

**NOTICE**

Notice is hereby given that the 30th Annual General Meeting of the Members of Royal India Corporation Limited will be held on Tuesday, 30th September, 2014 at 11.30 a.m. at the registered office of the Company at 62, 6th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai- 400 021., to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Balance Sheet as on March 31st, 2014 and the Statement of Profit and Loss Account for the year ended as on that date together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hitesh Jain (DIN No. 05263120), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and other applicable provisions, if any, M/s. DMKH & Co., Chartered Accountants, (Firm Registration No. 116886W), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax, reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS:

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

Appointment of Mr. Damodar Hari Pai (holding DIN 00172372), as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Clause 49 of the Listing Agreement(s), and all other applicable provisions if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Damodar Hari Pai (holding DIN 00172372), a Non-Executive 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 appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for five consecutive years with effect from 30th September, 2014 upto 29th September, 2019 with an option to retire from the office at any time during the term of appointment."

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

Appointment of Mr. Ravi Kant Chaturvedi (holding DIN 05198811), as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Clause 49 of the Listing Agreement(s), and all other applicable provisions if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ravi Kant Chaturvedi (holding DIN 05198811), a Non-Executive 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 appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the



Company for five consecutive years with effect from 30th September, 2014 upto 29th September, 2019 with an option to retire from the office at any time during the term of appointment.”

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

Appointment of Mr. Ashokaditya Prakash Dhurandhar (holding DIN 06509031), as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Clause 49 of the Listing Agreement(s), and all other applicable provisions if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ashokaditya Prakash Dhurandhar (holding DIN 06509031), a Non-Executive 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 appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for five consecutive years with effect from 30th September, 2014 upto 29th September, 2019 with an option to retire from the office at any time during the term of appointment.”

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

Appointment of Ms. Manisha Anand (DIN 03497950), as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Clause 49 of the Listing Agreement(s), and all other applicable provisions if any, (including any statutory modification(s) or

re-enactment thereof for the time being in force), Ms. Manisha Anand (DIN 03497950), a Non-Executive 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 appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for five consecutive years with effect from 30th September, 2014 upto 29th September, 2019 with an option to retire from the office at any time during the term of appointment.”

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

“RESOLVED THAT in supersession of the earlier resolution passed if any, the consent of the Company be and is hereby accorded under the provisions of Section 180(1) (c) of the Companies Act, 2013, to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from Company’s bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; Provided that the total amount up to which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of ₹ 80 Crores (Rupees Eighty Crores).”

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

“RESOLVED THAT in supersession of the earlier



resolution passed if any, consent of the Company be and is hereby accorded in terms of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for creating such charges, mortgages and hypothecations in addition to the existing charges, mortgages if any and hypothecations created by the Company, on such movable and immovable properties of the Company wheresoever situate, both present and future, on such terms, at such time, in such form and in such manner as the Board may deem fit, together with power to take over the management of the business and concern of the Company in certain events in favour of all or any of the following, namely: Banks, Financial Institutions, Insurance Companies, Investment Institutions, other investing agencies, Bodies Corporate incorporated under any statute and trustees for the holders of debentures/secured premium notes/bonds/other securities/debt instruments, and other secured lenders (hereinafter referred to as "the Lenders") to secure repayment of any loans (both rupee loans and foreign currency loans) and/or any other financial assistance and/or guarantee facilities already obtained or that may hereafter be obtained from any of the Lenders by the Company, and/or to secure redemption of debentures (whether partly/ fully convertible or non-convertible)/ secured premium notes/ bonds/ other securities/ debt instruments and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached, already issued or that may hereafter be issued by the Company, together with all interest, compound additional interest, commitment charge, liquidated damages, premium on prepayment or on redemption, trustees' remuneration, costs, charges, expenses and all other monies including revaluation/ devaluation/ fluctuation in the rates of foreign currencies involved, payable by the Company to the Lenders concerned, in terms of their respective Loan Agreements/ Heads of Agreements/ Hypothecation Agreements/ Trustees Agreements/ Letters of Sanction/ Memorandum of terms and conditions/ Debenture Certificates entered into/to be entered into/ Issued/ to be issued by the Company; Provided that the total

borrowings of the Company (exclusive of interest) whether by way of loans and/or any other financial assistance and/or guarantee facilities and/or issue of debentures/secured premium notes/ other securities/debt instruments to be secured as aforesaid (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) shall not any time exceed the limit of ₹ 80 Crores (Rupees Eighty Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise and execute with any of the Lenders jointly or severally, the documents, instruments and writings for creating aforesaid mortgage/charge and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing the aforesaid Resolution and to resolve any question, difficulty or doubt which may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

BY ORDER OF THE BOARD

Sd/-
Siddhi Patil
Company Secretary

Place: Mumbai
Date: August 14, 2014.

ROYAL INDIA CORPORATION LIMITED

Regd. Off: - 62, 6th Floor, C Wing, Mittal Tower, Nariman Point, Mumbai, Maharashtra 400021
CIN : L45400MH1984PLC032274

E-COMMUNICATION REGISTRATION FORM

(In terms of circular No. 17/2011 dated 21st April, 2011 issued by the Ministry of Corporate Affairs)

Folio No./ DP ID & Client ID :

Name of First Registered Holder

Name of Joint Holder(s)

.....

.....

Registered Address

.....

.....

.....

E-Mail ID (to be registered)

I/ We shareholder(s) of Royal India Corporation Limited agree to receive communication from the Company in electronic mode. Please register my above E-mail ID in your records for receiving communication in electronic form from the Company.

Date :

Signature

(First Holder)

Note : Shareholder(s) are requested to keep the Company inform of Change, if any, in the E-mail address.

BOOK-POST

If undelivered, please return to :

Royal India Corporation Limited

CIN : L45400MH1984PLC032274

62, 6th Floor, C-Wing, Mittal Tower, 210, Nariman Point, Mumbai 400 021.

☎ 022-43417777 ☎ 022-22877575 ✉ info@ricl.in 🌐 www.ricl.in

