



The Ruby Mills Ltd.

Date : 26th August, 2016

The General Manager Capital Market(Listing) National Stock Exchange of India Ltd. Exchange Plaza, BKC Bandra-Kurla Complex, Bandra (East), Mumbai-400 051. Symbol: RUBYMILLS cm1ist@nse.co.in	Dy. General Manager Marketing Operations (Listing) The BSE P. J. Towers, 25 th Floor, Dalal Street, Fort, Mumbai-400 001. Code: 503169 Corp.relations@bseindia.com
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Dear Sirs,

Sub: Intimation regarding the Book closure and Cut off date

In furtherance of intimation of date of Hundredth Annual General Meeting (date of intimation dated 04/08/2016) scheduled to be held on 19th September 2016, we hereby inform you that the Register of Members and Share Transfer Books of the Company will remain closed from Friday September 16, 2016 to Sunday September 18, 2016 (both days inclusive) for the purpose of AGM.


In compliance with provisions of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Rule, 2015, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in the notice convening the Annual General Meeting (**attached herewith**).

The remote e-voting facility shall commence on Friday, 16th September, 2016 at 9.00 A. M. to Sunday 18th September, 2016 till 5.00 P. M. (IST) The remote e-voting facility shall be disabled by NSDL for voting thereafter. During this period, members of the Company, holding shares either in physical or Dematerialized form, as on Monday, September 12, 2016, being the cut-off date fixed for the purpose of determining the members may cast their vote by remote e-voting.

We request you to take the above same on record.

Yours Truly,

For **The Ruby Mills Limited**


S. Jayaraman Chief Financial Officer

Annex: Notice of AGM



THE RUBY MILLS LIMITED

(CIN: L17120MH1917PLC000447)

Registered Office:- Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai-28.

Email:- info@rubymills.com, Website:- www.rubymills.com

Phone: 022-24387800/30997800, Fax: +91-22-24378125

NOTICE

NOTICE is hereby given that the **Hundredth Annual General Meeting (AGM)** of the Members of The Ruby Mills Limited will be held on Monday, the 19th September, 2016 at 4.30 P.M. at the Registered office of the Company at Ruby House, J. K. Sawant Marg, Dadar (W), Mumbai - 400028 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2016, the Reports of the Directors and Auditors thereon.
2. To confirm the payment of interim dividend declared and distributed by the Board of Directors for the financial year ended on 31st March, 2016.
3. To appoint a Director in place of Shri Hiren M. Shah (holding DIN 00071077), who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.
4. To appoint Statutory Auditors and to determine their remuneration and to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 139, 142 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 thereof, for the time being in force), M/s. B. S. Mehta & Co., Chartered Accountants, Mumbai, (Firm registration No.106190W), the retiring auditors, be and hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company on such remuneration plus applicable taxes, out of pocket expenses etc; as may be determined by the Board of Directors in consultation with the Auditors and upon the recommendation of the Audit Committee."

SPECIAL BUSINESS

5. **Ratification of Cost Auditor's Remuneration.**

To ratify cost auditor remuneration and to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Company hereby ratifies the remuneration of ₹1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus Service Tax as applicable and out of pocket expenses, payable to Shri Dakshesh H. Zaveri, Cost Accountant, (Firm Registration Number 102183), who has been appointed by the Board of Directors as Cost Auditor of the Company, to conduct the audit of the cost records of the Company's Textile manufacturing units at Dhamni and Kharsundi Plant unit for the financial year 2016-17."

6. **Appointment of Shri Yogen Shivlal Lathia, as a Director of the Company.**

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

"RESOLVED THAT pursuant to provisions of Section 149, 152 of the Companies Act, 2013 (hereinafter referred to as "the act") and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable Regulations, if any, Shri Yogen Shivlal Lathia - (DIN : 00299334) who was appointed as an Additional Director (Independent, Non - Executive Director) of the Company by the Board of Directors effective 29th December, 2015 and who has submitted a declaration of independence as provided in Section 149(6) of the Act and Securities and



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Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Yogen Shivalal Lathia for the office of Independent Director, be and is hereby appointed as Independent Director of the Company, for five (5) consecutive years and whose office shall not be liable to retire by rotation.”

On behalf of Board

Manharlal C. Shah
Chairman
DIN 00070771

Place : Mumbai
Dated : 4th August, 2016

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the Item Nos. 5 and 6 of the Notice is appended hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE HUNDRETH ANNUAL GENERAL MEETING (hereinafter referred to as 'AGM') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the Proxy in order to be effective should be deposited at the Registered Office of the Company duly completed and signed, not less than forty-eight hours before the commencement of the AGM. A Proxy form is sent herewith. Proxies submitted on behalf of Limited Companies, Corporate Members, Societies etc, must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company carrying voting right. 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 proxy for any other person or shareholder.
3. Corporate members are requested to send to the Registered Office of the Company a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the general meeting.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 16th September, 2016 to Sunday, 18th September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
5. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF): Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, the Company has transferred the unclaimed final dividend for the year 2007-08 on due date to the Investor Education and Protection Fund established by the Central Government. The Company will accordingly transfer Unclaimed dividend amount pertaining to Dividend for the year 2008-09 to the Investors Education and Protection Fund.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on 30th September, 2015 (date of last Annual General Meeting) on the website of the Company (<http://www.rubymills.com/investors/investors-iepf-information>) and on the website of the Ministry of Corporate Affairs.

It may be noted that once the unclaimed dividend is transferred to the Central Government, no claim shall lie in respect thereof with the Company.

6. Member/proxies should bring duly filled Attendance Slip sent herewith to attend the meeting.
7. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company or its Registrar.



8. Route map and prominent land mark for easy location of venue of the Annual General Meeting is provided in the Annual Report and the same shall also be available on the Company's website www.rubymills.com
9. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
10. Pursuant to Section 108 of the Companies Act, 2013 and Relevant Rules framed there under as amended from time to time and Regulation 44 of SEBI Listing Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at Annual General Meeting by electronic means. The Members, whose name is appearing in the Registers of Members / list of Beneficial Owners as on Monday, 12th September, 2016 i.e. prior to the commencement of book closure, being the cut-off date, are entitled to vote on Resolutions set forth in the Notice. Members may cast their votes on electronic system from any place other than venue of the meeting (remote-e-voting). The remote e-voting period will commence at 9.00 A.M. on Friday, 16th September, 2016 and will end at 5.00 P.M. on Sunday on 18th September, 2016. In addition, the facility for voting through Ballot Paper shall be made available at the venue of Annual General Meeting and the members attending who have not already cast their vote by remote e-voting shall be eligible to vote at the Annual General Meeting.
11. The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote.
12. Shri Vikas R. Chomal, Proprietor of M/s. Vikas R. Chomal & Associates, Practicing Company Secretaries is appointed as a Scrutinizer to scrutinize the voting and remote e-voting process and Ballot Paper received, in a fair and transparent manner.
13. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
14. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
15. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rubymills.com and on the website of the Agency M/s. Bigshare Services Private Limited (Registrar & Share Transfer Agents). The Company shall simultaneously forward the results to the Stock Exchange(s) where the Company's shares are listed.
16. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to write their queries to the Company at least seven days in advance of the meeting in order to keep the information required readily available at the meeting.
17. The Annual Report duly circulated to the members of the Company, is available on the Company's Website at www.rubymills.com.
18. The documents pertaining to Special Business are available for inspection at the registered office of the Company between 10.30 a.m. and 12.30 p.m. on any working day prior to the meeting.
19. M/s Bigshare Services Private Limited having its office at E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri East, Mumbai - 400 072 are the Registrar and Transfer Agent for shares held in physical form and in electronic / demat form. The Register of Members is maintained at the Office of the Registrar and Share Transfer Agents.

Important Communication to Members

1. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The ministry of Corporate Governance of India has by its circular Nos. 17/2011 and 18/2011, dated 21st April, 2011 and 29th April, 2011 respectively, permitted companies to send official documents to their shareholders electronically as a part of its green initiatives in corporate governance.



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Recognizing the spirit of the circular issued by the MCA, we are sending documents like a Notice convening the General Meetings, Financial statements, Directors' Report, Auditors' Reports, etc. to the e-mail address provided by you with your depositories.

We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email account.

2. Electronic copy of the Notice of the Hundredth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Hundredth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
3. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participants in the securities market. Members holding shares in electronic forms are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical forms shall submit their PAN details to the RTA or the Company.
4. **Voting by electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM, may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 16th September, 2016 (9:00 am) and ends on 18th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.



- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "The Ruby Mills Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to info@vrca.co.in with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM for members whose email IDs are not registered with the Company/Depository Participants(s), may obtain a login ID and Password for casting his/her vote by remote E-voting by sending a request at evoting@nsdl.co.in or by contacting NSDL at the toll free no. 1800-222-990.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 12th September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 12th September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.
- XI. 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.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Ballot Paper.
- XIII. Shri Vikas R. Chomal, (Membership No. 24941, COP No. 12133) Proprietor of M/s. Vikas R. Chomal & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.



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- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.rubymill.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s).

On behalf of Board

**Manharlal C. Shah
Chairman
DIN 00070771**

**Place : Mumbai
Dated : 4th August, 2016**



DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING:

Name of the Director	Shri Yogen S. Lathia	Shri Hiren M. Shah
Date of Birth (DD/MM/YYYY)	11/04/1955	12/04/1954
Date of Appointment as Director (DD/MM/YYYY)	29/12/2015	30/10/1977
Qualification	B.sc from St. Xavier's College First Graduation in Rubber Technology from London Awarded Fellowship of Institute of Materials, London (FIM) & Indian Rubber Institute (FIRI)	Licenciate in Textile Mfg.
Brief resume & Expertise in specific functional areas	34 years of Experience in running Rubber Industry and completed 2 years of training in leading laboratories of Dupont, Monsanto, Ici Bayer and Rubber Industries all over the world.	He is Qualified Textile Technologist from India's premier Institution VJTI and presently the Managing Director of the company, he has rich and varied experience in management of the textile mill for more than 38 years. He was Chairman of the Mill Owners Association, he had taken an initiative to convince the Government on restructuring of fiscal levies. He has been appointed as a member of the Textile Institute International, U.K. He was Chairman of Bombay Textile Research Association (BTRA). He is the Chairman of Confederation of Indian Textile Industry (CITI). He has travelled extensively and is personally responsible for the selection of world class machineries to suit the production of the company and has been responsible for the wages settlements with the union and has been able to automize and substantially reduced the labour in the last 10 years. He is in the control of day to day production and quality output with the highest efficiency for Dhamni and Kharsundi Units and had initiated the shifting of entire spinning and weaving operations from Mumbai to Dhamni and process House to Village Kharsundi.
Name of the Companies in which person holds the directorship and membership of committees of the Board	Name of the company Director/ Member/ Chairman	Name of the company Director/ Member/ Chairman
	Lathia Rubber Manufacturing Company Private Limited Director	Galore International Projects Private Limited Director
	Lathia Industrial Supplies Company Private Limited Director	Ruby Sales And Services Private Limited Director
	Jhaveri Flexo India Limited Director	Ruby Travels Private Limited Director
	Rubber Skill Development Council Director	Hiren Brothers Investment Company Private Limited Director
	Jhaveri Flexo India Limited Member of Nomination And Remuneration Committee	- -
	Jhaveri Flexo India Limited Chairman of Audit Committee	



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Name of the Director	Shri Yogen S. Lathia		Shri Hiren M. Shah	
No. of shares held in the Company	Name of company	No. of shares held	Name of company	No. of shares held
	Lathia Industrial Supplies Company Private Limited	182	Ruby Travels Private Limited	80
	Lathia Rubber Manufacturing Company Private Limited	223	Galore International Projects Private Limited	110
			Ruby Sales And Services Private Limited	1100
Relationship between Director Inter-se	Shri Yogen S. Lathia is not related to any director in the Company.		Except Shri M. C. Shah, Smt. A. M. Shah, Shri B. M. Shah, Shri V. M. Shah no other Director is concerned or interested in the resolution.	

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

As required by the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement set out all material facts relating to the business mentioned under item Nos. 5 and 6 of the accompanying Notice.

Item No. 5

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of Shri Dakshesh H. Zaveri, Cost Accountant, (Firm Registration Number 102183) to conduct the audit of the Cost records of the Company's Textile manufacturing units at Dhamni and Khursundi for the financial year ending March 31, 2017.

In terms of the the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2016-17, as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors recommend the Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the Company, if any.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article of Association of the Company, appointed Shri Yogen Shivalal Lathia (holding DIN: 00299334), aged 61 years, as an Additional Director (Independent, Non- Executive) of the Company effective from 29th December, 2015 upto the date of ensuing Annual General Meeting.



The Company has received a notice in writing under the provisions of Section 160 of the Act from a member along with requisite deposit proposing his candidature for the office of Independent Director to be appointed as such under the provisions of Sections 149, 152 of the Companies Act, 2013 and other applicable provisions, if any, of the Act read with The Companies (Appointment and qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable regulations, if any. The Company has received the following from Shri Yogen Shivalal Lathia:

- i. Consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- ii. Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act confirming his eligibility for such appointment, and
- iii. Declaration to the effect that he meet the criteria of Independence as provided in sub section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In the opinion of the Board of Directors, Shri Yogen Shivalal Lathia, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the Management. He has total Work experience of 34 years in running rubber industry and has undertaken two years training experience in leading Laboratories of Dupont, Monsanto, ICI Bayer and Rubber Industries all over the world. Thus his appointment as an independent director is justified and would immensely benefit the Company as he also has administrative experience in his profile.

A copy of the draft letter of the appointment of Independent Director setting out the terms and conditions is available for inspection by the members at the Company's registered office during normal business hours on all working days upto the date of Annual General Meeting.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and details as required under SS-2 (Secretarial Standard-2 on "General Meetings") of Shri Yogen Shivalal Lathia seeking appointment/re-appointment as an Independent Director is furnished and forms part of Notice.

The Board of Directors recommends the Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

Except Shri Yogen Shivalal Lathia, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the Company, if any.

On behalf of Board

Manharlal C. Shah
Chairman
DIN 00070771

Place : Mumbai
Dated : 4th August, 2016