. no.	Name of the Company	Designation
1.	Grey Cells Education Pvt. Ltd.	Director
2.	Indoco Remedies Ltd.	Director
3.	Neterson Technology Pvt. Ltd.	Director
4.	Oil Field Instrumentation (India) 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 54th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Ltd. (CDSL).

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

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "**DAI-ICHI KARKARIA LIMITED**" from the drop down menu and click on "SUBMIT"
- (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 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:

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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
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"> • 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 number of shares held by you as on the cut off date in the Dividend Bank details field.



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (B) The voting period begins on **August 01, 2014 at 10 a.m.** and ends on **August 03, 2014 at 6.00 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 11, 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) M/s Ragini Chokshi & Co., Practicing Company Secretary, has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) 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 Chairperson of the Company.
- (E) The Results declared at the AGM of the Company along with the Scrutinizer's report shall be placed on the Company's website www.dai-ichiindia.com and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange.

ANNEXURE TO THE NOTICE

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

Item 5 to 7:

Brief Profile of the Independent Directors proposed to be appointed is provided under the notes to the notice. The Directors' period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, the Directors being eligible, have offered themselves for appointment and are proposed to be appointed as Independent Directors for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing their candidature for the office of Director of the Company.

In the opinion of the Board, the Directors fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as an Independent Director of the Company and are independent of the management. Copy of draft letter of appointment of the Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that the continued association of the Directors would be of immense benefit to the Company. Accordingly, the Board recommends the resolutions in relation to the appointment of Independent Directors, for the approval by the shareholders of the Company.

Except the Independent Directors to be appointed, 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 Nos. 5 to 7.

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 : July 2, 2014