

NOTICE

NOTICE is hereby given that the SEVENTY SECOND ANNUAL GENERAL MEETING (AGM) of the Members of JYOTI LIMITED will be held on **Saturday, 26th November, 2016 at 9.00 a.m.** at the Registered Office of the Company at Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries, Vadodara – 390 003, to transact the following business:

ORDINARY BUSINESS

Item No.1 - Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended on 31st March, 2016, including the audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Item No.2 - Appointment of Director

To appoint a director in place of Shri Marut Patel (DIN: 06980022), who retires by rotation and, being eligible has offered himself for re-appointment.

Item No.3 - Ratification of Appointment of Statutory Auditors

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Company hereby ratifies the appointment of M/s. V.H. Gandhi & Co., Chartered Accountants, Vadodara (holding Registration No.103047W), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 73rd Annual General Meeting on such remuneration and other terms and conditions as may be mutually agreed between the Board of Directors and the Auditors based on the recommendation of the Audit Committee.”

SPECIAL BUSINESS

Item No.4 – Re-appointment of Shri Rahul Amin (DIN : 00167987) as Managing Director

To Consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and subject to approval of the Central Government and such other approvals as may be necessary, the Company hereby approves the terms of re-appointment and remuneration of Mr. Rahul Amin as Managing Director of the Company for a period of 3 (three) years with effect from 25th June, 2016, as approved by the Board of Directors at its meeting held on 30th May, 2016 and as set out in the explanatory statement annexed to this notice and in the draft agreement submitted to this meeting which are hereby specifically approved and sanctioned with liberty to the Board of Directors to make needful intra-approval alterations in the terms and conditions so as not to exceed the limits of remuneration as approved by the Central Government and as may be agreed to between the Board of Directors and Mr. Rahul Amin.”

Item No.5 - Remuneration of Cost Auditors

To approve the remuneration of the Cost Auditors for the financial year ending on 31st March, 2017 and in this regard to consider and, if thought fit, to pass 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(s) thereof, for the time being in force], the Cost Auditors appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee of the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2017, be paid the remuneration as follows:

Sr. No.	Name of the Cost Auditor	Industry	Audit Fees (₹)
1.	M/s. R.K. Patel & Co.	Motors and Pumps	50,000/-
2.	M/s. Y.S. Thakar & Co.	Engineering products such as Generators, Turbines, Switchgears and Relay panels	25,000/-

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

Item No. 6 – Creation of mortgage / charge for Borrowings / Financial Assistance availed

To create mortgage / charge for borrowings / financial assistance availed by the Company and in this regard to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(a) of Companies Act, 2013, read with relevant rules or any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and hereinafter collectively referred to as “Act”), to the Board of Directors of the Company to sell, lease or otherwise dispose of or to create charge, mortgage and/or hypothecate the whole or substantially the whole of undertaking(s) of the Company, where undertaking (both present and future) shall have the meaning as stated in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013, at such time and on such terms and conditions as the Board may deem fit, in the best interest of the affairs of the Company.

RESOLVED FURTHER THAT the Board of Directors (for the purpose of this resolution, the “Board” would include any Director in single capacity and/or any Committee of Directors as may be authorized by the Board in this regard) shall have the power to mortgage or otherwise offer as collateral substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, non-banking Companies, other lending agencies, and/or trustees for the holders of debentures/bonds/ other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached thereto and also to do all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution.”

Item No.7 – Adoption of new set of Articles of Association

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

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“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the draft regulations contained in the Articles of Association submitted to this meeting be and the same are hereby received, considered and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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

Regd. Office :
Nanubhai Amin Marg
Industrial Area
P.O. Chemical Industries
Vadodara-390 003
CIN: L36990GJ1943PLC000363
23rd September, 2016

By Order of the Board

S. Singhal
Vice President (Legal) &
Company Secretary
M. No. F8289

NOTES

1. **A Member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in 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 for any other person or shareholder.

2. Corporate members intending to send their authorised 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(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only the first holder will be entitled to vote.
6. Relevant documents referred to in the Notice and the Statement under Section 102 of the Companies Act, 2013, will be available at the Registered Office of the Company for inspection by the Members on all working days between 10.00 a.m. and 12.00 noon.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 18th November, 2016 to Saturday, 26th November, 2016 (both days inclusive) for the purpose of Annual General Meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
9. The Company has appointed M/s. MCS Share Transfer Agent Limited as its Registrar and Share Transfer Agent for rendering the entire range of services to the Shareholders of the

Company. Accordingly, all documents related to transfers, demat requests, change of address intimations and other communications in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly at their following address quoting folio no., full name and name of the Company as Unit: Jyoti Limited.

MCS Share Transfer Agent Limited

Address : 10, Aaram Apartment, 12, Sampatrao Colony, Behind Laxmi Hall, Alkapuri, Vadodara – 390 007

Tel. : 0265-2314757, 2350490

Fax : 0265-2341639

E-Mail : mcsltbaroda@yahoo.com

10. Members are requested to send in their queries in respect of Financial Statement of Accounts of the Company for the year ended on 31st March, 2016, at least one week in advance so as to enable the Management to keep the information / relevant documents readily available at the time of the Annual General Meeting.
11. The Ministry of Corporate Affairs (MCA) has vide Notification dated 10th May, 2012, issued the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012 has mandated the Companies to furnish information regarding unpaid and unclaimed dividend amounts lying with the Companies along with particulars of names, addresses, etc. of investors. In line with the same, your Company has furnished the information on MCA website as well as on its own website www.jyoti.com. Members are requested to check the particulars and put up their claim for amount lying unclaimed with the Company to the Registrar and Share Transfer Agent.
12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / MCS Share Transfer Agent Limited.
13. 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 their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / MCS Share Transfer Agent Ltd.
14. Members holding shares in single name and physical form are advised to make nomination by filling up Form No. 2B in respect of their shareholding in the Company. The duly filled up nomination form should be sent to MCS Share Transfer Agent Ltd. for further process.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS Share Transfer Agent Ltd., for consolidation into a single folio.
16. Non-Resident Indian Members are requested to inform MCS Share Transfer Agent Ltd., immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. As the Company has adopted the practice of Green Initiative, Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
18. Relevancy of questions and the order of speakers at the Meeting will be decided by the Chairman.

19. Voting through electronic means:

In Compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facilities to the Members to cast their votes electronically in respect of the business to be transacted at the Annual General Meeting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The detailed process, instructions and manner for availing e-voting facility is as under:-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23rd November, 2016 at 10.00 a.m. and ends on 25th November, 2016 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date which is 19th November, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form/ 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) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the serial number print in address slip.
Dividend Bank Details or Date of Birth (DOB)	Enter the Date of Birth as registered with the DP/RTA in dd/mm/yyyy format or Enter the Dividend Bank details as recorded with your DP/RTA. Please note - In respect of Physical shareholding and whose DOB and Dividend Bank details are not registered with DP/RTA should Enter No. of shares held by you as on the cut-off date i.e. 19 th November, 2016

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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 also to be 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **JYOTI LIMITED** on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians

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.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login should be mailed to 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.

- (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, under help section or write an email to helpdesk.evoting@cdslindia.com

Other instructions:

- (i) The Voting rights of the shareholders shall be in proportion to their shares of the paid-up equity.
- (ii) Mr. Ravi Kapoor, Practising Company Secretary (Membership No. FCS 2587), having his office at, M/s. Ravi Kapoor & Associates, Practising Company Secretaries, 4th Floor, “Shaival Plaza”, Ellisbridge, Ahmedabad-380006, has been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.
- (iii) The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.jyoti.com and on the website of CDSL www.cdslindia.com immediately after declaration of result by the Chairman or a person authorised by him in this behalf. The Results also be uploaded on the BSE listing portal.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.4 – Re-appointment of Shri Rahul Amin as Managing Director

In accordance with provisions of Sections 196, 197, 198 and 203 read together with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company at their meeting held on 30th May, 2016, subject to the approval of the Shareholders of the Company and Central Government, re-appointed Mr. Rahul Amin as Managing Director of the Company for a period of 3 (three) years with effect from 25th June, 2016.

Mr. Rahul Amin, 63, is B.E. (Elect.) from M. S. University, Vadodara and Master of Engineering from Cornell, U.S.A. He joined the Company in 1979 as Manager and gradually became General Manager and then Executive Director. He took charge as Managing Director of the Company in the year 1997 and has taken very pro-active efforts in the operations and management of the company since then. He has now more than 20 years of experience in managing this company under the overall experience of about 35 years in running large size manufacturing Company. Mr. Rahul Amin is also actively associated with various Professional Bodies, Education, Charitable and other Trusts. Mr. Rahul Amin is continuously running the operations of the Company in good as well as in difficult times.

Mr. Rahul Amin was re-appointed as Managing Director of the Company for a period of 3 years w.e.f. 25th June, 2013 to 24th June, 2016 which was approved by the Central Government vide letter dated 4th October, 2013. The Central Government approved a total remuneration of ₹ 1,20,00,000 (Rupees One Crore Twenty Lacs only) per annum.

However, rightly acknowledging the Financial crunch and to curtail the cost, one of the decisions taken by the Company in the past was to reduce 30% salary of all the senior personnel including of the Managing Director. As on today the Company is paying total remuneration of ₹ 87,08,634 per annum to Mr. Rahul Amin.

Considering Managing Director's rich experience, subject matter expertise and immense contribution, the re-appointment and remuneration of Mr. Rahul Amin as Managing Director of the Company was also approved by the Nomination and Remuneration Committee at its Meeting held on 28th May, 2016. Considering the financial position of the Company, the Nomination and Remuneration Committee has kept the same remuneration package of Mr. Rahul Amin as he is getting at present.

Directorships held in other Companies are:

1. JSL Industries Ltd.
2. Insutech Industries Ltd.
3. Dahlia Resources Ltd.
4. Tapovan Education Institute

Mr. Rahul Amin is not a Member of any Committee of Directors of any Company.

The draft agreement to be entered by the Company with Mr. Rahul Amin, contain inter-alia, the following principal terms and conditions:

1. Duties and Powers

The Managing Director shall perform the duties and exercise the powers assigned to him or vested in him by the Board of Directors of the Company from time to time.

2. Period of Appointment

Three Years with effect from 25th June, 2016.

3. Mr. Rahul Amin as Managing Director of the Company shall be entitled to remuneration and perquisites as mentioned hereunder:

Salary

₹ 77,36,508/- (Seventy-seven Lacs Thirty six Thousand Five Hundred Eight only) per annum.

Perquisites and Allowances

In addition to salary, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenditure or allowances in respect of maintenance, utilities such as gas, electricity, furnishings and repairs of the house, medical reimbursement, medical insurance and leave travel concession for self and his family including dependents, personal accident insurance, club fees and such other perquisites, benefits and allowances in accordance with Rules of the Company. The aggregate of aforesaid perquisites and allowances will be restricted to ₹ 6,00,000/- (Rupees Six Lacs only) per annum.

“Family” mentioned above means the spouse and dependent children of the Managing Director.

For the purpose of calculating the above ceilings, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual costs.

Provision of car with driver for use for the Company’s business and telephone facility at the Managing Director’s residence, reimbursement of expenses including entertainment expenses will not be considered as perquisites.

The following shall not be included for the purpose of computation of the Managing Director’s remuneration or perquisites as aforesaid.

- i) Gratuity payable to the Managing Director at the rate of half month’s salary for each completed year of service.
- ii) Encashment of leave at the end of the Managing Director’s tenure.

Minimum Remuneration

The Managing Director shall be paid remuneration by way of salary and perquisites notwithstanding that in any Financial Year during the currency of tenure of the Managing Director, the Company has no profit or its profits are inadequate.

Compensation

If before the expiry of the Agreement, the tenure of his office as Managing Director is determined, he shall be entitled to compensation for the loss of office subject to the provisions of Section 202 of the Companies Act, 2013.

Information required under Section II, part II of Schedule V of the Companies Act, 2013:

I.	General Information		
	Nature of Industry	Engineering	
	Date or expected date of commencement of commercial production	The Company is in operation since the year 1943.	
	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
	Financial performance based on given indicators - As per the Audited Financial Results for the year ended on 31.03.2016	Particulars	Amount (` In Lacs)
		Revenue from Operations	21486.38
		Other Income	384.26
		Total Income	21870.64
		Material Cost	15840.42
		Staff Cost	3081.16
		Manufacturing & Other Exp.	2475.74
		Total Expenditure	21397.32
		Profit before Depreciation, Interest & Tax	473.32
		Depreciation	1350.69
		Profit before Interest & Tax	(877.37)
		Interest	7501.05
		Profit/(Loss) before Tax	(8378.42)
		Exceptional items, if any	-
		Profit/(Loss) before Tax	(8378.42)
	Net Profit/(Loss) after tax	(8279.76)	
	Export Performance and net foreign exchange earned for the year ended on 31.03.2016	Particulars	(` In Lacs)
		Export Sales (Including deemed export)	1260.48
		Foreign Exchange earnings	1319.42
	Foreign investments or collaborations, if any	The Company holds 49% in M/s. Jyoti Sohar Switchgear LLC, a Joint Venture Company in Sultanate of Oman.	
II.	Information about the appointee		
	Background details	Mr. Rahul Amin, 63, is B.E. (Elect.) from M. S. University, Vadodara and Master of Engineering from Cornell (U.S.A.). He joined the Company in 1979 as Manager and gradually became General Manager and then Executive Director. He took charge as Managing Director of the Company in the year	

	<p>1997 and has taken very pro-active efforts in the operations and management of the company since then. He has around 20 years of experience in managing this company under the overall experience of about 35 years in running large size manufacturing company.</p> <p>Mr. Rahul Amin is a cult personality and proven performer of assorted acts including maintaining rapport and liaison with business related authorities and associates which is very much desirable in the interest of the company. Mr. Rahul Amin is also actively associated with various Professional Bodies, Education, Charitable and other Trusts. Mr. Rahul Amin is continuously running the operations of the Company in good as well as in difficult times.</p>
Past remuneration	₹ 84,79,663/- paid as remuneration during the year ended on 31.03.2016.
Job profile and his suitability	Mr. Rahul Amin renders services as Chairman and Managing Director of the Company.
Remuneration proposed	₹ 87,08,634/- per annum including all perquisites.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>In the present challenging business environment, the duties and responsibilities of Mr. Rahul Amin as Managing Director has grown manifold. There is a continuous need for formulation of competitive strategies and periodical review thereof for successful implementation and sustained overall development of the Company, which has necessitated his increased focus and higher involvement in Company's matters. In these tough times, it is imperative that the Company's growth strategy continues under the continued guidance and leadership of Mr. Rahul Amin with whose rich experiential background, the Company remains reinforced to strive through the challenging times and bounce back on the growth chart.</p> <p>In view of the above, the proposed remuneration package is commensurate to prevailing levels in the industry and thereby is fit and justified for payment.</p>
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mrs. Tejal Amin, Director of the Company is relative of Mr. Rahul Amin.

III	Other Information			
	Reasons of loss or inadequate profits	<p>The business operation of the Company has witnessed continued slowdown in capital goods industry, subdued demand from the infrastructure sectors like Water, Irrigation and Power. The continued slowdown in economy in general and particularly in irrigation and water projects resulted in stagnation of turnover and decline in profitability. Despite adequate pending order book in hand, the Company could not progress on various orders. The Company also faced severe working capital shortage, which led to devolvement of LCs falling due for payments. Non- availability of documentary credit disrupted the material supplies and thereby production / execution process, leading to severe liquidity crunch. Company failed to meet its commitments towards debt obligations as well as suppliers. As a consequence, the Company has witnessed lower turnover, lower operating margins and high interest costs which has led to the Company incurring net loss.</p>		
	Steps taken or proposed to be taken for improvement	<p>Persistent efforts are being made by the Company to collect receivables. The Company has set up a strategic senior management team to recover claims outstanding from various clients. Further, Company has taken steps to reduce overheads substantially by concentrating its attention on manpower, material, financial cost and other administrative expenses to improve profitability.</p> <p>The Company has also submitted Draft Rehabilitation Scheme (DRS) with the Banks and Board for Industrial and Financial Reconstruction (BIFR) as per the direction made by the BIFR. The DRS includes detailed Financial Restructuring and Business Restructuring.</p> <p>With the streamlining operations, expected improvement in overall business scenario and healthy order book position, the Company would definitely come out of present situation and grow in the coming years.</p>		
	Expected increase in productivity and profits in measurable terms	Particulars	Current Year (` In Lacs)	Previous Year (` In Lacs)
		Sales	32100	21486.38
		Other Income	400	384.26
		Net Profit/(Loss)	375	(8279.76)

The draft of the Agreement referred to above is open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on any working day up to the date of the Annual General Meeting.

The Board, therefore, recommends the resolution at Item No. 4 of this Notice for your approval.

None of the Directors (except Shri Rahul Amin and Smt. Tejal Amin), Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/indirectly interested in this resolution.

Particulars of the Directors Seeking appointment /re-appointment at the ensuing Annual General Meeting pursuant to the requirement of Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard.

Name of Director	Shri Rahul Amin	Shri Marut Patel
Date of Birth	25.12.1952	28.10.1956
Date of Appointment	25.06.1997	30.10.2014
Expertise in Specific Functional Areas Qualification	Engineering & Management B.E. (Elect.) from M. S. University of Vadodara and Master of Engineering from Cornell (U.S.A.).	Engineering & Management B.E. Mechanical Engineer, M. S. (Mechanical & Automation Engineering), MBA (Technical Management)
List of other Directorships	1. JSL Industries Ltd. 2. Dahlia Resources Ltd. 3. Insutech Industries Ltd. 4. Tapovan Education Institute	-
*Chairman / Member of the Committees of the Board of the Company	-	Member: 1. SIGSRC 2. NRC 3. RMC
Chairman / Member of the Committees of the Board of other Company(ies)	Chairman 1. JSL Industries Ltd.	-
Shareholding in the Company	1084100	23

* SIGSRC - Shareholders'/ Investors' Grievance & Stakeholders Relationship Committee

NRC – Nomination and Remuneration Committee

RMC – Risk Management Committee

Item No. 5 - Remuneration of Cost Auditors

In terms of the provisions of Section 148 of the Companies Act, 2013 and based on the recommendation of the Audit Committee, the Board of Directors had approved the appointment and remuneration of M/s. R. K. Patel & Co. and M/s. Y.S. Thakar & Co., as the Cost Auditors to carry out the audit of Cost Records for certain specific products of the Company viz. Motors & Pumps and Generators, Turbines, Switchgears and Relay Panels (collectively called as "Products") respectively for the financial year ended on 31st March, 2017 as per the following details.

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Sr. No.	Name of the Cost Auditor	Industry	Audit Fees (₹)
1.	M/s. R. K. Patel & Co.	Motors and Pumps	50,000/-
2.	M/s. Y. S. Thakar & Co.	Engineering products such as Generators, Turbines, Switchgears and Relay Panels	25,000/-

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any amendment(s) or modification(s) thereof), the remuneration payable to the Cost Auditors has 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. 5 of the Notice, for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year 2016-17.

The Board recommends the resolution set out at Item No. 5 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested in this resolution.

Item No. 6 – Creation of mortgage / charge for Borrowings / Financial Assistance availed

The Ministry of Corporate Affairs ('MCA') vide its Circular dated 25th March, 2014, had clarified that the resolution passed under Section 293 of the Companies Act, 1956 prior to 12th September, 2013, with reference to borrowings and / or creation of security on assets of the Company will be effective for a period of one year from the date of notification of Section 180 of the Companies Act, 2013 i.e. 11th September, 2014.

Accordingly, at the Seventieth and Seventy-first Annual General Meeting of the Company held on 22nd September, 2014 and 10th December, 2015 respectively, it was proposed to obtain a fresh approval of the shareholders under Section 180(1)(a) of the Companies Act, 2013, by way of a Special Resolution to secure the borrowings / financial assistance, in line with the said notification as the Company has already created and would be required to create security by way of mortgage / charge and / or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company. The Resolutions were, however, not approved in both the previous Annual General Meetings, as the votes cast against were more than the votes cast in favour of approval.

Therefore, pursuant to Section 180(1)(a) of the Companies Act, 2013, it is proposed once again to seek consent of the Company by Special Resolution authorizing the Company through its Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company. As mortgaging or charging the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, the approval of the Members is required for creating such mortgages and / or charges on the assets and properties of the Company, both present and future.

The Board, therefore, recommends the resolution at Item No. 6 of this Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested in this resolution.

Item No.7 – Adoption of new set of Articles of Association

The extant Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific Sections of the Companies

Act, 1956 and some regulations in the existing AoA are no longer in conformity with the new Companies Act, 2013 ('the Act').

With the advent of the new Act, several provisions of the existing AoA of the Company require substantial alterations. In such a situation, it was considered expedient to substitute the existing AoA in its entirety by adopting a new set of Articles altogether and a Special Resolution for the same was proposed to the shareholders at the Seventieth Annual General Meeting of the Company held on 22nd September, 2014 and Seventy-first Annual General Meeting of the Company held on 10th December, 2015. The Resolutions were, however, not approved in both the previous Annual General Meetings, as the votes cast against were more than the votes cast in favour of approval.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders and would be available for inspection at the Registered Office of the Company during office hours.

The Board once again recommends the Special Resolution set out at Item No. 7 of this Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested, in this resolution.

Regd. Office :
Nanubhai Amin Marg
Industrial Area
P.O. Chemical Industries
Vadodara-390 003
CIN: L36990GJ1943PLC000363
23rd September, 2016

By Order of the Board

S.Singhal
Vice President (Legal) &
Company Secretary
M. No. F8289