

Notice

NOTICE is hereby given that **Annual General Meeting of M/S. Dollar Industries Limited** will be held at the Registered office of the Company at 'Om Tower', 32, J.L. Nehru Road, 12th Floor, **Kolkata – 700 071** on Monday, the 29th day of September, 2014 at 11.30 A.M. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and the Profit & Loss Account of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Din Dayal Gupta, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint the Statutory Auditors of the Company until the conclusion of 3 (three) consecutive AGM and to fix their remuneration and in this respect, to pass, with or without modification (s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s Amit Ved Garg & Co., Chartered Accountants (Registration No. 325121E), be and are hereby appointed as the statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of 3 (three) consecutive AGMs (subject to ratification of the appointment by the members at every AGM held after this AGM) and the Board of Directors be and are hereby authorized to fix their remuneration.”

SPECIAL BUSINESS :

5. APPOINTMENT OF MR. BINAY KUMAR GUPTA (DIN:01982889) AS MANAGING DIRECTOR

To consider, and if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution –

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Binay Kumar Gupta (DIN: 01982889) as Managing Director of the Company, for a period of 3 (Three) years with effect from 14th February, 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Binay Kumar Gupta, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

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

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6. APPOINTMENT OF MR. BINAY KR. AGARWAL AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“ **RESOLVED THAT**, pursuant to Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Binay Kumar Agarwal (holding DIN 01342065), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years upto 31st March, 2019 and shall not be liable to retire by rotation.”

7. APPOINTMENT OF MR. ASHOK KUMAR GOEL AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ashok Kumar Goel (holding DIN 01982750), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years upto 31st March, 2019 and shall not be liable to retire by rotation.”

8. APPOINTMENT OF MR. PAWAN KUMAR AGARWAL AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“ **RESOLVED THAT**, pursuant to Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pawan Kumar Agarwal (holding DIN 01978322), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years upto 31st March, 2019 and shall not be liable to retire by rotation.”

Registered Office:
32, J. L. Nehru Road
Kolkata – 700 071

Date: 14.08.2014

By Order of the Board of Directors
For Dollar Industries Limited

sd/-
Vinod Kumar Gupta
Managing Director

Notice

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Proxies to be effective, must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
3. 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.
4. The Register of Members and Transfer Books of the Company will be closed from 23.9.2014 to 29.9.2014 (both days inclusive) for the AGM and for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
5. Dividend, if declared, in the Annual General Meeting would be paid within a period of 30 days from the date of declaration as follows:
 - (a) To those Members who hold shares in physical form and whose names appear on the Register of Members of the Company after giving effect to all valid share transfers lodged with the Company on or before Monday, the 22nd September, 2014, or
 - (b) In respect of shares held in electronic form, to the beneficial owners as at the close of business hours on 22nd September, 2014* as per the list to be furnished by National Securities Depository Ltd.(NSDL) and Central Depository Services (India) Ltd.(CDSL).

* The date has been fixed to facilitate payment of Dividend to the beneficial owners as per Depositories Act and should not be construed as Record Date for any purpose.
6. There is no un-paid or un-claimed dividend for any of the dividend declared in the earlier years.
7. Members holding shares in physical form are requested to intimate, indicating their respective folio number, the change of their addresses, the change of Bank Accounts etc. to M/s Niche Technologies Pvt. Ltd., D511, Bagri Market, 71, B.R.B. Basu Road, Kolkata – 700 001, the Registrar and Transfer Agents of the Company, while members holding shares in electronic form may write to their respective Depository Participant for immediate updation, so as to enable the Company to dispatch dividend warrants to the correct address.
8. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
9. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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11. **The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the Annual Reports, Notices and other communications via email. All the physical shareholders who have not registered their e-mail addresses so far are requested to register their e-mail address (format as attached) for receiving all communication including Annual Report, Notices, etc. from the Company, electronically.**
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant(s) and Members holding shares in physical form are requested to submit their PAN details to the Company/R&TA.
13. All Documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all the working days during business hours upto the date of meeting.
14. **Voting Through Electronic Means**
 - I) As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting vote through the electronic voting system ("e-voting") under an arrangement with The Central Depository Services (India) Limited ("CDSL") as specified more particularly in the instruction hereunder provided that once the vote on a Resolution is casted through-voting, a Member shall not be allowed to change it subsequently.
 - II) The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on September 22, 2014 at 10.00 A.M. and ends on September 24, 2014 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. <p>Example: (1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date of August, 22, 2014

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 "Dollar Industries Ltd." on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 they have to create 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 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.
- (xix) 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
15. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at santibrewalla@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 24-09-2014 upto 6 pm without which the vote shall not be treated as valid.
16. 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 of 22nd August, 2014.
17. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 22nd August, 2014.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date of 22nd August, 2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. Shri Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
20. The results shall be declared at the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL and website of the Company within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to The Calcutta Stock Exchange Limited and Jaipur Stock Exchange Limited.

Explanatory Statement Pursuant To Section 102 Of The Companies Act, 2013:

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 5 to 8 of the accompanying Notice dated 14th August, 2014 :

Item No.5 –

In view of accelerated operating results of the Company and also due to the extensive involvement of Mr. Binay Kumar Gupta in the affairs of the Company, the Board of Directors of the Company in its meeting held on 14th February, 2014 has promoted Mr. Binay Kumar Gupta, as a Managing Director for a period of 3 (Three) years with immediate effect subject to the approval of shareholders in the ensuing General Meeting to look after day to day affairs of the Company, in accordance with the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 [corresponding provisions of the Companies Act, 2013 are Section 196, 197 and Schedule V read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014] and on the terms as recommended by the Remuneration Committee. His terms of appointment was further modified by the Board on 10th March, 2014 to provide him furnished accommodation on recommendation of remuneration Committee. The terms and conditions of his appointment are as follows:

- **Salary :** ₹ 2,00,000/- per month and revision / increment as may be recommended by Remuneration Committee and approved by the Board from time to time and permissible under Schedule – XIII of the Companies Act, 1956 (corresponding Schedule as per Companies Act, 2013 is Schedule V) or any amendment thereof.
- **Perquisites :** In addition to Salary, he shall be entitled to the following perquisites which, may be reviewed by the Board from time to time:
 - a. **Medical Reimbursement:** Reimbursement of Medical expenses incurred for self and family on actual basis.
 - b. **Accommodation :** Furnished accommodation for self and family.
 - c. **Leave Travel Concession:** For self and family to and from any place in India, once in a year in accordance with the rules of the Company.
 - d. **Clubs Fees:** Fees of Clubs, shall be subject to a maximum of two clubs, provided that no life membership or admission fee shall be paid by Company.
 - e. **Personal Accident Insurance:** Premium not to exceed ₹ 20,000/- per annum.
 - f. **Gratuity:** Gratuity payable shall not exceed half of a month's salary for each completed year of service.
 - g. **Car & Telephone:** He shall be provided car with driver and telephone at his residence for company's business as well as for personal use. However, long distance calls for personal use will be billed by the Company.
 - h. **Other Benefits :**
 - i. Leave on full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962, casual and sick leave on full pay and allowance as per rules of the Company.

Explanatory Statement Pursuant To Section 102 Of The Companies Act, 2013:

- ii. He shall be entitled to reimbursement of traveling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
 - iii. He shall be reimbursed out of pocket expenses as may be incurred by him in the course of discharging his duties in his respective capacities.
- **Other Terms**
 - (i) Mr. Binay Kumar Gupta, as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors of any Committee thereof.
 - (ii) Either party may terminate the agreement by giving 3 (Three) months notice in writing or remuneration in lieu thereof without showing any reason.
 - (iii) Minimum Remuneration: In the absence of inadequacy of profit of the Company in any financial, Mr. Binay Kumar Gupta will be entitled to receive such remuneration as is permissible under Section 197 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Existing terms of Appointment of Mr. Binay Kumar Gupta prior to this appointment as Mg. Director stand terminated.

None of the Directors, Key Managerial Personnel(s) and their relatives except Mr. Binay Kumar Gupta, Mr. Vinod Kumar Gupta, Mr. Din Dayal Gupta, Mr. Bajrang Lal Gupta and Mr. Krishan Kumar Gupta are in any way financially or otherwise deemed to be concerned or interested in the above resolution.

The Board recommends the Ordinary resolution set forth in Item no. 5 of the Notice, for the approval by the shareholders of the Company.

Pursuant to Section 190 of the Companies Act, 2013, the copy of the letter of appointment issued to Mr. Binay Kumar Gupta, Mg. Director is open for inspection at the Registered office of the Company during business hours till the date of ensuing Annual General Meeting.

Item No.6 –

Mr. Binay Kumar Agarwal is a Non-Executive Independent Director of the Company.

Mr. Binay Kumar Agarwal was appointed as an Independent Director to fill up Casual Vacancy w.e.f. 27th December, 2013 by the Board, who shall hold the office only upto the date up to which the Director in whose place he was appointed would have held the office. Hence in lieu of the various provisions of Section 149, 152 & 160 of the Companies Act, 2013 which came into effect from 1.04.2014 and the rules made there under and Clause 49 of the Listing agreement, the Company is required to appoint Independent Directors for a fixed term and their office shall not be liable to determination by retirement of Directors by rotation. Accordingly, in compliance of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, Mr. Binay Kumar Agarwal being eligible and offered himself for appointment, is proposed to be appointed as an Independent Director who shall hold office upto 31st March, 2019. The Company has received requisite consent and declarations from Mr. Binay Kumar Agarwal as required under various provisions of the Companies Act, 2013 and Rules made thereunder. The Company has also received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Explanatory Statement Pursuant To Section 102 Of The Companies Act, 2013:

In the opinion of the Board, Mr. Binay Kumar Agarwal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and he is independent of the management.

The Board considers that his continued association would be immense benefit to the Company and it is desirable to continue to avail services of Mr. Binay Kumar Agarwal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Binay Kumar Agarwal as an Independent Director, for the approval by the shareholders of the Company up to March 31, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, he shall not be liable to retire by rotation.

Copy of the draft letter of appointment of Mr. Binay Kumar Agarwal as an Independent Director setting out the terms and conditions is available for inspection by members during working hours at the Registered Office of the Company.

Except Mr. Binay Kumar Agarwal, no Director, key managerial personnel or their relatives, is in any way, financially or otherwise interested or concerned in the resolution.

The Board recommends the Ordinary resolution set forth in Item no. 6 of the Notice, for the approval by the shareholders of the Company.

Item Nos. 7

Mr. Ashok Kumar Goel is a Non-Executive Independent Director of the Company.

His period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Under the Companies Act, 2013, the Company is required to appoint Independent Directors for a fixed term and their office shall not be liable to determination by retirement of Directors by rotation. Accordingly, in compliance of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, Mr. Ashok Kumar Goel being eligible and offered himself for appointment, is proposed to be appointed as an Independent Director of the Company for term of 5 (Five) Consecutive years upto 31.03.2019. The Company has received requisite consent and declarations from the aforesaid Director as required under various provisions of the Companies Act, 2013 and Rules made thereunder.

In the opinion of the Board, the aforesaid Director fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director and he is independent of the management.

The Board considers that his continued association would be immense benefit to the Company and it is desirable to continue to avail services of the Director as Independent Director.

The resolution seek the approval of the members for the appointment of Mr. Ashok Kumar Goel as an Independent Director of the Company up to the 31.03.2019, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, he shall not be liable to retire by rotation.

Copy of the draft letter of appointment of the aforesaid Director as an Independent Director setting out the terms and conditions is available for inspection by members during working hours at the Registered Office of the Company till the date of ensuing Annual General Meeting.

Explanatory Statement Pursuant To Section 102 Of The Companies Act, 2013:

Except Mr. Ashok Kumar Goel, no Director, key managerial personnel or his relatives, are in any way, financially or otherwise interested or concerned in the resolution.

The Board recommends the Ordinary resolution set forth in Item no. 7 of the Notice, for the approval by the shareholders of the Company.

Item Nos. 8

Mr. Pawan Kumar Agarwal is a Non-Executive Independent Director of the Company.

His period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Under the Companies Act, 2013, the Company is required to appoint Independent Directors for a fixed term and their office shall not be liable to determination by retirement of Directors by rotation. Accordingly, in compliance of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, Mr. Pawan Kumar Agarwal being eligible and offered himself for appointment, is proposed to be appointed as an Independent Director of the Company for term of 5 (Five) Consecutive years upto 31.03.2019. The Company has received requisite consent and declarations from the aforesaid Director as required under various provisions of the Companies Act, 2013 and Rules made thereunder.

In the opinion of the Board, the aforesaid Director fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director and he is independent of the management.

The Board considers that his continued association would be immense benefit to the Company and it is desirable to continue to avail services of the Director as Independent Director.

The resolution seek the approval of the members for the appointment of Mr. Pawan Kumar Agarwal as an Independent Director of the Company up to the 31.03.2019, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, he shall not be liable to retire by rotation.

Copy of the draft letter of appointment of the aforesaid Director as an Independent Director setting out the terms and conditions is available for inspection by members during working hours at the Registered Office of the Company till the date of ensuing Annual General Meeting.

Except Mr. Pawan Kumar Agarwal, no Director, key managerial personnel or his relatives, are in any way, financially or otherwise interested or concerned in the resolution.

The Board recommends the Ordinary resolution set forth in Item no. 8 of the Notice, for the approval by the shareholders of the Company.

Annexure to Notice of AGM

Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting (In pursuance to Clause 49 of the Listing Agreement)

Name of Director	Date of Birth	Date of Appointment	Expertise in specific Functional areas	Qualification	List of other Companies in which Directorships held as on 31 st March, 2014*	Chairman/ Member of the Committee of the Board of other Companies in which he is a Director as on 31 st March, 2014
Mr. Binay Kumar Gupta	02/03/1968	10/01/2005	Looking after production sales of the products of the Company.	Commerce Graduate	NIL	NIL
Mr. Binay Kumar Agarwal	30/09/1966	27/12/2013	Finance, Accounts, Audit & Taxation.	FCA	1. Fast Capital Markets Ltd. 2. Fast Commodity Markets Ltd. 3. Shivam Industrial Parks & Estates Ltd.	Member in Audit Committee & Nomination & Remuneration Committee of Dollar Industries Ltd.
Mr. Ashok Kumar Goel	22/01/1962	25/10/2005	Business Management	Commerce Graduate	NIL	Member in Share Trf Committee & Chairman in Nomination & Remuneration Committee of Dollar Industries Ltd.
Mr. Pawan Kumar Agarwal	09/09/1966	25/10/2005	Business Management	Commerce Graduate	NIL	Member in Shareholders Grievance Committee & Nomination & Remuneration Committee & Chairman in Audit Committee of Dollar Industries Ltd.

* Excluding Private Limited Companies and Companies registered under Section 8 of the Companies Act, 2013.