

NOTICE

Notice is hereby given that the 56th Annual General Meeting of the Members of Asiatic Oxygen Limited will be held at the registered office of the Company at 8, B.B.D. Bag (East) , Kolkata- 700001 on Thursday, the 27th September, 2018 at 11.00A.M to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2018 including Consolidated Audited Financial Statements for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of ShriAjitPandurangWalwaikar (holding DIN 00022123), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS

3. To appoint Smt. Urvi Abhiram Sheth (DIN: 00058201), as Whole Time Director of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196 and 197 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification and re-enactment thereof for the time being in force, approval of the Company be and is hereby accorded to the appointment of Smt. Urvi Abhiram Sheth (DIN: 00058201) as Whole Time Director of the Company (not liable to retire by rotation) for a further period of 2 years with effect from 14th November, 2017 to 13th November, 2019 on such remuneration and other terms and conditions set out in the Explanatory Statement;

“RESOLVED FURTHER THAT the Board of Directors and/or a Committee of the Board be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or agreement, in such manner as may be mutually decided between the Board of Directors and Smt. Urvi Abhiram Sheth, within the limits prescribed under Schedule V read with other applicable provisions of the Companies Act, 2013 and to do all such acts, deeds and things to give effect to the above resolution.”

4. To appoint Smt. Padma Jalan (DIN: 00312453), as Chairperson & Whole Time Director of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification and re-enactment thereof for the time being in force, approval of the Company be and is hereby accorded to the appointment of Smt. Padma Jalan (DIN: 00312453) as Chairperson & Whole Time Director of the Company (not liable to retire by rotation) for a further period of 3 years with effect from 1st April, 2018 to 31st March, 2021 on such remuneration and other terms and conditions set out in the Explanatory Statement;

“RESOLVED FURTHER THAT the Board of Directors and/or a Committee of the Board be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or agreement, in such manner as may be mutually decided between the Board of Directors and Smt. Padma Jalan, within the limits prescribed under Schedule V read with other applicable provisions of the Companies Act, 2013 and to do all such acts, deeds and things to give effect to the above resolution.”

5. To appoint Smt. Padma Jalan (DIN: 00312453), as Chairperson & Whole Time Director of the Company, who has attained the age of 70 years and to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby granted for appointment of holding of office of the Chairperson & Whole Time Director by Smt. Padma Jalan (DIN:00312453), who has attained the age of 70 (Seventy) years, on the existing terms and conditions as mentioned in the explanatory statement to the same.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or a Committee of the Board be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or agreement, in such manner as may be mutually decided between the Board of Directors and Smt. Padma Jalan, within the limits prescribed under Schedule V read with other applicable provisions of the Companies Act, 2013 and to do all such acts, deeds and things to give effect to the above resolution.”

6. To appoint Shri Ajay Kumar Kanoria (DIN: 00044907), as Managing Director of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and the applicable clauses of the Articles of Association of the Company, Shri Ajay Kumar Kanoria (DIN: 00044907) be and is hereby appointed as Managing Director of the Company for a period of 3 years with effect from 1st April, 2018 on such remuneration and other terms and conditions set out in the Explanatory Statement;

“**RESOLVED FURTHER THAT** the Board of Directors and/or a Committee of the Board be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or agreement, in such manner as may be mutually decided between the Board of Directors and Shri Ajay Kumar Kanoria, within the limits prescribed under Schedule V read with other applicable provisions of the Companies Act, 2013 and to do all such acts, deeds and things to give effect to the above resolution.”

Registered Office:
8, B.B.D Bag (East)
Kolkata – 700 001

Date: 14th August, 2018

By order of the Board

Parinita Goenka
Company Secretary
Membership No.:A48608

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.**
2. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the Special Business set out in the notice is annexed herewith.
3. The relevant details of Director seeking re-appointment under item no. 2 and 3 above pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards-2 (SS2) on General Meetings, details of directors seeking appointment /reappointment at the Annual General Meeting are furnished and annexed herewith.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the Company will remain closed from 20.09.2018 to 27.09.2018 (both days inclusive).
5. Members are requested in their own interest:
 - a) To notify the Company about any change in address with correct Pin Code, mandate/bank details.
 - b) To quote correct Folio No./Client I.D. No. and DP I.D. No. in all correspondence with the Company to facilitate better service to the Members.
 - c) To furnish particulars of Share Certificate(s) and Distinctive No. of Shares held by them, if not already sent to the Company.
 - d) To dematerialize the Equity Shares of the Company.
 - e) To make/change nomination in respect of their shareholdings.
6. Members who hold shares in the electronic mode are requested to send the intimation for change of address, to their respective depository participant.
7. Members holding shares in multiple folios in identical names or joint names are requested to consolidate their shareholdings into one folio.
8. **Voting Through Electronic Means**
 - I. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote at the 56th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the

email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. **Asiatic Oxygen Ltd e-voting.pdf**file. Open the **Asiatic Oxygen Ltd e-voting.pdf**file. The password to open the **Asiatic Oxygen Ltd e-voting.pdf**file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The **Asiatic Oxygen Ltd e-voting.pdf**file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Asiatic Oxygen Limited for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kabkol@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

General Instructions

- a) The remote e-voting period commences on 23rd September, 2018 (9.00 A.M) and ends on 26th September, 2018 (5.00 P.M). During this period shareholders' of the Company, holding shares either in physical form or in de-materialized form, as on the cut-off date (record date) i.e. 20th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Further, members who have previously cast their vote electronically shall not be allowed to vote again at the meeting.
- b) A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
- c) The facility for voting through ballot will also be made available at AGM, and member attending AGM who have not cast their vote by remote e-voting will be able to exercise their right at AGM. Shareholders who have not cast their vote electronically by remote e-voting may only cast their vote at the AGM through ballot paper.
- d) 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 20th September, 2018.
- e) ShriKedarashishBapat, a Practising Chartered Accountant (Membership No. 057903) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- f) At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairperson shall, with the assistance of the scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
- g) The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses not in employment of the company. The scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the AGM to the Chairperson of the Company. The Chairperson, or any other person authorized by the Chairperson, shall declare the results forthwith.
- h) The result declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.asiaticoxygenltd.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of the results by the Chairperson or any other person authorized by the Chairperson in writing. The results shall also be communicated to the Calcutta Stock Exchange where the company's shares are listed immediately after the declaration of results by the Chairperson.

Registered Office:
8, B.B.D Bag (East)
Kolkata – 700 001

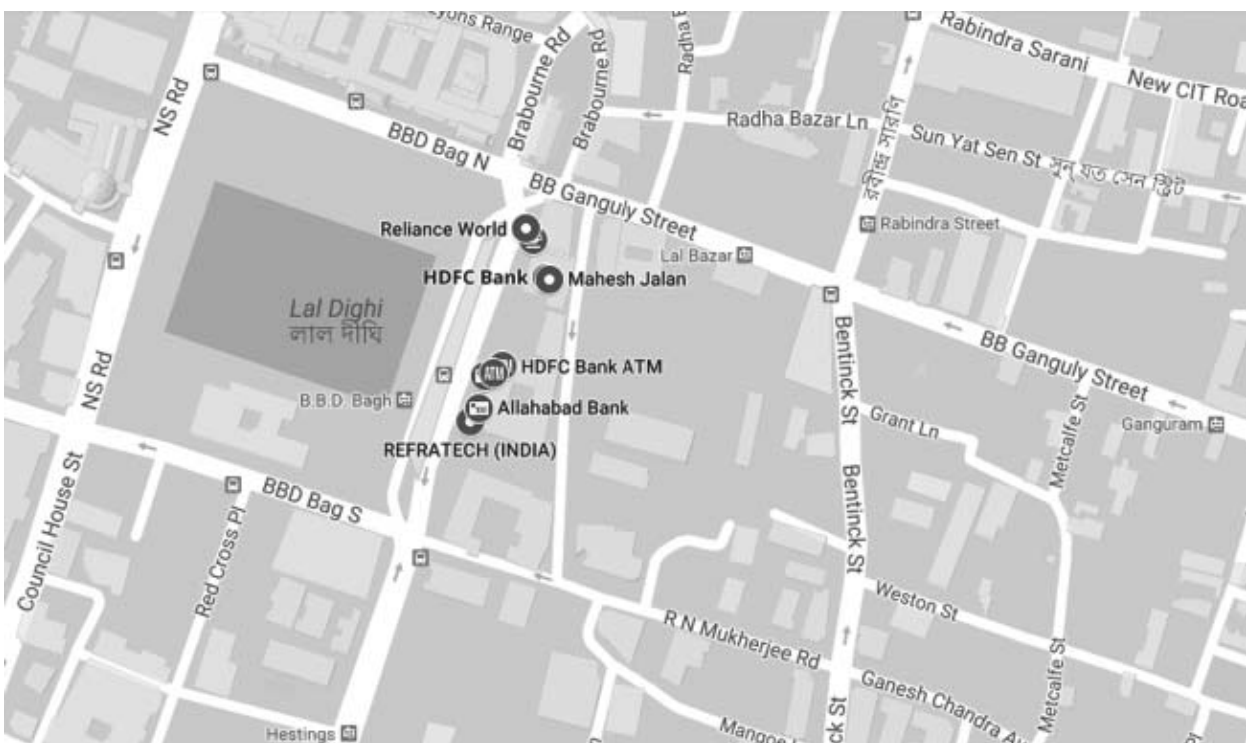
Date: 14th August, 2018

By order of the Board

Parinita Goenka
Company Secretary
Membership No.: A48608

Route Map of the Venue of the Meeting:

A route map showing directions to reach to the venue of the 56th AGM of the Company is given here under as per the requirement of the Secretarial Standards-2 on “General Meeting”. The prominent landmark of the venue is “Near Stephen House”



EXPLANATORY STATEMENT IN TERMS OF SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 3

The Board of Directors at its meeting held on 14th December, 2017 approved the re-appointment of Smt. Urvi Abhiram Sheth as Whole Time Director for a further term of 2 years with effect from 14th November, 2017 and also the remuneration payable to her on the recommendation of the Nomination and Remuneration Committee. The re-appointment of Smt. Urvi Abhiram Sheth as Whole Time Director is subject to the approval of the members at the Annual General Meeting.

The Board has also subject to the shareholders, fixed the remuneration/ perquisites/ benefits payable to the aforesaid Smt. Urvi Abhiram Sheth, Whole time Directors from 14th November, 2017 which shall be as under:

1. Name of the appointee- Mrs. Urvi Abhiram Sheth
2. Designation – Whole time Director
3. Tenure- Two (2) years from 14th November, 2017
4. Salary- Rs. 45000/- p.m.
5. Perquisites-
 - (i) Free Un-Furnished residential accommodation together with society charges and property taxes as may be approved by the Board;
 - (ii) Reimbursement of the Medical Expenses incurred for the self and family and medical/ accident insurance subject to a ceiling of Rs. 15000/- per annum;
 - (iii) Leave Travel concession of Rs. 48000/- per annum for self and family once in a year in accordance with the rules of the Company or as may be agreed to by the Board of Directors.

The above perquisites shall be evaluated as per the Income Tax rules, wherever applicable.

The Whole Time Director shall also be entitled to the following perquisites which shall not be included in computation of the ceiling on remuneration specified herein above:

- i) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service;
- ii) Earned privilege leave at the rate of 21 days leave for every calendar year of service. The Whole Time Director shall be entitled to encash leave at the end of the tenure as Whole Time Director; and
- iii) Provision for car with driver for business of the Company and Telephone at the residence of the Whole Time Director shall not be treated as perquisites.

OTHER BENEFITS

Apart from the aforesaid remuneration, the Whole time Director shall be entitled to the reimbursement of expenses incurred in connection with the business of the Company."

Provided that -

a) The total remuneration of Mrs. Urvi Abhiram Sheth shall not in any year exceed the limits prescribed in Section 197 of the Companies Act, 2013 for the time being in force or any modifications or re-enactment thereof.

b) In the event of loss or inadequacy of profits of the Company in any year during the tenure of office, Mrs. Urvi Abhiram Sheth shall for that year receive the same salary, benefits and amenities as specified above as minimum remuneration subject to the ceiling laid in Schedule V to the Companies Act, 2013 or any statutory modifications, substitutions or re-enactment thereof.

Item No. 4&5

Smt. Padma Jalan was originally appointed as Managing Director and Chairperson of the Company but she tendered her resignation as the Managing Director of the Company and the Board of Directors at its meeting held on 14th February, 2018 accepted her resignation from the post of Managing Director and approved her appointment as an Executive Chairperson of the Company on appointment as a Whole Time Director for a period of 3 years with effect from 1st April, 2018 and also the remuneration payable to her on the recommendation of the Nomination and Remuneration Committee. The appointment of Smt. Padma Jalan as Whole Time Directors is subject to the approval of the members at the Annual General Meeting.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no Company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole-time Director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.

Keeping in view that Smt. Padma Jalan has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Smt. Padma Jalan as Executive Chairperson and Whole Time Director.

The proposed terms of remuneration and other terms and conditions of her appointment are as under:

Terms and conditions of appointment

Term:

The tenure of the Whole Time Director shall be for a period of 3 years commencing from 1st April, 2018.

Salary: Rs. 70,000/- (Rupees Seventy thousand) per month with such increment as may be determined by the Board of Directors from time to time.

Commission: Commission on net profits of the Company as may be determined by the Board of Directors within the overall limits laid down under the Act, or any statutory modification(s) or re-enactment thereof.

Perquisites:

I. HOUSING:

A) The expenditure by the Company on hiring unfurnished accommodation for Smt. Padma Jalan shall not exceed 60% of her salary over and above 10% payable by her, or

B) In case the accommodation is owned by the Company, 10% of the salary shall be deducted by the Company, or

C) In case no accommodation is provided by the Company, Smt. Padma Jalan will be entitled to House Rent Allowance subject to the ceiling laid down in (A) above.

D) The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be subject to a ceiling of 10% of her salary.

II. MEDICAL REIMBURSEMENT:

Reimbursement of actual medical expenses incurred in India or abroad and including hospitalization, nursing home and surgical charges for herself and family.

III. LEAVE TRAVEL CONCESSION:

For Self and her Family once in a year incurred in accordance with the rules specified by the Company.

IV. CLUB FEES:

Fees of Clubs will be subject to a maximum of two clubs. This will not include Admission and Life Membership Fees.

V. PERSONAL ACCIDENT INSURANCE:

Premium not to exceed Rs. 4000/- per annum.

and such other perquisites and allowances in accordance with the Rules of the Company or as may be approved by the Board of Directors.

BENEFITS:

The following not to be included for the purpose of computation of remuneration or perquisites as aforesaid

- i) The Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund in accordance with the Rules and Regulations of the Company;
- ii) Gratuity at a rate not exceeding half a month's salary for each completed year of service;
- iii) Encashment of Leave at the end of her tenure of office under the Agreement.

AMENITIES:

Car for use on the Company's business and telephone at residence provided that the use of the car for private purpose and personal long distance calls on the telephone shall be billed by the Company to her. The provision for car and telephone will not however be considered as perquisites.

Provided that -

a) The total remuneration of Smt. Padma Jalan shall not in any year exceed the limits prescribed in Section 197 of the Companies Act, 2013 for the time being in force or any modifications or re-enactment thereof.

b) In the event of loss or inadequacy of profits in any financial year, the Whole Time Director shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II of Part II of Schedule V of the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V from time to time of the Companies Act, 2013 and as may be amended from time to time as minimum remuneration.

Explanation:

Perquisites shall be evaluated as per Law.

The Whole Time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Except Smt. Padma Jalan and Shri Ajay Kumar Kanoria none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financial or otherwise in the resolution.

The Directors recommend the resolution for the approval of the members.

Item No. 6

The Board of Directors at its meeting held on 14th February, 2018 accepted the resignation of Smt. Padma Jalan from the post of Managing Director and approved the appointment of Shri Ajay Kumar Kanoria as the Managing Director for a period of 3 years with effect from 1st April, 2018 and also the remuneration payable to him on the recommendation of the Nomination and Remuneration Committee. The appointment of Shri Ajay Kumar Kanoria as Managing Director is subject to the approval of the members at the Annual General Meeting.

The proposed terms of remuneration and other terms and conditions of his appointment are as under:

Terms and conditions of appointment

Term:

The tenure of the Managing Director shall be for a period of 3 years commencing from 1st April, 2018.

a) Salary

Rs. 1,50,000/- per month with annual increments as may be decided by the Board from time to time, subject to deduction of Income Tax and other lawful deductions.

b) Provident Fund

The Company shall make its contribution to Provident Fund @ 12% of the salary.

c) Gratuity

Gratuity @ half a month's salary for each completed year of service.

d) Commission

2½% per annum of the net profits of the Company for each financial year computed in the manner laid down in Section 198 of the Companies Act, 2013.

e) Other Perquisites

The following perquisites shall be provided and the monetary value of the same shall, if applicable, be evaluated as per the Income Tax Rules.

i) Housing

Mr.Kanoria shall make his own arrangement for the residential accommodation. A part of such accommodation shall be used by Mr.Kanoria to discharge his duties of employment after office hours and on holidays. The Company shall pay a House Rent Allowance @ Rs. 60,000/- per month.

ii) Furnishing

The Company shall pay/reimburse the expenditure for furnishing of the residential accommodation of Mr.Kanoria, upto an amount not exceeding Rupees Three Lakhs during the term of three years commencing from 1st April, 2018.

iii) Electricity

The bills for consumption of electric power at the residence of Mr.Kanoria shall be paid/ reimbursed by the Company.

iv) Medical Expenditure

The expenditure actually incurred for the medical treatment of Mr.Kanoria or treatment of any member of his family shall be paid/ reimbursed by the Company.

v) Leave Travel Assistance

The expenditure actually incurred in connection with Mr.Kanoria proceeding on leave to any place in India once in a year for himself and his family members shall be paid/ reimbursed by the Company, by Air/Rail/Road.

vi) Club Fees

Fees of 2 Clubs, including admission and other fees

vii) Motor Car

The Company shall provide a motor car with a chauffeur for use of Mr.Kanoria partly in the performance of his duties and partly for his private or personal use.

viii) Accident Insurance

The Company shall obtain personal accident insurance cover for Mr. Kanoria for an amount of Rs.50 lakhs.

ix) Telephone at Residence

The Company shall provide telephone facility to Mr.Kanoria. The charges for any personal long distance calls made from such telephones shall be billed by the Company and paid by Mr.Kanoria.

The following payments shall not be included in the computation of the said ceiling:

- (a) Contribution to provident fund to the extent not taxable under the Income-tax Act, 1961.
- (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (c) Encashment of leave at the end of the tenure.

f) Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company made no profits or its profits are inadequate, the Company shall pay to the Managing Director, the above salary and perquisites except commission, not exceeding the ceiling limits prescribed in Schedule V of the Companies Act, 2013 as a minimum remuneration.

g) Mr. Kanoria will be entitled for such increment and alter or vary from time to time the amount of remuneration and type of perquisites so as not to exceed the remuneration limit as specified in the Companies Act, 2013, or any amendments thereof.

The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Except Smt. Padma Jalan, Shri Ajay Kumar Kanoria and Smt. Urvi A. Sheth none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financial or otherwise in the resolution.

The Directors recommend the resolution for the approval of the members.

Registered Office:
8, B.B.D Bag (East)
Kolkata – 700 001

Date: 14th August, 2018

By order of the Board

Parinita Goenka
Company Secretary
Membership No.: A48608

ANNEXURE TO THE NOTICE

Details of Director seeking re-appointment at the ensuing Annual General Meeting

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards-2 (SS2 on General Meetings), the particulars of the aforesaid Directors seeking re-appointment at the AGM are given below:

Name of the Director	Shri Ajit Pandurang Walwaikar			Smt. Urvi Abhiram Sheth		
DIN	00022123			00058201		
Date of Birth	29/12/1954			21/08/1979		
Date of First Appointment on the Board	10/11/2012			21/09/2002		
Expertise in functional areas	Legal and secretarial experience and is a member of the Institute of Company Secretaries of India.			Industrialist with wide managerial experience.		
Terms and conditions of appointment /re-appointment	Director liable to retire by rotation and eligible for reappointment			The terms and conditions of re-appointment are the same as stated above in the Explanatory Statement to the Notice Item No.3		
Remuneration last drawn by such person, if applicable	Not Applicable			Rs. 6.21 lakhs		
Directorship in Other Companies & Membership/ Chairmanship across Public Companies	Name of the Company	Position Held	Member/ Chairman of Committees	Name of the Company	Position Held	Member/ Chairman of Committees
	Virat Industries Limited	Director	-	ESOLS Worldwide Private Limited	Director	-
	Sah and Sanghi Auto Agencies Private Limited	Director	-	Capriccio Properties Private Limited	Director	-
				Capriccio Trading Private Limited	Director	-
Chairman / Member of the Committees of the Board of Directors of the Company	Member of the Stakeholders' Relationship Committee			Nil		
Number of Shares held in the Company	Nil			Nil		

Name of the Director	Smt. Padma Jalan			Shri Ajay Kumar Kanoria		
DIN	00312453			00044907		
Date of Birth	23/09/1939			27/10/1954		
Date of First Appointment on the Board	21/09/2002			13/06/1986		
Expertise in functional areas	Industrialist with wide managerial experience.			Heads the Kanoria Group precisely the manufacturing enterprises, cement and industrial, medical & specialty gases and also have ventures in Real Estate Development and Sugar Industry.		
Terms and conditions of appointment /re-appointment	The terms and conditions of re-appointment are the same as stated above in the Explanatory Statement to the Notice Item No. 4 & 5			The terms and conditions of re-appointment are the same as stated above in the Explanatory Statement to the Notice Item No. 6		
Remuneration last drawn by such person, if applicable	Rs. 14.56 lakhs			Not Applicable		
Directorship in Other Companies & Membership/ Chairmanship across Public Companies	Name of the Company	Position Held	Member/ Chairman of Committees	Name of the Company	Position Held	Member/ Chairman of Committees
	Harsh Investments Ltd	Director	-	Bagalkot Cement & Industries Ltd.	Director	-
	Tanna Electro-Mechanics Private Limited	Director	-	Pratap Holdings Limited	Director	-
	Kanoria Securities & Financial Services Limited	Director	-	Tirupati Screen Printing Co Ltd	Director	-
	Fraangipaani Fashions Private Limited	Director	-	Esols Worldwide Private Limited	Director	-
				Tanna Electro-Mechanics Private Limited	Director	-
				Indessa Gases Private Limited	Director	-
				Aegis Infotech Pvt. Ltd	Director	-
				Ameet Infrastructure Pvt. Ltd	Director	-
Chairman / Member of the Committees of the Board of Directors of the Company	Nil			Nil		
Number of Shares held in the Company	5,99,366			Nil		