

## NOTICE

**NOTICE** is hereby given that the Thirty-third ANNUAL GENERAL MEETING of Sika Interplant Systems Limited ("the Company") will be held on Saturday, the 21<sup>st</sup> September, 2019 at 10.00 a.m. at Hotel Ajantha, 22 M.G. Road, Bangalore 560 001 to transact the following:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2019 together with the Reports of the Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March 2019.
3. To appoint a Director in place of Mrs. Krishna Sikka (DIN: 01226312), who retires by rotation and, being eligible, offers her self for re-appointment.

### SPECIAL BUSINESS :

4. To consider and, if thought fit, to pass with or without modification, the following as a Special Resolution:

**"RESOLVED THAT**, pursuant to the provisions of sections 149 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), as amended from time to time, Dr. C. G. Krishnadas Nair (DIN:00059686), who was appointed as an Independent Director at the Twenty eighth Annual General Meeting of the Company and who holds office up to 24th September 2019 and who is eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term with effect from 25<sup>th</sup> September 2019 to 24<sup>th</sup> September 2024".

5. To consider and, if thought fit, to pass with or without modification, the following as a Special Resolution::

**"RESOLVED THAT**, pursuant to the provisions of sections 149 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), as amended from time to time, Mr. Roopsing N. Chawhan (DIN: 00568833), who was appointed as an Independent Director at the Twenty eighth Annual General Meeting of the Company and who holds office up to 24th September 2019 and who is eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence

under section 149(6) of the Act and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term with effect from 25th September 2019 to 24<sup>th</sup> September 2024".

6. To consider and, if thought fit, to pass with or without modification, the following as a Special Resolution::

**"RESOLVED THAT**, pursuant to the provisions of sections 149 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), as amended from time to time, Mr. Santhanam Srinivasan (DIN: 02685291), who was appointed as an Independent Director at the Twenty eighth Annual General Meeting of the Company and who holds office up to 24th September 2019 and who is eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term with effect from 25<sup>th</sup> September 2019 to 24<sup>th</sup> September 2024".

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

**"RESOLVED THAT**, in accordance with the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Non-Wholetime Directors of the Company be paid annually, for each financial year commencing from 1st April, 2019, commission amounting collectively up to one percent of the net profit of the Company, as the Board of Directors of the Company (the "Board") may determine based on guidelines framed by the Board for this purpose, in addition to the fees for attending the meetings of the Board, provided however that the aggregate remuneration, including commission, paid to such Directors in a financial year shall not exceed one percent of the net profits of the Company in terms of Section 197 of the Act, and computed in the manner referred to in Section 198 of the Act."

**RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorized to do all such acts as may be necessary, proper or expedient for giving effect to this resolution."

**NOTES:**

1. The relevant details of the Director seeking reappointment, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") are annexed.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A Proxy is not entitled to vote except on a poll. A Proxy form is enclosed herewith. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable.
3. Members/proxies should bring the attendance slips duly filled in and signed for attending the meeting.
4. Corporate members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting
5. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. The Register of Members and the Transfer Books of the Company will remain closed from 13<sup>th</sup> September 2019 Friday to 21<sup>st</sup> September 2019, Saturday both days inclusive.
7. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents (R & T), Integrated Registry Management Services Private Limited for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
8. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made to those Members whose names appear on the Register of Members of the Company as on 12<sup>th</sup> September 2019.
9. Pursuant to Sections 124 and 125 and other applicable provisions, if any, of the Companies Act, 2013, all unclaimed/ unpaid dividend, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred prior to March 31, 2019.
10. Members holding shares in physical form and who have not registered their e-mail IDs are requested to register the same with R&T.
11. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the R & T/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. To support the "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with R & T/Depositories. Further to the "Green Initiative", copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to kindly bring their copies to the meeting.
13. E-voting:-
  - a. In compliance with the provisions of Section 108 of the Act and read with the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI Listing Regulation, the Company is pleased to provide the e-voting (the "Remote e-voting") to, the Members holding shares in physical or dematerialized form, as on the cut-off date of 13<sup>th</sup> September 2019 to exercise their right to vote by electronic means on all the businesses specified in the Notice.
  - b. The Company is also offering the facility for voting by way of physical ballot at the AGM. Members attending the meeting who have not already cast their vote by remote e-voting are eligible to exercise their right to vote at the meeting. Members who have cast their vote by remote e-voting prior to the AGM are also eligible to attend the meeting but shall not be entitled to cast their vote again. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
  - c. In case Members cast their votes through more than one mode, voting done by e-voting shall prevail and votes cast through physical ballot form shall be treated as invalid.
  - d. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  - e. Mrs. Gauri Balankhe, Practicing Company Secretary (Membership FCS No.7786 and COP No.8588), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - f. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Agency to provide e-voting facility.



- g. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the DPs as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- h. The Scrutinizer, after scrutinizing the votes cast at the meeting, through remote e-voting and ballot, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or a person authorized by him in writing. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company at www.sikaglobal.com. The results shall simultaneously be communicated to the Stock Exchange.
- i. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 21<sup>st</sup> September 2019.  
  
The instructions for shareholders voting electronically are as under:
  - j. The remote e-voting period commences on Wednesday, 18<sup>th</sup> September 2019 at 9:00 a.m. (IST) and ends on Friday, 20<sup>th</sup> September 2019 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.
- k. The instructions for e-voting are as under:

i	The Member should log on to the e-voting website : www.evotingindia.com
ii	Click on "Shareholders".
iii	Now Enter your User ID <ul style="list-style-type: none"> <li>a. For CDSL: 16-digit beneficiary ID,</li> <li>b. For NSDL: 8-character DP ID followed by 8-digit Client ID,</li> <li>c. Members holding shares in Physical Form should enter Folio Number registered with the Company.</li> </ul>
iv	Next enter the Image Verification as displayed and click on "Login".
v	If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. 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
vi	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/DP are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>

	<ul style="list-style-type: none"> <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>
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or DOB (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to log in. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the instruction (iii).</li> </ul>
vii	After entering these details appropriately, click on "SUBMIT" tab
viii	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.
ix	For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
x	Click on the EVSN for 'SIKA INTERPLANT SYSTEMS LIMITED'.
xi	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.
xii	Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
xiii	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.
xiv	Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
xv	You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
xvi	Note for Non-Individual Shareholders and Custodians <ul style="list-style-type: none"> <li>- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.</li> </ul>

	<ul style="list-style-type: none"> <li>- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com</li> <li>- 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.</li> <li>- 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.</li> <li>- 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.</li> </ul>
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	<p>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 <a href="http://www.evotingindia.com">www.evotingindia.com</a>, under help section or write an email to helpdesk.evoting@cdslindia.com</p>
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14. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting is annexed hereto.

By Order of the Board  
Sriee Aneetha .M  
Company Secretary

Bangalore, 07<sup>th</sup> August 2019

#### EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 (the “Act”), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos.4 to 6 of the accompanying Notice:

##### Item No. 4

Dr.C.G.Krishnadas Nair was appointed as an Independent Director with effect from 25<sup>th</sup> September 2014 and current term as Independent Director is set to expire on 24<sup>th</sup> September 2019.

Dr. C.G. Krishnadas Nair holds a B.Tech from the Indian Institute Technology, Chennai and holds a M.Sc in Metallurgical Engineering and PhD in Engineering from the University of Sask, Canada. Dr. Nair is a former Chairman of India's largest defence public sector undertaking Hindustan Aeronautics Limited. He is widely recognized in the field of aeronautics both in India and abroad and was elected President of Aeronautical Society of India (1995-97). He is the Chancellor of International Institute for Aerospace Engineering Management, serves as a Director of the Aerospace and Aviation Sector Skill Council (AASSC), and founded the Society of Indian Aerospace Technologies & Industries (SIATI). He has authored several books in Engineering Technology and Management and has published over 200 Research & Technology and Management papers in National and International journals. A fellow of the Indian National Academy of Engineering, Dr Nair was conferred with the Padmashri Award for outstanding contributions in Engineering Science and Technology. He is also Director of Brahmos Aerospace Thiruvananthapuram Ltd and Global Vectra Helicorp Ltd. In addition.

The Board at its meeting held on 07<sup>th</sup> August 2019, based on the recommendations of the Nomination and Remuneration Committee, background, experience and contributions made by Dr. Nair during his tenure, has approved the re-appointment for a second term commencing from 25<sup>th</sup> September 2019 up to 24<sup>th</sup> September 2024, subject to approval of shareholders of the Company. The Board of Directors state that the re-appointment of Dr. Nair would be in the interest of the Company and its Members.

Dr. Nair is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as an Independent Director of the Company. The Company has also received declarations from Dr. Nair that he meets the criteria of independence as prescribed under Section 149 of the Act and the LODR Regulations. Details of Dr. Nair whose reappointment as an Independent Director is proposed at Resolution No. 4 is provided in the Annexure to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives other than Dr. Nair is concerned or interested in the Resolution at Item No.4 of the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Dr. Nair as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution set out at Resolution No.4 of the Notice for approval by the Members.

##### Item No. 5

Mr. Roopsing N. Chawhan (DIN:00568833) was appointed as an Independent Director with effect from 25<sup>th</sup> September 2014 and current term as Independent Director is set to expire on 24<sup>th</sup> September 2019.

Mr. Chawhan holds a B.Com from SB Commerce College, Gulbarga (Gold Medalist) and a Master in Commerce from Karnataka University, Dharwad. Mr.Chawhan has also done a “Programme on Investment Appraisal and Management” from Harvard University, USA. He has extensive experience in financial services and project execution. Following twenty distinguished years at Karnataka State Financial Corporation (KSFC), he successfully thereafter served for fifteen years at the Karnataka State Industrial Investment and Development Corporation (KSIIDC), from where he retired as its Executive Director. Thereafter, Mr.Chawhan has taken on a number of

roles in private industry, including previously as the President of Bangalore based MRG Group, which is engaged in various activities in the real estate sector.

The Board at its meeting held on 07<sup>th</sup> August 2019, based on the recommendations of the Nomination and Remuneration Committee, background, experience and contributions made by Mr.Chawhan during his tenure, has approved the re-appointment for a second term commencing from 25<sup>th</sup> September 2019 up to 24<sup>th</sup> September 2024, subject to approval of shareholders of the Company. The Board of Directors state that the re-appointment of Mr.Chawhan would be in the interest of the Company and its Members.

Mr.Chawhan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as an Independent Director of the Company. The Company has also received declarations from Mr.Chawhan that he meets the criteria of independence as prescribed under Section 149 of the Act and the LODR Regulations. Details of Mr.Chawhan whose reappointment as an Independent Director is proposed at Resolution No. 5 is provided in the Annexure to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives other than Mr.Chawhan is concerned or interested in the Resolution at Item No.5 of the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr.Chawhan as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution set out at Resolution No.5 of the Notice for approval by the Members.

#### **Item No. 6**

Mr. Santhanam Srinivasan (DIN:02685291) was appointed as an Independent Director with effect from 25<sup>th</sup> September 2014 and current term as Independent Director is set to expire on 24<sup>th</sup> September 2019.

Mr. Santhanam holds a B.Sc and is a Certified Associate of Indian Institute of Bankers. A former General Manager of Canara Bank, Mr.Santhanam is an experienced banker with a diverse experience, having special exposure in Treasury, Forex, International Operations, Credit (Retail & Corporate) areas. He was in-charge of Treasury operations of the Bank, responsible for maintaining of statutory requirements and also contributed towards profitability of the Bank by way of propriety trading. Based on his Treasury experience, he was assigned with the job of handling Treasury operations on a second term for three years at another Public Sector Bank to head their Treasury Operations. In addition, he also served as Secretary to the Board of Directors of Canara Bank. Mr.Santhanam has also previously served as a member on the Board of Directors of Fixed Income Money Market & Derivatives Association (FIMMDA).

The Board at its meeting held on 07<sup>th</sup> August 2019, based on the recommendations of the Nomination and Remuneration Committee, background, experience and contributions made by

Mr. Santhanam during his tenure, has approved the re-appointment for a second term commencing from 25<sup>th</sup> September 2019 up to 24<sup>th</sup> September 2024, subject to approval of shareholders of the Company. The Board of Directors state that the re-appointment of Mr. Santhanam would be in the interest of the Company and its Members.

Mr. Santhanam is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as an Independent Director of the Company. The Company has also received declarations from Mr. Santhanam that he meets the criteria of independence as prescribed under Section 149 of the Act and the LODR Regulations. Details of Mr. Santhanam whose reappointment as an Independent Director is proposed at Resolution No. 6 is provided in the Annexure to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives other than Mr. Santhanam is concerned or interested in the Resolution at Item No.6 of the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr. Santhanam as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution set out at Resolution No.6 of the Notice for approval by the Members.

#### **Item No. 7**

The Board of Directors of the Company ('the Board') at the meeting held on 07<sup>th</sup> August 2019, recommended for the approval of the Members, payment of remuneration by way of commission to the Non-Wholetime Directors of the Company, in line with the current trends and commensurate with the time devoted and the contribution made by them.

Additional information in respect of the Non-Wholetime Directors, pursuant to the Secretarial Standard on General Meetings, is appearing in the 'Board of Directors' section in the Corporate Governance Report.

The Non-Wholetime Directors, and their respective relatives, are interested in the Resolution at Item No. 7 of the Notice insofar as the same relates to their respective commission. None of the Key Managerial Personnel of the Company, or their relatives, other than Mr. Rajeev Sikka and Mr. Kunal Sikka, is interested in this Resolution.

The Board recommends the Special Resolution set out at Resolution No.7 of the Notice for approval by the Members.

## ANNEXURE TO NOTICE

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING**  
(In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

<b>Name of the Director</b>	Mrs. Krishna Sikka
<b>DIN</b>	01226312
<b>Date of Birth</b>	12-08-1928
<b>Date of Appointment</b>	30-03-2015
<b>Qualifications</b>	Matriculation
<b>Expertise in specific functional areas</b>	Management & Administration for over 40 years
<b>Directorships held in other public listed companies (excluding foreign companies and Section 8 companies)</b>	Nil
<b>Memberships / Chairmanships of committees of other public listed companies (includes only Audit Committee and Stakeholders Relationship)</b>	Nil
<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	Mrs. Krishna Sikka is mother of Mr. Rajeev Sikka, Chairman and Managing Director, and grandmother of Mr. Kunal Sikka, Wholetime Director & Chief Financial Officer
<b>Number of shares held in the Company</b>	52

<b>Name of the Director</b>	Dr.C.G. Krishnadas Nair
<b>DIN</b>	00059686
<b>Date of Birth</b>	17-08-1941
<b>Date of Appointment</b>	25-09-2014
<b>Qualifications &amp; Expertise in specific functional areas</b>	Please refer to the Explanatory Statement pertaining to Resolution No.4 of the Notice
<b>Directorships held in other public listed companies (excluding foreign companies and Section 8 companies)</b>	1
<b>Memberships / Chairmanships of committees of other public listed companies (includes only Audit Committee and Stakeholders Relationship)</b>	Chairmanship – 1 Membership –2
<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	Nil
<b>Number of shares held in the Company</b>	80,000

<b>Name of the Director</b>	Mr. Roopsing N. Chawhan
<b>DIN</b>	00568833
<b>Date of Birth</b>	10-08-1948
<b>Date of Appointment</b>	25-09-2014
<b>Qualifications &amp; Expertise in specific functional areas</b>	Please refer to the Explanatory Statement pertaining to Resolution No.5 of the Notice
<b>Disclosure of relationships between Directors inter-se</b>	Independent
<b>Directorships held in other public listed companies (excluding foreign companies and Section 8 companies)</b>	Nil
<b>Memberships / Chairmanships of committees of other public listed companies (includes only Audit Committee and Stakeholders Relationship)</b>	Nil



Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Number of shares held in the Company	Nil

Name of the Director	Mr. Santhanam Srinivasan
DIN	02685291
Date of Birth	09-06-1953
Date of Appointment	25-09-2014
Qualifications & Expertise in specific functional areas	Please refer to the Explanatory Statement pertaining to Resolution No.6 of the Notice
Disclosure of relationships between Directors inter-se	Independent
Directorships held in other public listed companies (excluding foreign companies and Section 8 companies)	Nil
Memberships / Chairmanships of committees of other public listed companies (includes only Audit Committee and Stakeholders Relationship)	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Number of shares held in the Company	Nil