

# ELANTAS Beck India Limited

CIN: L24222PN1956PLC134746

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

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Website: <https://www.elantas.com/beck-india/>

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

**Notice** is hereby given, pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and Rule 22 the Companies (Management and Administration) Rules, 2014 ('the Rules'), The Secretarial Standard-2 on General Meetings (Secretarial Standard), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations) and other applicable laws, rules and regulations, if any, (including any statutory modification/ amendment thereto or re-enactment thereof for the time being in force) that the resolutions appended below are proposed to be passed by the Members through postal ballot /remote electronic voting (e-voting).

Pursuant to Section 102 of the Act, the Explanatory Statement pertaining to the Resolutions appended below, setting out the material facts concerning each resolution and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Prajot Tungare, (Mem. No. FCS5484), partner of Prajot Tungare & Associates, Practicing Company Secretaries, Pune as the Scrutinizer ('Scrutinizer') for conducting the postal ballot/ e-voting process in a fair and transparent manner.

Postal Ballot Form(s), if sent at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. E-voting will be blocked by NSDL at 5.00 p.m. (IST) on 1 January 2019. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorised by the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The said result will be announced within 48 hours of the closure of postal ballot.

The results of the voting along with the Scrutinizer's Report will be displayed for at least three days on the Notice Board of the Company at the Registered Office and also placed on the website of the Company.

## Resolutions

### Item No. 1

To consider and, if thought fit, to pass, as a **Special Resolution** the following:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent be and is hereby accorded for re-appointment of Mr. Suresh Talwar (DIN:00001456) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from 1 April 2019.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to Mr. Suresh Talwar, an Independent Director of the Company, who is above the age of 75 years, to hold office of an Independent Director under the current tenure of appointment which ends on 31 March, 2019 and proposed tenure of office, if approved by Members, till 31 March 2024."

### Item No. 2

To consider and, if thought fit, to pass, as a **Special Resolution** the following:

"RESOLVED THAT pursuant to the provisions of Sections 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent be and is hereby accorded for re-appointment of Mrs. Kishori Udeshi (DIN:01344073) as an Independent Director, not liable to retire by rotation, for a second term of five years from 6 May 2019.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to Mrs. Kishori Udeshi, an Independent Director of the Company, who is above the age of 75 years, to hold office of an Independent Director under the current tenure of appointment which ends on 5 May 2019 and proposed tenure of office if approved by Members, till 5 May 2024.”

### Item No. 3

To consider and, if thought fit, to pass, as a **Special Resolution**, the following:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent be and is hereby accorded for re-appointment of Mr. Ravindra Kulkarni (DIN : 00059367) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from 1 April 2019.”

### Item No. 4

To consider and, if thought fit, to pass, as a **Special Resolution** the following:

“RESOLVED THAT pursuant to the provisions of Sections 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent be and is hereby accorded for re-appointment of Mr. Ranjal L. Shenoy (DIN 00074761) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from 1 April 2019.”

By Order of the Board of Directors  
For **ELANTAS Beck India Limited**

**Abhijit Tikekar**  
**Head Legal & Company Secretary**

Date: 31 October 2018  
Place: Pune

### NOTES:

1. **The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, read with the Rules made thereunder, setting out material facts in respect of the proposed Special Resolutions as set out in the Notice, is annexed hereto.**
2. In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies ( Management and Administration ) Rules, 2014, the Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 16 November 2018. The said members will only be considered eligible for the purposes of voting. A person who is not a member as on 16 November 2018 should treat this notice for information purposes only. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's registrar and share transfer agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. The date of completion of dispatch of Notices / e-mails will be announced through advertisement in Newspapers.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. In Compliance with the provisions of Sections 108 and 110 of the Companies Act read with the Rules framed thereunder, Secretarial Standard-2 and Regulation 44 of the Listing Regulations (including any statutory modification or re-enactment thereof for the time being in force) the Company has also provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid. Also, Member cannot exercise his vote by proxy on postal ballot.

7. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to [corp.secretarial@altanta.com](mailto:corp.secretarial@altanta.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The registrar and transfer agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
8. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (√) in the appropriate column. Postal Ballot Form bearing (√) mark in the both column will render the form invalid. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
9. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope not later than 1 January 2019. Postage will be borne and paid by the Company. If the ballots are received thereafter they shall be deemed to have been not received.
10. The Scrutinizer will submit his report to the Chairman or to any person authorized by him. The result of postal ballot shall be declared on or before Thursday, 3 January 2019 at the Company's registered office and also communicated to the Bombay Stock Exchange (BSE) where the shares of the Company are listed and will also be displayed on the Company's website i.e. <https://www.elantas.com/beck-india/about-us.html>, Notice Board of the Company at its Registered Office and on the website of NSDL.
11. The last date for receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. All the material documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot/ E-voting i.e. Tuesday, 1 January 2019.
13. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, the 16 November 2018 (the cut-off date).
14. The postal ballot (inclusive of e-voting) period commences on 3 December 2018 (9:00 p.m. IST) and ends on 1 January 2019 (5:00 p.m. IST).
15. A copy of this Postal Ballot Notice along with the Postal Ballot Form have been placed on the website of the Company at <https://www.elantas.com/beck-india/about-us.html>, and will remain on the website until the last date of receipt of Postal Ballot from the Members.

**16. Details of Directors seeking re-appointment ;**

Particulars	Mr. Suresh Talwar	Mrs. Kishori Udeshi	Mr. Ravindra Kulkarni	Mr. R. L. Shenoy
Date of birth	21 November 1937	13 October 1943	23 May 1945	16 January 1948
Date of first appointment on the Board	5 July 2004	6 May 2014	27 September 1990	28 October 2013
Qualifications	B.Com. L.L.B., University of Mumbai, Advocates & Solicitors	M.A. (Economics)	B.Sc., L.L.M., Solicitor, University of Mumbai.	B.Com LL.M., ACA, ACS, ACMA, C.A.-I.I.B.
Expertise in specific area	Corporate Law, Mergers & Acquisitions, Cross-border transactions in Capital Markets, Securities Law, Restructuring, Foreign Collaboration	First woman Deputy Governor of the Reserve Bank of India	Corporate law, Mergers & Acquisitions, Cross-border transactions in Capital Markets, Securities Law, Restructuring, Foreign Collaboration	Corporate Laws, Banking, Finance & Taxation
Directorships held in other Companies	1. Merck Limited 2. Sonata Software Limited 3. Syngene International Limited 4. Johnson & Johnson Private Limited 5. Samson Maritime Limited 6. Cowgule and Company Private Limited 7. Sidham Finance & Investments Private Limited 8. True North Fund Trusteeship Private Limited 9. Swiss Re Global Business Solutions India Private Limited 10. True North Trusteeship Private Limited 11. Rediffusion Brand Solutions Private Limited 12. Aditya Birla Sun Life Trustee Private Limited 13. True North Fund Trusteeship Entity Private Limited	1. Haldyn Glass Limited 2. ION Exchange (India) Limited 3. Sriram Transport Finance Co. Limited 4. Thomas Cook ( India) Limited. 5. Kalyan Jewellers India Limited 6. Shriram Automall India Limited 7. SOTC Travel Limited 8. HSBC Asset Management (India) Private Limited	1. Chowgule Steamships Limited 2. Entertainment Network (India) Limited 3. Tech Mahindra Limited 4. Mahindra & Mahindra Limited 5. New Democratic Electoral Trust 6. Khaitan Consultants Limited 7. Landmark Education India	1. Alkem Laboratories Limited 2. Sunshield Chemicals Limited 3. Enzene Biosciences Limited
Membership / Chairmanship of Committees of Other Companies	1. Sonata Software Limited – member (Audit Committee) 2. Syngene International Limited – member (Audit Committee)	1. Haldyn Glass Limited- member (Audit Committee) 2. Haldyn Glass Limited- member (Corporate Social Responsibility Committee)	1. Mahindra & Mahindra Limited – Member ( Audit Committee) 2. Entertainment Network (India) Limited – Member ( Audit Committee) 3. Entertainment Network	1. Sunshield Chemicals Limited – Member ( Audit Committee) 2. Alkem Laboratories Limited- Chairman ( Audit Committee) 3. Alkem Laboratories Limited- Chairman

	3. Syngene International Limited – Chairman ( Stakeholders Relationship Committee) 4. Merck Limited- Chairman (Audit Committee) 5. Aditya Birla Sun Life Trustee Private Limited member( Audit Committee) 6. Merck Limited- Member (Nomination and Remuneration Committee) 7. Sonata Software Limited – Chairman (Nomination and Remuneration Committee) 8. Samson Maritime Limited – member (Nomination and Remuneration Committee) 9. Syngene International Limited – member (Nomination and Remuneration Committee) 10. Syngene International Limited – member (Corporate Social Responsibility Committee) 11. Sonata Software Limited – member (Corporate Social Responsibility Committee)	3. Haldyn Glass Limited- member (Nomination and Remuneration Committee) 4. ION Exchange (India) Limited – Member ( Stakeholders Relationship Committee) 5. ION Exchange (India) Limited – Member (Corporate Social Responsibility Committee) 6. Sriram Transport Finance Co. Limited - Member ( Audit Committee) 7. Sriram Transport Finance Co. Limited - Member (Corporate Social Responsibility Committee) 8. Thomas Cook (India) Limited - Member ( Audit Committee) 9. Thomas Cook (India) Limited – Chairperson (Corporate Social Responsibility Committee) 10. Thomas Cook (India) Limited – Chairperson (Nomination and Remuneration Committee) 11. Shriram Automall India Limited – Member (Corporate Social Responsibility Committee) 12. Shriram Automall India Limited – Chairperson (Audit Committee) 13. SOTC Travel Limited – Member (Audit Committee) 14. HSBC Asset Management (India) Private Limited – Chairperson (Corporate Social Responsibility Committee)	(India) Limited – Member (Stakeholders Relationship Committee) 4. Chowgule Steamships Limited– Member (Stakeholders Relationship Committee) 5. Chowgule Steamships Limited– Member ( Audit Committee) 6. Mahindra & Mahindra Limited – Chairman (Stakeholders Relationship Committee) 7. Tech Mahindra Limited - Member (Stakeholders Relationship Committee) 8. Mahindra & Mahindra Limited – Member (Governance, Remuneration and Nomination Committee) 9. Mahindra & Mahindra Limited – Member (Corporate Social Responsibility Committee) 10. Mahindra & Mahindra Limited – Member (Risk Management Committee) 11. Mahindra & Mahindra Limited – Member (Loans and Investment Committee) 12. Tech Mahindra Limited - Chairman (Nomination and Remuneration Committee) 13. Tech Mahindra Limited - Member (Investment Committee) 14. Entertainment Network (India) Limited – Member (Nomination and Remuneration Committee) 15. Entertainment Network (India) Limited – Member (Corporate Social Responsibility Committee) 16. Entertainment Network (India) Limited – Member (M&A Committee) 17. Chowgule Steamships Limited– Member ( Nomination and Remuneration Committee)	( Stakeholder Relationship Committee) 4. Enzene Biosciences Limited – Member (Audit Committee)
Shareholding in the Company as on 31 October 2018	NIL	NIL	NIL	NIL
No. of Board Meetings attended	4	4	4	4
Remuneration Last drawn (sitting Fees & Commission)	Rs. 8,60,000/-	Rs.6,50,000/-	Rs. 8,60,000/-	Rs.8,83,500/-
Terms & Conditions of Re-appointment	As per the resolution at item no. 1 of the Postal Ballot Notice dated 31 October 2018 read with explanatory statement thereto.	As per the resolution at item no. 2 of the Postal Ballot Notice dated 31 October 2018 read with explanatory statement thereto.	As per the resolution at item no. 3 of the Postal Ballot Notice dated 31 October 2018 read with explanatory statement thereto.	As per the resolution at item no. 4 of the Postal Ballot Notice dated 31 October 2018 read with explanatory statement thereto.
Remuneration Proposed to be paid	As may be decided by the Board.	As may be decided by the Board.	As may be decided by the Board.	As may be decided by the Board.
Relationship with Other Directors, & KMP	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel

### Voting through electronic means

In compliance with Regulation 44, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules and Secretarial Standard-2, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members.

The instructions for e-voting are as follows:

Step 1: Log in to NSDL's e-voting system at <http://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL's e-voting system.

#### Step 1

#### How to log in to the NSDL e-voting website

1. Visit the e-voting website of NSDL i. e. <https://www.evoting.nsdl.com> by opening your web browser and typing the following URL either on a desktop computer / laptop or on a mobile.

2. Once the homepage of the e-voting system is launched, click on the icon, 'Login', available under 'Shareholders'.
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 log-in details. Once you log in to NSDL e-services using your log-in credentials, click on 'e-Voting' and proceed to Step 2, i.e., cast your vote electronically.

4. Your User ID details are given below:

<b>Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical</b>	<b>User ID</b>
a) For members who hold shares in demat accounts 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, followed by Folio Number registered with the company. For example, if your EVEN is 101456, and Folio Number is 001***, then your 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 log in and cast your vote.
- b) If you are using the NSDL e-voting system for the first time, you will need to use the 'initial password' which was communicated to you. You need to enter the 'initial password', and change your password, as prompted by the system. Communication of 'initial 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 by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the file. The password to open the file is your 8-digit client ID for your NSDL account, or the last 8 digits of your CDSL client ID, 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 have not received the 'initial password', or are unable to retrieve it, 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, agree to the terms and conditions by checking the box.

8. Next, click on the 'Login' button.

9. After you click on the 'Login' button, the homepage of e-voting will open.

## **Step 2**

### **How to cast your vote electronically on the NSDL e-voting system?**

1. After successfully logging in following Step 1, you will be able to see the e-voting homepage. Click on 'e-Voting'. Then, click on 'Active Voting Cycles'.
2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.

3. Select the 'EVEN' of the 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'. Also click on '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. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

#### **General guidelines for members**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a 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 that you do 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 the '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 to the Frequently Asked Questions (FAQs) for members and the e-voting user manual for shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com), or call on the toll-free no.: 1800-222-990, or send a request at [evoting@nsdl.co.in](mailto: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: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone no. +91 22 2499 4545, who will also address grievances connected with voting by electronic means.
4. The e-voting period commences on 3 December 2018 (9:00 a.m. IST) and ends on 1 January 2019 (5.00 p.m. IST). During this period, members of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. 16 November 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter i.e., after 1 January 2019. A member will not be allowed to vote again on any resolution on which a vote has already been cast.
5. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the relevant date i.e. 16 November 2018.

## **THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

Mr. Suresh Talwar was appointed as an Independent Director pursuant to the provisions of Section 149 of the Companies Act, 2013 with effect from 1 April 2014 for a term of five years which will end on 31 March 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 31 October, 2018, on the recommendation, of the Nomination & Remuneration Committee and on the basis of report of the performance evaluation, recommended for the approval of the Members, the re-appointment of Mr. Suresh Talwar as an Independent Director of the Company with effect from 1 April 2019, for a second term of 5 years in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), or any amendment thereto or modification thereof.

The Board is of the view that considering the background, experience, immense guidance and contributions made by him during his tenure, the continued association of Mr. Suresh Talwar will benefit the Company.

Declaration has been received from Mr. Suresh Talwar that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations.

The Board confirms that Mr. Suresh Talwar fulfills the conditions for reappointment as an Independent Director as specified in the Companies Act, 2013 and rules framed thereunder and also the Listing Regulations and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Suresh Talwar, in terms of Section 149 of the Act.

Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. Mr. Suresh Talwar is above the age of 75 years.

Additional information in respect of Mr. Suresh Talwar, pursuant to the Listing Regulations and the Secretarial Standard, is appearing in the notes to the Postal Ballot Notice.

Mr. Suresh Talwar and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends the Special Resolution set out under item no. 1 for approval of the Members.

Copy of the letter of re-appointment of Mr. Suresh Talwar, setting out the terms and conditions of re-appointment as Independent Director is available for inspection during office hours on any working day at the registered office of the Company till 1 January 2019.

### **Item No. 2**

Mrs. Kishori Udeshi was appointed as an Independent Director pursuant to the provisions of Section 149 of the Companies Act, 2013 with effect from 6 May 2014 for a term of five years which concludes on 5 May 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 31 October, 2018, on the recommendation of the Nomination & Remuneration Committee and on the basis of report of the performance evaluation, recommended for the approval of the Members, the re-appointment of Mrs. Kishori Udeshi as an Independent Director of the Company with effect from 6 May 2019, for a second term of 5 years in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), or any amendment thereto or modification thereof.

The Board is of the view that considering the background, experience, immense guidance and contributions made by her during her tenure, the continued association of Mrs. Kishori Udeshi will benefit the Company.

Declaration has been received from Mrs. Kishori Udeshi that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations.

The Board, confirms that Mrs. Kishori Udeshi fulfills the conditions for reappointment as an independent director as specified in the Companies Act, 2013 and rules framed thereunder and also the Listing Regulations and that she is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mrs. Kishori Udeshi, in terms of Section 149 of the Act.

Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. Mrs. Kishori Udeshi is above the age of 75 years.

Additional information in respect of Mrs. Kishori Udeshi, pursuant to the Listing Regulations and the Secretarial Standard, is appearing in the notes to the Postal Ballot Notice.

Mrs. Kishori Udeshi and her relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends the Special Resolution set out under item no.2 for approval of the Members.

Copy of the letter of re-appointment of Mrs.Kishori Udeshi, setting out the terms and conditions of re-appointment as Independent Director is available for inspection during office hours on any working day at the registered office of the Company till 1 January 2019.

#### **Items No. 3 & 4**

Mr. Ravindra Kulkarni and Mr. Ranjal L. Shenoy were appointed as Independent Directors pursuant to the provisions of Section 149 of the Companies Act, 2013 with effect from 1 April 2014 for a term of five years which will end on 31 March 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 31 October, 2018, on the recommendation of the Nomination & Remuneration Committee and on the basis of report of the performance evaluation, recommended for the approval of the Members, the re-appointment of Mr. Ravindra Kulkarni and Mr. Ranjal L. Shenoy as Independent Directors of the Company w.e.f. 1 April 2019, for a second term of 5 years in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), or any amendment thereto or modification thereof.

The Board is of the view that considering the background, experience, immense guidance and contributions made by both Mr. Ravindra Kulkarni and Mr. Ranjal L. Shenoy during their tenure, the continued association of Mr. Ravindra Kulkarni and Mr. Ranjal L. Shenoy will benefit the Company.

Mr. Ravindra Kulkarni and Mr. Ranjal L. Shenoy have given the declaration that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations.

The Board confirms that Mr. Ravindra Kulkarni and Mr. Ranjal L. Shenoy fulfil the conditions for reappointment as Independent Directors as specified in the Companies Act, 2013 and rules framed thereunder and also the Listing Regulations and that they are independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Ravindra Kulkarni and Mr. Ranjal L Shenoy in terms of Section 149 of the Act.

Additional information in respect of Mr. Ravindra Kulkarni and Mr. Ranjal L Shenoy pursuant to the Listing Regulations and the Secretarial Standard, is appearing in the notes to the Postal Ballot Notice.

Mr. Ravindra Kulkarni, Mr. Ranjal L Shenoy and their relatives respectively are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends the Special Resolution set out under items no.3 & 4 for approval of the Members.

Copies of the letters of re-appointment of Mr.Ravindra Kulkarni and Mr. Ranjal L. Shenoy, setting out the terms and conditions of reappointment are available for inspection during office hours on any working day at the registered office of the Company till 1 January 2019.

By Order of the Board of Directors  
For **ELANTAS Beck India Limited**

**Abhijit Tikekar**  
**Head Legal & Company Secretary**

Date: 31 October 2018  
Place: Pune