

NOTICE

NOTICE is hereby given that the 68th Annual General Meeting of the members of **Associated Stone Industries (Kotah) Limited** will be held at 419-B, Kalbadevi Road, Joshiwadi, 2nd Floor, Mumbai 400002, on Friday, the 26th September, 2014 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year ended on 31st March, 2014.
3. To appoint a Director in place of Shri. Tushya Jatia (DIN: 02228722), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT M/s. B. L. Ajmera & Company, Chartered Accountants (Firm Registration Number: 001100C) be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS

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

"RESOLVED THAT Smt. Anita Jatia (DIN: 01068774) who was appointed as an Additional Director by the Board of Directors with effect from 5th August 2014 and who was in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing her candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement (including any statutory modifications(s) or re-enactment thereof for the time being in force), Shri. Pramod G. Lath (DIN: 00172170) Director of the Company in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is

hereby appointed as an Independent Director to hold office up to 5 (five) consecutive years up to 31st March 2019."

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

RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement (including any statutory modifications(s) or re-enactment thereof for the time being in force), Shri. Anshul M. Sonawala (DIN:00133376) Director of the Company in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director to hold office up to 5(five) consecutive years up to 31st March, 2019."

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

RESOLVED THAT Shri Sanjay Seksaria (DIN: 00111096) who was appointed as an Additional Director by the Board of Directors of the Company with effective from 5th August 2014, pursuant to section 149, 152, Schedule IV and other applicable Provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement (including any statutory modifications(s) or re-enactment thereof for the time being in force), in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019."

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

RESOLVED THAT in supersession of the Ordinary Resolution passed under section 293 (1) (d) of the Companies Act, 1956 at the 47th Annual General Meeting held on 18th September, 1993 and pursuant to the provisions of Section 180 (1) (c) and all other applicable provisions, if any of the Companies Act, 2013 (including Statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow such sum or sums of monies in any manner from time to time as may be required for the purpose of business of the Company, with or without security and upon such terms and conditions as they may think fit, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any

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specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed Rs. 500 Crore (Rupees Five Hundred Crore) over and above the paid-up capital of the Company and its free reserves."

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed under section 293 (1) (a) of the Companies Act, 1956 at the 49th Annual General Meeting held on 12th August, 1995 and pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any of the Companies Act, 2013 (including Statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and that the power to delegate such authority to any person(s)) to create such charges and/or mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company on such terms and conditions and at such times and in such form and manner and with such ranking as to priority as it may think fit, on any of the Company's moveable and immoveable properties and assets, present and future, comprised in any undertaking or undertakings of the Company, as the case may be, in favour of the lenders viz: Financial / Investment Institutions, Banks, NBFC's or Trustees for the holders of debentures / bonds / other instruments to secure the repayment of loans / borrowings sanctioned and / or to be sanctioned by them from time to time for a sum not exceeding Rs. 500 crore (Rupees Five Hundred Crore) over and above the aggregate of the paid-up share capital of the Company and its free reserves and apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business as per the approval of the shareholders under section 180 (1) (c) of the Companies Act, 2013 and inclusive of interest at the respective agreed rates and all other costs, charges and expenses and all monies payable by the Company in respect of such loans / borrowings as may be stipulated in that behalf and agreed between the Board of Directors and Lenders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to:

- (i) finalise with the Lenders, agreements and other documents, if any, necessary for creating the mortgage(s) and / or charge(s), hypothecation(s) as aforesaid, and to accept any modification(s) to, or modify, alter or vary, the terms and options of the aforesaid documents and
- (ii) do all such acts, deeds, matters and things and to execute all such documents, deeds and instruments in writing as may be required, incidental to and/or expedient for giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the Board of Directors to be in the interest of the Company."

NOTES FOR MEMBERS'S ATTENTION

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as a proxy on behalf of members not exceeding fifty 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 can not act as a proxy for any other person or shareholder.
3. Instruments appointing proxies should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.
4. Corporate members intending to send their Authorised Representatives to attend the meeting are requested to send the Company a certified copy of Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. The members/ proxies are requested to bring duly filled in attendance slips for attending the meeting and members / proxies are also requested to bring a copy of the Annual Report to the meeting.
6. The Register of Members and the Share Transfer Books of the Company will be closed from Monday, the 15th September, 2014 to Friday, 26th September, 2014 (both days inclusive) for determining the names of the members eligible for dividend on Equity Shares, if declared at the Meeting.
7. Members seeking any information or clarification with regard to the accounts, are requested to write to the Company at least TEN DAYS in advance of the meeting so as to enable the Company to keep the information ready.
8. Members are requested to intimate the Registrar and Transfer Agents of the Company – Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Mumbai - 400072, immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect of equity shares held in dematerialisation form.
9. Members who are holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination form can be downloaded from the Company's website www.asistone.com under the sections of investors.
10. In terms of section 205A and 205C of the Companies Act 1956 the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investors Education and Protection Fund (IEPF). Accordingly the company's unclaimed or unpaid dividend for the year ended 31st March, 2008 shall be due for Transfer to IEPF on or before 25th October, 2015. Shareholders are requested to ensure that they claim dividend(s) from the Company before transfer of said amount to the IEPF.

11. Pursuant to requirement of the Listing Agreement of the Stock Exchange relating to Corporate Governance, a statement containing details of Directors seeking appointment / re-appointment is part of explanatory statement attached herewith.
12. 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 are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agents of the Company.
13. Members those who have not provided Bank details to the Company to facilitate payment of dividend in electronic mode, we request those members to opt for electronic modes of payment and update their bank details:
- In case you are holding the Company's shares in dematerialized form, please contact your Depository Participant and give suitable instructions to update your Bank account details in your demat account.
 - In case you are holding the Company's shares in physical form, please forward your Bank account details along with a photocopy of your blank cancelled cheque to Company's RTA viz. Sharepro Services (India) Pvt. Ltd.
14. Members who have not registered their e-mail address so far are requested to register their email address so that they can receive the Annual Report and other communication from the company electronically.
15. A Statement pursuant to section 102(1) of the Companies Act, 2013 related to Special Business to be transacted at the meeting is annexed hereto.

VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 68th Annual General Meeting of the Company.

The instructions for members for voting electronically are as under :-

- Log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" tab.
- Now select: "ASSOCIATED STONE INDUSTRIES (KOTAH) LIMITED" from the drop down menu and click on "SUBMIT".
- Now Enter your User ID : For CDSL - 16 digit beneficiary ID, For NSDL - 8 Characters DP followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 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 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 first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RAO0000100 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 "ASSOCIATED STONE INDUSTRIES (KOTAH) 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 "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.

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- (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 image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 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 votes. 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.
- (xix) In case of members receiving physical copy: please follow all steps from sl.no.(i) to sl.no. (xvii) above to cast vote.
- (xx) The voting period begins on 17th September, 2014 (9.30 A.M.) and ends on 19th September, 2014 (5.30 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xxi) 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.
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 14th August, 2014.
- III. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- IV. Shri. Prabhat Maheshwari, Partner GMJ & Associates, Practising Company Secretaries, Mumbai has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company

and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.

- VI. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.asistone.com and on the website of CDSL within two (2) days of the resolutions at the AGM of the Company and communicated to the BSE Limited.

By Order of the Board of Directors

Place: Mumbai
5th August, 2014

Uttam Shetty
Company Secretary

Registered Office:
Marathon Innova "A" Wing 7th Floor,
Off: Ganpatrao Kadam Marg,
Lower Parel, Mumbai 400013

Details of Director seeking reappointment in Annual General Meeting fixed on 26th September, 2014

Name of Director	Shri. Tushya Jatia
Date of Birth	2nd March, 1986
Date of Appointment	25th July, 2008
Qualification	Bachelor of Accounting & Finance (BAF) from Mumbai University and Master in Finance & Investments from Nottingham University (U.K).
Expertise in specific functional areas	Since 2008 actively involved in day to day business of Associated Stone Industries (Kotah) Limited and attained experience in the field of mining & marketing of Kotah stone & other natural stones.
Directorship in other Indian Public Ltd. Companies as on 31.03.2014	Nil
Chairman / Member of the Committees of the Board of other Indian Public Ltd Companies as on 31.03.14	Nil
No. of Shares Held in the Company	21478

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5:

The Board of Directors at their meeting held on 5th August 2014 appointed Smt. Anita Jatia (relative of Company's Directors Shri. Deepak Jatia and Shri. Tushya Jatia) as an additional Director in terms of Section 161 of the Companies Act, 2013 who holds office upto the date of this Annual General Meeting. The Company has received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of Smt. Anita Jatia as a Director.

Name & Director Identification Number	Smt. Anita Jatia (DIN:01068774)
Date of joining Board	5th August 2014
Experience in specific functional Area	Having rich experience in the field of Administration & Marketing.
Number of Shares held in the Company	153882
Directorship and committee memberships in other companies*	Nil

* Directorship and committee membership in Associated Stone Industries (Kotah) Limited are not included in the aforesaid disclosure. Also alternate directorship, directorship in Private Limited Companies, Foreign Companies and Section 8 Companies and their committee membership are excluded. Membership and Chairmanship of Audit Committees and Investors Grievance Committee of only public Companies have been included in the aforesaid table.

The Board of Director propose the appointment of Smt. Anita Jatia as the Director and recommend the resolution as set out in item no 5. for the approval of the shareholders at the ensuing Annual General Meeting.

Other than Smt. Anita Jatia, Shri. Deepak Jatia, Shri. Tushya Jatia and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item No 5. of this Notice. The explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

ITEM NO. 6 to 8:

Pursuant to Sections 149, 152, Schedule VI of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Shri. Pramod G. Lath and Shri. Anshul M. Sonawala and Shri. Sanjay Seksaria as independent Directors of the Company up to 5 (five) consecutive years up to 31st March, 2019. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors.

A brief profile along with other details of Independent Directors is as follows:

Name & Director Identification Number	Shri Pramod. G. Lath (DIN: 00172170)
Date of joining Board	28th January, 2009
Profile of the Director	Shri. Pramod G. Lath, holds a Bachelor's of Commerce Degree from the Mumbai University. He has more than 30 years rich experience in the field of finance, marketing, & administration .
Number of Shares held in the Company	Nil
Directorship and committee memberships in other companies*	Orient Agro Foods Limited Century Impex Limited Orient Spinners Limited

Name & Director Identification Number	Shri. Anshul M. Sonawala (DIN:00133376)
Date of joining Board	2nd December, 2009
Profile of the Director	Shri. Anshul Sonawala, holds a Bachelor's of Management Studies Degree from the Mumbai university, has over 8 years experience in field of business management & finance.
Number of Shares held in the Company	Nil
Directorship and committee memberships in other companies*	Nil

Name & Director Identification Number	Shri. Sanjay Seksaria (DIN: 00111096)
Date of joining Board	5th August 2014
Profile of the Director	Shri. Sanjay Seksaria has vast experience in the field of entertainment industry especially in film making including advertisement films. He had served as Whole Time Director of Galaxy Entertainment Corporation Limited from 2005 to 2009.
Number of Shares held in the Company	15000
Directorship and committee memberships in other companies*	Bombay Talkies Entertainment Ltd.

The Board of Directors at its meeting held on 5th August 2014 has appointed Shri. Sanjay Seksaria as an Additional Director on the Board of Directors of the Company. The Board of Directors believe that the association of the aforementioned Independent Directors with the Company shall be beneficial to the progress of the Company and hence, the Board recommends the appointment of Shri. Pramod G. Lath, Shri. Anshul M. Sonawala and Shri. Sanjay Seksaria as Independent Directors as set out in item no 6 to 8 for the approval of the shareholders at the ensuing Annual General Meeting.

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In the opinion of the Board, the Independent Directors, fulfill the conditions specified in sections 149,152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Directors are Independent of the Management. Further, all aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of Independence as provided in section 149(6) of the Companies Act, 2013.

Other than Independent Directors and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary resolution as set out in Item No 6 to 8 of this Notice. The explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

ITEM NO. 9 & 10:

The Shareholders at the 47th Annual General Meeting of the Company held on 18th September, 1993 had accorded their consent to the Board of Directors by way of Ordinary Resolution under erstwhile section 293 (1) (d) of the Companies Act, 1956 borrowing in excess of the aggregate of the Company's paid-up capital and free reserves, subject to limit of Rs 500 crore (Rupees Five Hundred Crore) over and above the aggregate of the paid-up capital and its free reserves.

Section 180 (1) (c) of the Companies Act, 2013 requires that the Board of Directors of a Company shall not borrow money in excess of the Company's paid-up share capital and free reserves, apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

Further, since the Company is planning to expand / diversify its business, there may be need to increase the Company's aggregate borrowings. Hence the Board of Directors feels that it will be necessary for the Company to raise further moneys from various sources. The consent of the shareholders is therefore, sought by way of a Special Resolution in accordance with the provisions of section 180 (1) (c) of the Companies Act, 2013 to enable the Board of Directors to borrow monies subject to limit of Rs 500 crore (Rupees Five Hundred Crore) in addition to the aggregate of the Company's paid-up share capital and its free reserves as mentioned in the resolution. The resolution in item no 9 of the accompanying Notice is to obtain fresh consent of the shareholders for this purpose.

The proposed borrowings of the Company may, if necessary, have to be secured by way of mortgage/charge on immoveable properties and/or hypothecation of the moveable properties of the Company both present and future, as may be agreed to with the concerned Financial / Investment Institutions, Banks, NBFCs or the relevant party concerned.

Since the mortgage and/or charge/ hypothecation to be created as aforesaid may attract provisions of Section 180 (1) (a) of the Companies Act, 2013, it is deemed advisable to obtain the approval of the members by way of Special Resolution under the provisions of the above Section of the said Act. The Directors accordingly commend the resolutions in items nos. 9 & 10 of the accompanying notice for the approval of the members.

None of the Director and / key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at item nos. 9 & 10.

By Order of the Board of Directors

Place: Mumbai
5th August 2014

Uttam Shetty
Company Secretary

Registered Office:

Marathon Innova "A" Wing 7th Floor,
Off: Ganpatrao Kadam Marg, Lower Parel,
Mumbai 400013