

**ELANTAS Beck India Ltd.**  
147 Mumbai-Pune Road, Pimpri, Pune 411018, India

The Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400 001

**Sub: Notice of 62<sup>nd</sup> Annual General Meeting**

Ref: Company Scrip Code: 500123

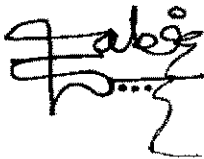
Dear Sir,

Please be informed that the Sixty Second Annual General Meeting of the members of ELANTAS Beck India Ltd.(CIN:L24222PN1956PLC134746) will be held on Thursday, 10 May 2018, at 2.30 p.m. at Hall No.4, 'A' Wing, 5<sup>th</sup> Floor, MCCA Trade Tower, ICC Complex, Senapati Bapat Road, Pune 411016.

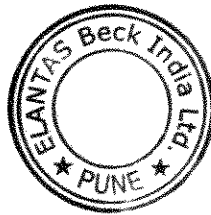
We are enclosing herewith Notice of AGM for your records.

Kindly acknowledge.

Yours faithfully  
For ELANTAS Beck India Limited



**Shirish Dabir**  
Head Legal & Company Secretary



ENCL: Notice of 62<sup>nd</sup> AGM

**Date**  
19.04.2018

**Page**  
1/1

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**ELANTAS Beck India Ltd.**

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Pune 411018, India  
Tel +91 20 30610800  
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www.elantas.com

**Registered**

Registered Office:  
147 Mumbai-Pune Road,  
Pimpri, Pune 411018, India  
CIN: L24222PN1956PLC134746

## NOTICE

Notice is hereby given that the Sixty Second Annual General Meeting of the members of ELANTAS Beck India Ltd.(CIN: L24222PN1956PLC134746) will be held on Thursday, 10 May 2018, at 2.30 p.m. at Hall No.4, 'A' Wing, 5th Floor, MCCIA Trade Tower, ICC Complex, Senapati Bapat Road, Pune 411016, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended December 31, 2017 along with the Reports of the Directors and Auditors thereon.
2. To declare a dividend on equity shares for the year 2017.
3. To appoint Director in place of Mr. Martin Babilas (DIN: 00428631) who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, the appointment of Price Waterhouse, Chartered Accountants LLP, having Firm Registration No. 012754N/N500016, registered with ICAI for the Year 2018 be and is hereby ratified as the Statutory Auditors of the Company on such remuneration plus applicable tax, out of pocket expenses as may be agreed upon between the Board of Directors and the Auditors of the Company.”

### SPECIAL BUSINESS:

5. **Appointment of Mr. Milind Talathi (DIN 07321958) as Whole Time Director pursuant to Section 196, 197 and 198 of the Companies Act, 2013.**

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

“RESOLVED THAT Mr. Milind Talathi be and is hereby appointed as a Director of the Company.

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with the provisions of Schedule V of the Companies Act, 2013, Companies (Meetings of Board) Rules, 2014, other applicable provisions of the Articles of Association of the Company, Mr. Milind Talathi, Director, be and is hereby appointed as Whole Time Director of the Company for a period of Three years effective from 27th February 2018 to 26th February 2021 on such remuneration and terms & conditions as set out in the Explanatory Statement annexed to this Notice of this Meeting and upon terms, conditions and stipulations contained in the Agreement entered into between Mr. Milind Talathi and the Company.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as set out in the said agreement shall nevertheless be paid and allowed to Mr. Milind Talathi as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under section 197 read with Schedule V of the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

6. **Payment of remuneration to the Cost Auditors of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or amendments or re-enactments thereof for the time being in force), Dhananjay V Joshi & Associates, Cost Accountants, appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending on 31 December 2017, be paid a remuneration not exceeding ₹ 1,25,000 (Rupees One Lakh Twenty Five Thousand only) per annum plus applicable service tax and reimbursement of out of pocket expenses that may be incurred by them during the course of audit.

RESOLVED FURTHER THAT Mr. Shirish Dabir, Head Legal & Company Secretary be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

**7. Payment of remuneration by way of Commission to the Non- Executive, Independent Directors.**

To consider and if thought fit, to pass with or without modification, the following Resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 198 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the payment of commission of a sum not exceeding one percent of the annual net profits of the Company computed in accordance with the provisions of Section 197 read with Section 198 of the Act, in addition to sitting fees payable, to such Directors of the Company (other than Executive & Non Executive Non-Independent Directors) in such proportion and manner as may be directed by the Board of Directors, for a period of Five (5) years and such payment shall be made in respect of the profits of the Company for the financial years commencing from 1st January, 2018 to 31st December, 2022.”

By order of the Board of Directors

Place: Pune  
Date : 10.04.2018

Shirish Dabir  
Head Legal & Company Secretary

Regd. Office: 147, Mumbai-Pune Road, Pimpri,  
Pune 411018

**NOTES :**

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company.**

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at the registered office of the Company not less than 48 hours before the meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable, issued on behalf of the nominating organization.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the share capital of the Company carrying voting rights may appoint a single person as a proxy and such a proxy shall not act as a proxy for any other Member.

2. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (AGM) are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
3. 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.
4. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the venue of Meeting.
5. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission / transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialized form or to Link Intime India Pvt. Ltd. in case of holdings in physical form, mentioning their correct reference folio number.
6. Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios alongwith the share certificates to the Company's Registrar and Transfer Agent i.e. Link Intime India Pvt. Ltd. so as to enable the Company to consolidate their holdings into one folio.

## 7. Details of Directors seeking appointment/ re-appointment:

Particulars	Mr. Martin Babilas	Mr. Milind Talathi
Date of Birth	23 September 1971	27 May 1961
Appointed on	06 May 2014	27 February 2018
Qualifications	MBA, Diplom – Kaufmann	BE (Chemical)
Expertise in specific area	Accounting and Management expertise	Chemical Industry
Directorships held in other Public Limited Companies	Nil	Nil
Memberships/ Chairmanships of Committees other than ELANTAS Beck India Limited	Nil	Nil
Shareholding in the Company as on 31 December 2017	Nil	Nil

8. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business at item Nos. 5, 6 & 7 of the Notice is annexed.
9. The Register of Members and Share Transfer books of the Company will remain closed from Wednesday, 2 May 2018 to Thursday 10 May, 2018 (both days inclusive), for the purpose of payment of Dividend.
10. Pursuant to Section 123, 124 and 125 of the Companies Act, 2013, the Company will be transferring in June 2018, the unclaimed dividend and shares, if any for the financial year ended 31 December 2010 to the Investor's Education and Protection Fund of the Central Government. Shareholders who have not encashed the dividend warrants so far, for the financial year ended 31 December 2010 or any subsequent financial years are requested to make their claims addressed to: The Company Secretary, ELANTAS Beck India Ltd., 147, Mumbai-Pune Road, Pimpri, Pune 411018.

It may also be noted that once the unclaimed dividend and shares are transferred to the credit of the said Fund, as above, no claim shall lie in respect thereof with the Company.

## 11. Request to the Members:

- a. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to ensure that their requests reach the Company at least seven days before the date of the meeting, so as to enable the Company to keep the information ready. As a measure of economy, copies of the Annual Report will not be distributed at the AGM.
- b. Green Initiative: The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliances by Companies through electronic mode. Keeping in view the underlying theme and the circulars issued by MCA, the Company has been sending all documents like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. to its Members in electronic form, to the e-mail address provided by them and made available to the Company by the Depositories.

If Members would like to support this Green Initiative and receive the above mentioned documents in electronic form, they are requested to send an email from their email ID to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) with the subject titled "Green Initiative – EBIL", requesting for receiving these documents in electronic form and mentioning therein their Folio No./ DP ID & Client ID as the case may be. Members are further requested to mark a copy of their e-mail to [Shirish.Dabir@altana.com](mailto:Shirish.Dabir@altana.com). The Company shall then send such documents in electronic form (in lieu of the physical form) to the submitted e-mail id. The Members may also subsequently update their email ID by a similar e-mail to the Company/ Link Intime India Pvt. Ltd., giving the requisite details.

- c. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), nominations, change of address, change of name, e-mail address, contact numbers etc. to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and its Registrar & Transfer Agents, Link Intime India Pvt. Ltd. to provide efficient and better services.

Members holding shares in physical form are requested to intimate such changes to Link Intime India Pvt. Ltd. at the following address:

**Link Intime India Pvt. Ltd.**

Block No. 202, 2nd Floor, Akshay Complex,  
Off Dhole Patil Road,  
Pune - 411001  
Tel: (020) 26160084/1629  
Telefax: (020) 26163503

- d. Members holding shares in physical form are requested to get the same dematerialized to eliminate all risks associated with physical shares. Members can contact the Company or Link Intime India Pvt. Ltd. for any assistance in this regard.
- e. As per the provisions of Section 72 of the Companies Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in demat form, the nomination form may be filed with the respective DP.

## 12. Voting Options:

- (1) E-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 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 resolutions set forth in this Notice.

The instructions for e-voting are as under:

### A. How do I vote electronically using NSDL e-Voting system?

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

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

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

#### Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. 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](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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 [prajot@prajottungarecs.com](mailto:prajot@prajottungarecs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to [atevoting@nsdl.co.in](mailto:atevoting@nsdl.co.in)

**B. In case of Members receiving physical copy of Notice**

1. In case a Member receives physical copy of the Notice of AGM:
  - (i) E-Voting Event Number (EVEN), User ID and Password is provided in the Ballot Form.
  - (ii) Please follow all steps above, to cast your vote by electronic means.
2. In case of voting by using Ballot Forms:
  - (i) The Company, in order to enable its Members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, has enclosed a Ballot Form along with this Notice.
  - (ii) A Member desiring to exercise voting by using Ballot Form, shall complete the enclosed Ballot Form with assent (FOR) or dissent (AGAINST) and send it at the Registered Office of the Company, in the postage pre-paid self-addressed envelope, addressed to the Scrutinizer, CS Prajot Tungare, Partner of Prajot Tungare and Associates, Pune, duly appointed by the Board of Directors of the Company. Ballot Forms deposited in person or sent by post /courier at the expense of the Member will also be accepted.
  - (iii) Please convey your assent in Column "FOR" and dissent in the column "AGAINST" by placing a tick (✓) mark in the appropriate column in the Ballot Form only. The assent/ dissent received in any other form/ manner will not be considered.

- (iv) Duly completed and signed Ballot Forms shall reach the Scrutinizer before the AGM date. Alternatively, the Ballot form can also be deposited in the box to be made available at the venue during the AGM. The Ballot Forms received after the AGM date shall be strictly treated as if the reply from the Member has not been received.
  - (v) Unsigned / incomplete Ballot Forms will be rejected. Scrutinizer's decision on validity of the Ballot Form shall be final.
  - (vi) A Member may request duplicate Ballot Form, if so required, by writing to the Company at its Registered Office or by sending an email on Shirish.Dabir@altana.com by mentioning their Folio No. / DP ID and Client ID. However, the duly filled in duplicate Ballot Form should reach the scrutinizer not later than the AGM date.
  - (vii) A Member can opt for only single mode of voting i.e. either through e-voting or by Ballot Form. If a Member casts votes by both modes then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- (3) Voting at AGM:** The Members who have not casted their vote either electronically or through Ballot Form, can exercise their voting rights through Ballot Paper at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue.

**Other Instructions:**

- (i) The e-voting period commences from Monday 7 May 2018 at 9.00 a.m. and ends on Wednesday 09 May 2018 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.
- (ii) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 2 May 2018.
- (iii) Mr. Prajot Tungare, (Membership No. FCS 5484), Partner of Prajot Tungare and Associates, Pune, has been appointed as the Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- (iv) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, 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 make, not later than three days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same and the Chairman or a person authorized by him shall declare the results of the voting forthwith.
- (v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.elantas.com/beck-india>, Notice Board of the Registered Office and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared by the Chairman and also communicated to BSE Limited.



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## Annexure to the Notice

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013.

### Item No. 5

The Board of Directors in its meeting held on 27 February 2018, appointed Mr. Milind Talathi as Additional Director in the capacity of Whole-time Director. Mr. Milind Talathi is currently heading Manufacturing functions of the Company.

On the basis of recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on 27 February 2018 has passed the resolution for the appointment of Mr. Talathi as Whole Time Director with effect from 27 February 2018 for the period of Three years pursuant to Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013. The appointment is subject to the approval of the Members in the ensuing Annual General Meeting.

Mr. Milind Talathi, Age 56 years, has done his graduation in Chemical Engineering from UDCT Mumbai.

He started his career with Rallis India (a Tata Group Company) & subsequently joined Century Enka Ltd (a Birla Group Company) where he rose to the position of Joint President (Operations). He later shifted to Gujarat Fluorochemicals Ltd. & was designated as COO, after which he joined ELANTAS Beck India Ltd. He has been the past Hon. President of Indian Institute of Chemical Engineers, Pune & is currently the Hon. Chairman of UDCT Alumni Association, Pune.

### Details of Remuneration of Mr. Milind Talathi as follows:

#### A. Salary:

Salary including Grade allowance not exceeding ₹ 60 lakh per annum, as may be decided by the Board of Directors from time to time.

#### B. Performance Salary:

Performance Salary not exceeding ₹ 35 lakh per annum, as may be decided by the Board of Directors from time to time.

#### C. Perquisites:

- a. Housing: Furnished / unfurnished accommodation or House Rent Allowance in lieu thereof.
- b. Other perquisites: Gas, electricity, water, furnishing, medical reimbursement, leave travel allowance (for self and family), club fees, medical insurance, other benefits and amenities as per the rules of the Company as applicable from time to time.

Monetary value of the above perquisites is restricted to ₹ 25 lakh per annum. Company's contribution to Provident Fund and Superannuation fund shall not be included in the computation of limits for remuneration or perquisites as aforesaid.

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of Leave at the end of the tenure shall not be included in the computation of limits of remuneration or perquisites as per the Rules of the Company.

Explanation: Perquisites shall be evaluated as per the Income Tax Rules, 1962 wherever applicable and in the absence of any such rule, perquisites shall be evaluated on the basis of actual cost thereof to the Company.

Use of car for official duties and telephone at residence (including payments of local and long distance official calls) will not be included in the computation of perquisites for the purpose of computing the ceiling.

The Board of Directors may, at its discretion pay to Mr. Milind Talathi lower remuneration than the maximum remuneration stipulated above and revise the remuneration from time to time, within the maximum limits stipulated above.

The Board therefore recommends passing of the resolution for your approval.

Except Mr. Milind Talathi, none of the other Directors and other Key Managerial Personnel or their respective relatives is concerned or interested financially or otherwise in this Resolution.

A copy of the Agreement entered in to between Mr. Milind Talathi and the Company is open to inspection by Members at the Registered Office of the Company between 10.00 a.m. to 1.00 p.m. on all days except Saturdays and Sundays and Public Holidays, upto and including the day of Annual General Meeting.

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## Annexure to the Notice

### Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of Dhananjay V Joshi & Associates, Cost Accountants, in its meeting held on 27 February 2018, to conduct the audit of the cost records of the Company for the financial year ending 31 December 2017. The Board also approved the remuneration of the Cost Auditors not exceeding ₹ 1.25 Lakh for the Financial Year 2017, subject to the approval of the Members in the ensuing Annual General Meeting.

In terms of the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be fixed by the Members of the Company. Accordingly, the Members are requested to fix the remuneration payable to the Cost Auditors as set out in the Resolution for the aforesaid services rendered by them.

The Board therefore recommends passing of the resolution for your approval

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

### Item No. 7

At the Annual General Meeting of the Company held on 29 April 2013, a Special Resolution authorizing payment of remuneration to Non-Wholetime Directors by way of commission, of an amount not exceeding one per cent of the net profits of the Company per Financial Year, was passed. The net profits are to be computed in the manner referred in the Section 198 of the Companies Act, 2013. The said resolution authorized payment of such commission in respect of a period upto Financial Year ending on 31 December 2017. In addition, the Non-Wholetime Directors are also entitled to remuneration by way of a fee for each meeting of the Board or a committee thereof, attended by them as per the Articles of Association of the Company read with Section 197 of the Companies Act, 2013.

The Board considers that it is desirable to continue the practice of payment of remuneration to the Non-Wholetime Directors by way of commission in the coming years also. Such payment is required to be authorized by a Special Resolution in terms of Articles of Association of the Company and Section 197 of the Companies Act, 2013. The Special Resolution is therefore being proposed to enable the Company to continue to pay commission to its Non-Wholetime Directors for a period upto Financial Year ending on 31 December 2022.

Mr. Ravindra Kulkarni, Mr. Suresh Talwar, Mr. Ranjal Shenoy and Ms. Kishori Udeshi are deemed to be concerned or interested in the Special Resolution.

Your Directors recommend the resolution for your approval.

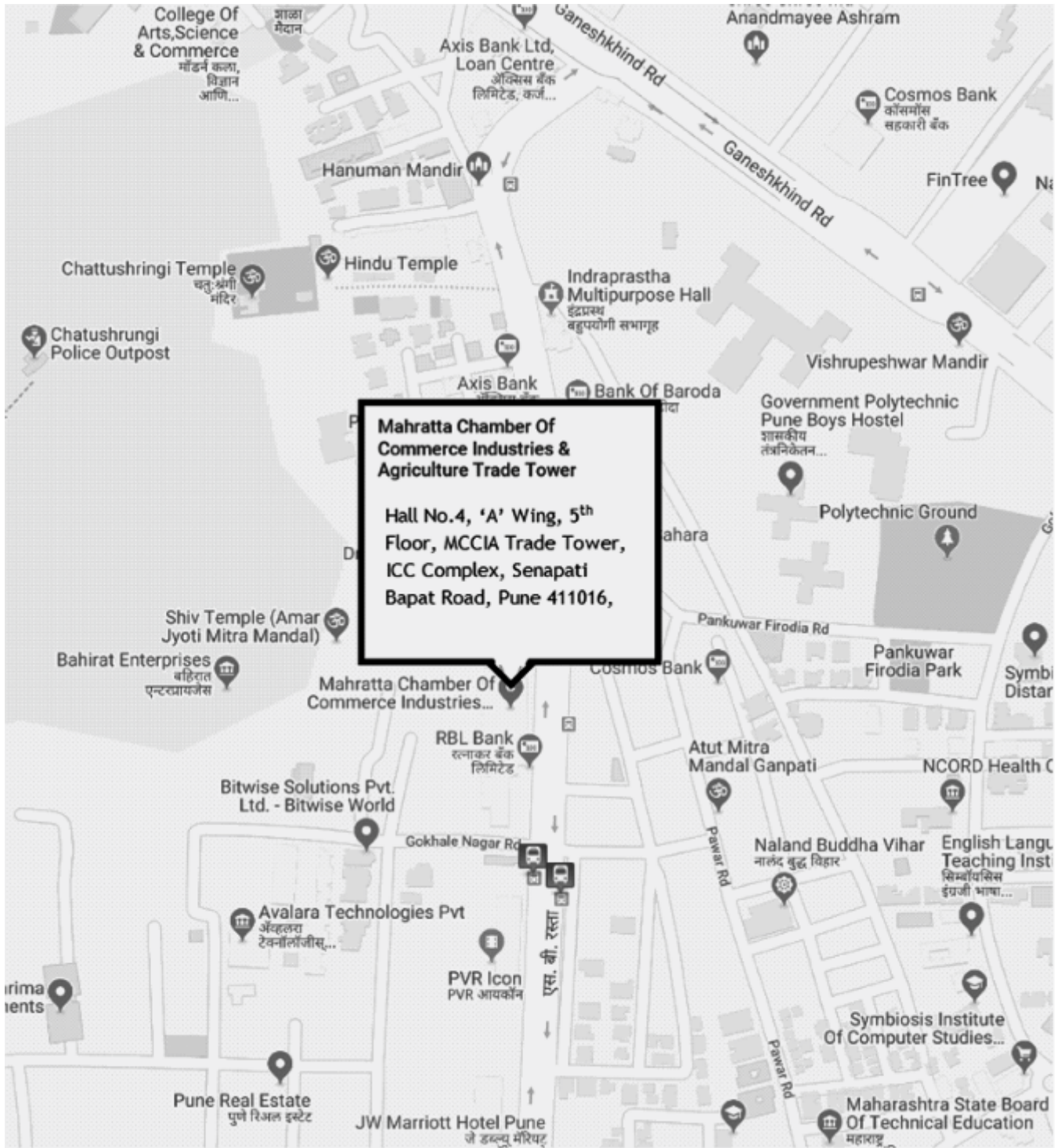
By order of the Board of Directors

Place: Pune  
Date : 10.04.2018

Shirish Dabir  
Head Legal & Company Secretary

Regd. Office: 147, Mumbai-Pune Road, Pimpri,  
Pune 411018

MAP SHOWING LOCATION OF THE VENUE OF THE SIXTY SECOND ANNUAL GENERAL MEETING OF ELANTAS BECK INDIA LIMITED



**ATTENDANCE SLIP**

Registered Office : 147, Mumbai-Pune Road, Pimpri, Pune 411018.

1. Please fill this Attendance slip and hand it over at the entrance of the meeting hall.
2. Only Members of the Company or their proxies will be allowed to attend the meeting.

I/We, hereby record my presence at the Sixty Second Annual General Meeting of the Company, being held at Hall No.4, 'A' Wing, 5th Floor, MCCA Trade Tower, ICC Complex, Senapati Bapat Road, Pune 411016 on Thursday, 10 May 2018 at 2.30 p.m.

Member's / Proxy's Signature : \_\_\_\_\_

Member's / Proxy's Full Name : \_\_\_\_\_  
(in block capitals)

Folio No. / DP-ID / Client ID : \_\_\_\_\_

No. of Shares : \_\_\_\_\_

**PROXY FORM**

Registered Office : 147, Mumbai-Pune Road, Pimpri, Pune 411018.

I / We \_\_\_\_\_

of \_\_\_\_\_

being a member of ELANTAS Beck India Ltd. hereby

appoint \_\_\_\_\_

of \_\_\_\_\_ or failing him / her \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_

as my / our proxy to vote for me / us on my / our behalf at the Sixty Second Annual General Meeting of the Company to be held on Thursday, 10 May 2018 at 2.30 p.m.

Signed this..... day of ..... 2018 Signature .....

Folio No. / DP-ID / Client ID : \_\_\_\_\_

