



Dated: 31/07/2018

To,
The Secretary
The BSE Limited
P J Towers, Dalal Street,
Mumbai -400001

Dear Sir,

Ref: Scrip Code 539400.

Sub: Notice Convening 34th Annual General Meeting of the Company.

In terms of the Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find attached herewith a copy of the Notice of 34th Annual General Meeting (AGM) of the Company to be held on Monday, 27th August, 2018 at 12:05 PM at "Rabindra Okakura Bhavan", Block – DD, 27/A/1, Sector -1, Salt Lake City, Kolkata – 700 064.

This is for your information and record.

Thanking you,

Yours truly,

For Mallcom (India) Limited

Mallcom (India) Limited

Twinkle Pandey

Twinkle Pandey **Company Secretary**

Company Secretary

Encl: Notice of 34th AGM

Mallcom (India) Ltd.

EN-12, Sector-V, Salt Lake, Kolkata 700 091, India

T: +91 33 4016 1000 | F : +91 33 4016 1010

E: sales@mallcom.in | W : www.mallcom.in

CIN: L51109WB1983PLC037008

MALLCOM (INDIA) LIMITED

CIN: L51109WB1983PLC037008

Reg off: EN-12, Sector-V, Salt Lake City, Kolkata-700 091

Tel : +91-33-40161000, Fax : +91-33-40161010

Website : www.mallcomindia.com E-mail :investors@mallcom.in

NOTICE

Notice is hereby given that the 34th Annual General Meeting ('AGM') of the members of Mallcom (India) Limited ('the Company') will be held on **Monday, 27th day of August, 2018, at 12.05 P.M. at "Rabindra Okakura Bhavan", Block - DD 27/A/1, Sector - 1, Salt Lake City, Kolkata - 700 064** to transact the following business:-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Financial Statements of the Company for the year ended on 31st March, 2018 including Audited Balance Sheet, the statement of Profit & Loss, Cash Flow Statement and the statement of change in equity for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend on equity shares of the Company for the Financial Year ended on 31st March, 2018.
3. To appoint a Director in place of Mr. Ajay Kumar Mall (DIN: 00470184), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ravindra Pratap Singh (DIN: 00240910), Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive, Independent Director of the Company to hold office for another term of five consecutive years with effect from 28th August, 2019 to 27th August, 2024".

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Barsha Khattri (DIN: 01974874), Non-Executive, Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for another term of five consecutive years with effect from 28th August, 2019 to 27th August, 2024".

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) based on the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Ajay Kumar Mall (DIN: 00470184) as Managing Director & Chief Executive Officer ('CEO') of the Company for the period of five years with effect from 28th August, 2018 on such terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting and as enumerated in the Agreement dated May 30, 2018, a copy whereof, initialed by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which agreement is also hereby specifically approved;

RESOLVED FURTHER THAT for the purpose of giving

effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable to do so in this regard”.

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

“RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Giriraj Kumar Mall (DIN: 01043022) as Non-

IMPORTANT NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of proxy in order to be effective, should be deposited at the Registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of AGM. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, 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 the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under item Nos. 4 to 7 of the accompanying Notice, is annexed hereto.
3. Members are requested to bring their copy of the Annual Report including Notice along with them to the meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 21st day of August, 2018 to Monday, 27th day of August, 2018 (both days inclusive) for determining the shareholders entitled to receive dividend

Executive Director (category : Non-Independent) of the Company, who is eligible for re-appointment for the period of five years with effect from 28th August, 2018;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable to do so in this regard”.

Registered Office:
EN-12, Sector-V,
Salt Lake City
Kolkata-700 091
Place: Kolkata
Dated: 30th May, 2018

By Order of the Board
For Mallcom (India) Limited

Twinkle Pandey
Company Secretary

on equity shares, if approved and also for the purpose of Annual General Meeting of the Company.

5. The dividend, if declared at the Annual General Meeting, shall be paid within thirty (30) day of declaration to those person whose name appear in the Company's Register of Members, or, who are notified as beneficial owners by the Depositories viz. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') at the close of business hours on Monday, 20th day of August, 2018.
6. Members/Proxy-holders are requested to produce at the entrance, the attached Attendance Slip duly filled in, for admission to the meeting hall.
7. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for depositing dividend through Electronic Clearing Services (ECS/NECS) to investors where ECS/NECS and Bank details are available.

SEBI has also mandated the submission of Permanent Account Number (PAN) by every participants in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents.

8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective Depository accounts will be used by the Company for payment of dividend. The Company or its Registrar 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 and in case members holding shares in physical form are requested to intimate change in their registered address mentioning full address with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent.

9. Electronic copy of the Annual Report for the financial year ended on 31st March, 2018 is being sent to all the members whose email addresses are registered with the Company/ Depositories for communication purpose only unless any member has requested for a hard copy of the same. Further, for members who have not registered their email address, physical copies of the Annual Report for the financial year ended on 31st March, 2018 are being sent in the permitted mode.
10. Details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking appointment/re-appointment at the AGM forms integral part of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
11. A route map showing directions to reach the venue of the 34th AGM is given at the end of this Notice.
12. Members whose dividends remain unclaimed are requested to correspond with Company/Registrar & Share Transfer Agent. Members are also requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education Protection Fund (IEPF), pursuant to the provisions of Section 124 of the Companies Act, 2013 and other applicable rules.

The Company has been sending reminders to those members having Unpaid/Unclaimed dividends before transfer of such dividends to IEPF.

13. Voting through 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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, 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 Friday, 24th of August, 2018 (9:00 am) and ends on Sunday, 26th of August, 2018 (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 Monday, 20th of August 2018, 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 detail of the process and manner for remote e-voting are explained herein 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 e-services 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. a .pdf file. Open the .pdf file. The password to open the .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 .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.

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 company 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

cspkohli@gmail.com with a copy marked to evoting@nsdl.co.in / investors@mallcom.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 members 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 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email address: pallavid@nsdl.co.in / evoting@nsdl.co.in or at telephone no. +91 33 2281 4662 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email address: investor@mallcom.in or contact at telephone no. +91 33 4016 1010.
- VI. 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 20th of August, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.
- VII. 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 20th of August, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investors@mallcom.in.

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.
- VIII. 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.
- IX. 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.
- X. M/s. Prateek Kohli & Associates, Practicing Company

Secretaries, [C.P. No. 17447] 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.

- XI. 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.
- XII. 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 48 hours from 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.
- XIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e., www.mallcomindia.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 BSE Limited.
14. Members who have not registered their e-mail addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. The members may contact the Company/RTA in this regard.
15. Members holding Equity shares in electronic form, and proxies thereof, are requested to bring their DP ID and Client ID for identification.

I. EXPLANATORY STATEMENTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ["ACT"]

Item No. 4

Mr. Ravindra Pratap Singh (DIN: 00240910), Non-Executive Independent Director of the Company and Chairman of the Audit Committee of the Board of Directors of the Company. Mr. Singh joined the Board of Directors of the Company in April, 2011. Pursuant to the Act, Mr. Ravindra Pratap Singh, was appointed as a Non-Executive, Independent Director to hold office for five consecutive years for a term upto 27th August, 2019, by the Members of the Company in the 30th AGM held on 28th August, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a

term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the SEBI (LODR) Regulations, 2015, Mr. Ravindra Pratap Singh, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 28th August, 2019, upto 27th August, 2024.

Mr. Ravindra Pratap Singh is a post graduate from University of Calcutta and a fellow member of ICAI with having more than 24 years of vast experience in rendering assurance services, financial planning assignments and providing income tax advises to diversified clients across a wide range of industries. He is one of the Senior Partners of the leading auditing firm, Lodha & Co., Kolkata.

In the opinion of the Board, Mr. Ravindra Pratap Singh fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 for his re-appointment as a Non-Executive, Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment as a Non-Executive, Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ravindra Pratap Singh as an Independent Director. Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Ravindra Pratap Singh as an Independent Director for another term of five consecutive years with effect from 28th August, 2019 to 27th August, 2024, for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM.

Mr. Ravindra Pratap Singh is not related to any Director of the Company. This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 5

Dr. Barsha Khattry (DIN: 01974874), Non-Executive Independent Director of the Company and Chairperson of the Nomination and Remuneration Committee of the Board of Directors of the Company. Dr. Khattry joined the Board of Directors of the Company in January, 2014. Pursuant to the Act, Dr. Barsha Khattry, was appointed as a Non-Executive, Independent Director to hold office for five consecutive years for a term upto 27th August, 2019, by the Members of the Company in the 30th AGM held on 28th August, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the SEBI (LODR) Regulations, 2015, Dr. Barsha Khattry, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 28th August, 2019, upto 27th August, 2024.

Dr. Barsha Khattry is a macro and development economist and obtained her Ph.D. in economics from the University of Massachusetts at Amherst. Dr. Khattry has worked as an Economics Adviser at the United Nations Development Programme and is currently serving in an advisory capacity at the Bengal Chamber of Commerce and Industry.

In the opinion of the Board, Dr. Barsha Khattry fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 for his re-appointment as a Non-Executive, Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment as a Non-Executive, Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Barsha Khattry as an Independent Director. Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Dr. Barsha Khattry as an Independent Director for another term of five consecutive years with effect from 28th August, 2019 to 27th August, 2024, for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM.

Dr. Barsha Khattry is not related to any Director of the Company. This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings [SS-2] of ICSI.

Item No. 6

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 30, 2018 re-appointed Mr. Ajay Kumar Mall (DIN: 00470184) as Managing Director and Chief Executive Officer ('CEO') of the Company with effect from August 28, 2018 for the period of five years subject to the approval of the shareholders at the ensuing Annual General Meeting.

For this purpose, an agreement has been entered into by the Company with the Managing Director & CEO on May 30, 2018. The main terms and conditions of his re-appointment as Managing Director, as contained in the said agreement are furnished below:

- a. **Term of appointment:** - Five years with effect from August 28, 2018.
- b. **Salary:** Rs. 2,00,000/- (Rupees Two lacs only) to Rs.2,50,000/- (Rupees twelve lacs fifty thousand only) per month payable monthly.

The annual increment will be decided by the Board of Directors of the Company.

c. **Perquisites :**

1. Medical & Life insurance as per the rules of the Company.
2. The Company will make suitable contribution towards Provident Fund.

3. Gratuity will be payable as per the rules of the Company.

4. Eligible for Leave as per the rules of the Company.

Copy of the draft agreement for appointment as MD & CEO setting out terms and conditions would be available for inspection without fee by any member at the registered office of the company during normal business hours (9.00 am to 5.00 pm) on any working day except Sunday, upto and including the date of AGM of the Company.

The Board therefore recommends the resolution for your approval.

Except Mr. Ajay Kumar Mall (the appointee), Mr. Giriraj Kumar Mall (being relative of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

Item No. 7

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 30, 2018 re-appointed Mr. Giriraj Kumar Mall (DIN: 01043022) as Non-Executive [category : Non-Independent] Director of the Company with effect from August 28, 2018 for the period of five years subject to the approval of the shareholders at the ensuing Annual General Meeting.

Copy of the draft letter for appointment as a Non-Executive, Non-Independent Director setting out terms and conditions would be available for inspection without any fees by the members at the registered office of the company during normal business hours (9.00 am to 5.00 pm) on any working day except Sunday, upto and including the date of AGM of the Company.

The Board therefore recommends the resolution for your approval.

Except Mr. Giriraj Kumar Mall (the appointee), Mr. Ajay Kumar Mall (being relative of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

**Details of Directors Re-appointment as required Under Regulation 36 of SEBI
(Listing Obligations and Disclosures Requirements), Regulations, 2015**

Name of the Director	Mr. Ajay Kumar Mall	Mr. Giriraj Kumar Mall
Date of Birth	23.10.1959	26.11.1967
Nationality	Indian	Indian
Date of Appointment	13.12.1993	07.08.2010
Qualification	B.COM (HONS.), FCA, GRAD C.W.A., MBIM (UK)	M.B.A and M.S
Brief Profile and Expertise in Specific Area	He has wide experience in the field of Strategy & Business Development, Corporate Planning & Manufacturing.	He has been actively working in the field of Occupational Health and Safety for more than 17 years. He is also in the Executive Committee of CII (ER)- Safety Task Force, and Safety Appliance Manufacturers' Association (SAMA) and member of American Society for Quality Control (ASQC). His techno-commercial expertise has played a pivotal role in the Company to foray into various manufacturing activities.
Shareholding in Company (includes both legal and beneficial ownership of the share)	10,25,320	49,300
Directorships held in other public companies	NIL	NIL
Memberships/Chairmanships of committees of other public companies	NIL	NIL
Relationship with other Director	Relative of Mr. Giriraj Kumar Mall, Non-Executive Director	Relative of Mr. Ajay Kumar Mall, Managing Director & CEO

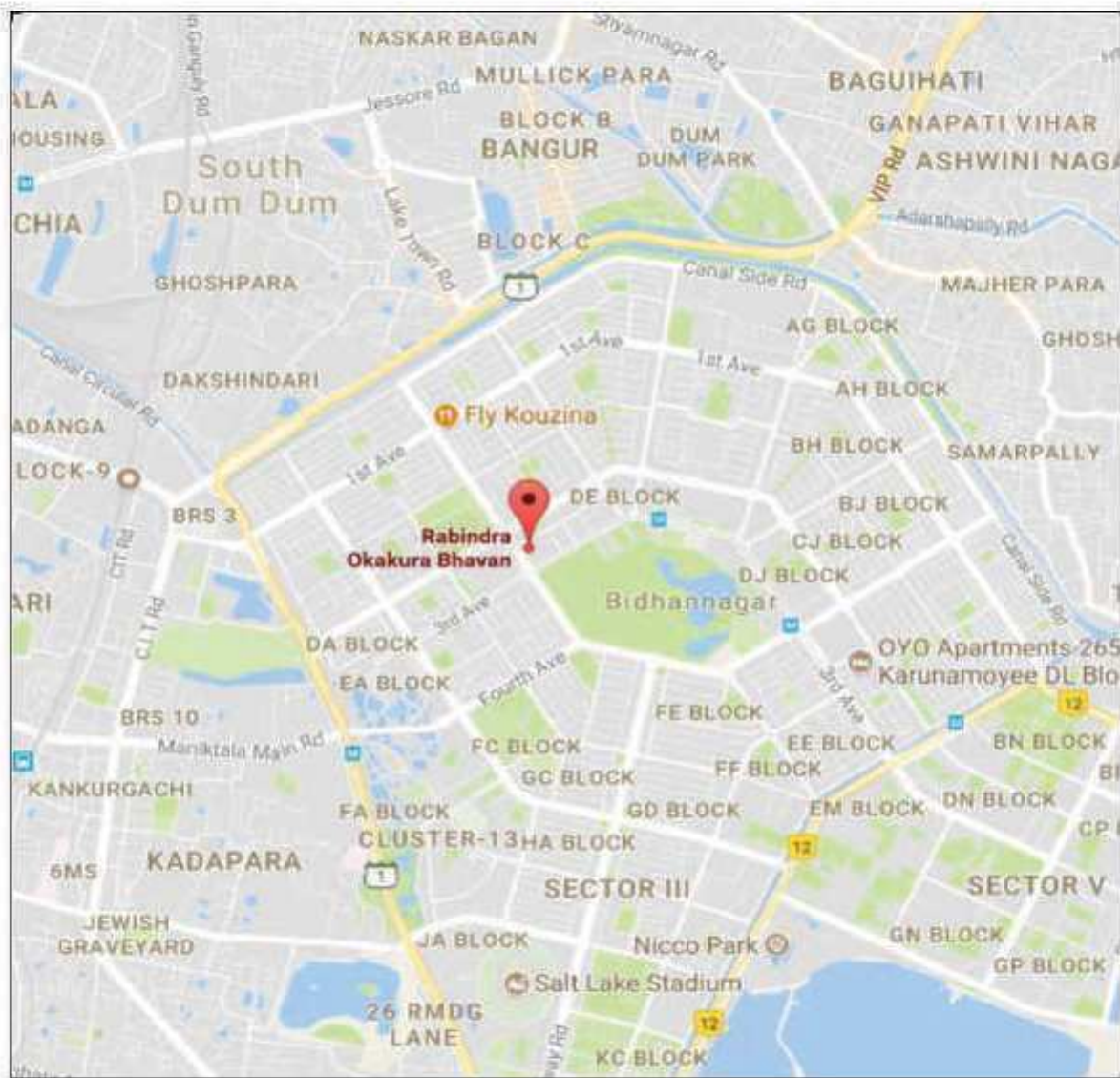
Registered Office:
EN-12, Sector-V, Salt Lake City,
Kolkata-700 091

By Order of the Board
For Mallcom (India) Limited

Place: Kolkata
Dated: 30th May, 2018

Twinkle Pandey
Company Secretary

Route map showing directions to reach the venue of the 34th Annual General Meeting



Rabindra Okakura Bhavan
 Block-DD, 27/A/1, Sector-1,
 Salt Lake City, Kolkata-700 064

**MALLCOM (INDIA) LIMITED**

CIN: L51109WB1983PLC037008

Reg off: EN-12, Sector-V, Salt Lake City, Kolkata-700 091

Tel: +91-33-40161000, Fax: +91-33-40161010

Website: www.mallcomindia.com, E-mail: investors@mallcom.in

**34th ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

Name of Member(s) :	_____
Name of the Proxy holder :	_____
Registered Address :	_____
Number of Shares :	_____ Email ID _____

I/We hereby record my/our presence at the 34th Annual General Meeting of the Company on **Monday, 27th Day of August, 2018** at 12:05 p.m at "**Rabindra Okakura Bhavan**", **Block- DD, 27/A/1, Sector - 1, Salt Lake City, Kolkata - 700 064.**

Member's Folio/ DP ID - Client ID No. _____

Member's/Proxy's Signature _____

Note: Please complete the Folio/DP ID - Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**

PROXY FORM

[pursuant to section 105(B) of Companies Act 2013 and Rule 19(3) of the Companies (Management & Administration) Rules 2014]

Name of the Member(s) : _____

Registered Address : _____

Folio No. /Client ID No.: _____ DPID No.: _____ Email ID : _____

I/We being the member(s) of _____ shares of the above named Company hereby appoint:

- Name : _____ Address _____
E-mail Id : _____ Signature _____ or failing him;
- Name : _____ Address _____
E-mail Id : _____ Signature _____ or failing him;
- Name : _____ Address _____
E-mail Id : _____ Signature _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on **Monday, 27th Day of August, 2018** at 12:05 P.M. at "**Rabindra Okakura Bhavan**", **Block- DD, 27/A/1, Sector - 1, Salt Lake City, Kolkata - 700 064** in respect of such resolutions as are indicated below:-

RESOLUTIONS	OPTIONAL*	
	For	Against
1. Adoption of Financial Statements of the Company for the year ended on 31st March, 2018.		
2. To declare dividend on Equity Shares for the financial year ended on 31st March, 2018.		
3. Re-appointment of Mr. Ajay Kumar Mall (DIN: 00470184), who retires by rotation.		
4. Special Resolution for the re-appointment of Mr. Ravindra Pratap Singh (DIN : 00240910), as a Non-Executive, Independent Director of the Company for another term of five consecutive years w.e.f. 28th August, 2019.		
5. Special Resolution for the re-appointment of Dr. Barsha Khattry (DIN : 01974874), as a Non-Executive, Independent Director of the Company for another term of five consecutive years w.e.f. 28th August, 2019.		
6. Ordinary Resolution for the re-appointment of Mr. Ajay Kumar Mall (DIN: 00470184), as a Managing Director & CEO of the Company for a term of five consecutive years w.e.f. 28th August, 2018.		
7. Ordinary Resolution for the re-appointment of Mr. Giriraj Kumar Mall (DIN: 01043022), as a Non-Executive Director of the Company for a term of five consecutive years w.e.f. 28th August, 2018.		

Signed this _____ day of _____ 2018.

Signature of Member(s) _____

Signature of Proxy holder(s): _____

NOTES .

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 34th Annual General Meeting.
- It is optional to put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.