



NOTICE

Notice is hereby given that the Forty-Sixth Annual General Meeting of the members of COASTAL ROADWAYS LIMITED will be held on Tuesday, the **5TH DAY OF AUGUST, 2014 at 11:00 A.M.** at the Calcutta Chamber of Commerce, Stephen Court, 18H Park Street, Kolkata - 700 071 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2014, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri Ashok Kumar Todi (DIN 00309721), who retires by rotation at this Annual General Meeting, and being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Sri Sushil Kumar Todi (DIN 00309839), who retires by rotation at this Annual General Meeting, and being eligible has offered himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act 2013 read with Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Agarwal Maheswari & Co., Chartered Accountants (Firm Registration Number – 314030E) be and are hereby re-appointed as the Auditors of the Company, for a term of maximum three consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of 49th Annual General Meeting to be held in the calendar year 2017 (subject to ratification by the members at 47th and 48th Annual General Meetings, respectively) and that the Board of Directors be and is hereby authorized to fix their remuneration as may be recommended by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS:

5. **To re-appoint Sri Kanhaiya Kumar Todi (DIN: 00112633) as Managing Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri Kanhaiya Kumar Todi (DIN: 00112633) as ‘Managing Director’, (liable to retire by rotation)



designated as 'Managing Director & Chief Executive Officer (CEO)' of the Company, for a period of 3 (three) years, from the conclusion of this Annual General Meeting, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Kanhaiya Kumar Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **To re-appoint Sri Udit Todi (DIN: 00268484) as Whole-time Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri Udit Todi (DIN: 00268484) as Whole-time Director (liable to retire by rotation) designated as 'Whole Time Director & Chief Financial Officer (CFO)' of the Company, for a period of 3 (three) years, from the conclusion of this Annual General Meeting, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Udit Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **To re-appoint Sri Sushil Kumar Todi (DIN 00309839) as Whole-time Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri



Sushil Kumar Todi (DIN 00309839) as Whole-time Director (liable to retire by rotation) of the Company, for a period of 3 (three) years, from the conclusion of this Annual General Meeting, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Sushil Kumar Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. **To re-appoint Sri Ashok Kumar Todi (DIN 00309721) as Whole-time Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and remuneration of Sri Ashok Kumar Todi (DIN 00309721) as Whole-time Director (liable to retire by rotation) of the Company, for a period of 3 (three) years from the conclusion of this Annual General Meeting, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Ashok Kumar Todi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. **To appoint Sri Om Prakash Kanoria (DIN: 00675485) as an Independent Director and in this regard 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, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the



Listing Agreement, Sri Om Prakash Kanoria (DIN: 00675485) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company from the conclusion of this Annual General Meeting, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company to be held in the calendar year 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. **To appoint Sri Benigopal Daga (DIN: 00307973) as an Independent Director and in this regard 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, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri Benigopal Daga (DIN: 00307973) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company from the conclusion of this Annual General Meeting, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company to be held in the calendar year 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. **To appoint Sri Dipak Dey (DIN: 01141084) as an Independent Director and in this regard 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, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri Dipak Dey (DIN: 01141084) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company from the conclusion of this Annual General Meeting, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company to be held in the calendar year 2019.



RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

12. **To adopt new Articles of Association of the Company containing regulations in conformity with Companies Act, 2013 and in this regard 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 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby adopted in substitution, and to the entire exclusion, of regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office :
4 Black Burn Lane,
Kolkata – 700 012
CIN : L63090WB1968PLC027373
The 22nd day of May 2014

By Order of the Board
Raja Saraogi
President
For COASTAL ROADWAYS LIMITED

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors seeking appointment / re-appointment at the Meeting along with details of their other Directorships and shareholding in the Company pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges are provided as an annexure to this Notice.



4. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23rd June, 2014 to Thursday, 26th June, 2014 (both days inclusive).
6. Shareholders who have not yet encashed their dividend warrant(s) relating to the financial year 2007-2008 to 2011-2012 are therefore, advised to approach the Company for the payment thereof as the same will be transferred to the 'Investor Education and Protection Fund' of the Central Government from time to time, pursuant to Section 205A(5) and 205C of the Companies Act, 1956.
7. The Ordinary Shares of the Company are listed Bombay Stock Exchange Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges for the year 2014-2015.
8. Members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number, etc. to the Company's Registrar & Share Transfer Agent, M/s S K Infosolutions Pvt Ltd, 34/1A Sudhir Chatterjee Street, Kolkata – 700 006. Members holding shares in dematerialized form are requested to furnish this information to their respective depository participants for updation of the records.
9. Members who hold shares in physical Form in multiple folios in identical name or joint holding in the same order of names are requested to send the share certificates to its RTA for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
10. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request may be made to the Company or its RTA for the Nomination Form.
11. The SEBI has vide Circular no. MRD/DoP/Cir-05/2009 dated May 20, 2009 mandated the submission of PAN by every participant in the security market. Members holding shares in electronic Form /physical Form are therefore, requested to submit their PAN to the Company or its RTA.
12. The Securities and Exchange Board of India (SEBI) has made it mandatory for all the Companies to use bank details furnished by the Investors for distributing Dividends or other cash benefits through National Electronic Clearing Services (NECS). In the absence of NECS facility, Companies are required to print the bank details on the payment instrument for distribution of dividend. Members holding shares in physical mode are requested to provide their bank details to the RTA in the NECS Mandate form. Whereas, members holding shares in demat mode are requested to record the same with their respective Depository Participant(s).



13. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so.
14. All the documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days including the date of the Annual General Meeting of the Company.
15. Members desiring any information about accounts or otherwise, are requested to write to the Company, at least 10 days in advance of the Annual General Meeting, to facilitate compilation thereof.
16. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Clause 35B of the Listing Agreement, the Company is providing the facility to Members to exercise their rights to vote by electronic means. The members who are desirous of voting through electronic mode may refer to the detailed procedure on e-voting given in a separate sheet.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013:

Item Nos. 5 to 8

The Board of Directors of the Company is of the view that in the context of various new requirements as prescribed by Companies Act, 2013 and relevant rules framed thereunder, it would be appropriate that the present terms of the existing whole time directors including Managing Director be concluded at the ensuing Annual General Meeting and that they may be re-appointed by the members at the said Annual General Meeting in accordance with the new provisions of the law. The concerned directors i.e. Sri Kanhaiya Kumar Todi, Sri Udit Todi, Sri Sushil Kumar Todi & Sri Ashok Kumar Todi have consented for the same.

The aforesaid Directors are proposed to be re-appointed for a period of 3 years and their remuneration is also proposed for the same period and they shall all be liable to retire by rotation and their respective designations have been set out in the resolutions proposed at item no. 5 to 8 of notice.

The broad terms and conditions of the re-appointment of and remuneration payable to Sri Kanhaiya Kumar Todi, Sri Udit Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi are as under:

1. DUTIES AND RESPONSIBILITIES:

Sri Kanhaiya Kumar Todi, Sri Udit Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi shall subject to the provisions of the Companies Act, 2013 and overall superintendence and



control of the Board of Directors of the Company perform such duties and exercise such powers as has been or may from time to time be entrusted to or conferred on them by the Board of Directors of the Company.

2. REMUNERATION:

Basic Salary (per month)

Name	Amount
1. Sri Kanhaiya Kumar Todi	₹ 125000/-
2. Sri Udit Todi	₹ 100000/-
3. Sri Sushil Kumar Todi	₹ 100000/-
4. Sri Ashok Kumar Todi	₹ 100000/-

Subject to such increments as the Board may determine.

Others

1. Housing : The Directors who use the accommodation provided by the company shall pay fair rent of the same to the company as may be determined by the Board.
2. Company's contribution to Provident Fund as per Rules of the company.
3. Use of car, telephone and other necessary appliances as may be required for company's business.
4. Reimbursement of expenses incurred in relation to the business of the company.

3. MINIMUM REMUNERATION:

In the event of absence or inadequacy of profits during their period of service, they shall be entitled to the same Salary and Perquisites as stated hereinabove.

A Statement containing the information, as required under Schedule V Part II of Companies Act, 2013 is as follows:-



I. General Information	Sri Kanhaiya Kumar Todi	Sri Udit Todi	Sri Sushil Kumar Todi	Sri Ashok Kumar Todi
(1) Nature of Industry	Road Transport			
(2) Date or expected date of commencement of commercial production	24th September 1968			
(3) In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
(4) Financial Performance based on given indicators	Profit after tax for last 3 financial years : (a) 2013-14 : Loss ₹ 210 lacs (b) 2012-13 : Profit ₹ 17 lacs (c) 2011-12 Profit ₹ 99 lacs .			
(5) Foreign Investments or collaborations if any	Not applicable			
II. Information about the appointee				
(1) Background details	Serving the company since 1974	Serving the company since 2008	Serving the company since 1995	Serving the company since 1994
(2) Past Remuneration	₹ 125000/- pm	₹ 100000/- pm	₹ 100000/- pm	₹ 100000/- pm
(3) Recognition or awards	--	--	--	--
(4) Job Profile and his suitability	MD & CEO, 40 years of experience in the industry	Whole time director & CFO, dynamic management professional with 6 years of experience	Whole time director, over 30 years of experience in the industry	Whole time director, over 30 years of experience in the industry
(5) Remuneration proposed	₹ 125000/- pm	₹ 100000/- pm	₹ 100000/- pm	₹ 100000/- pm
(6) Comparative remuneration profile with respect to industry, size of company, profile of the position and person	Commensurate with industry standards			
(7) Pecuniary Relations directly or indirectly with the company, or relationship with managerial personnel, if any	Remuneration as stated above, Managing Director, KMP & Promoter	Remuneration as stated above, Whole Time Director, KMP & Promoter	Remuneration as stated above, Whole Time Director & Promoters' relative	Remuneration as stated above, Whole Time Director & Promoters' relative
III. Other Information				
(1) Reasons of Loss or inadequate profits	Weak Industrial Demand- Over Supply of Vehicles resulted in reduced Freight Rates that too in inflationary environment where all input costs increased substantially resulted into operational losses			
(2) Steps taken or proposed to be taken for improvement	Efforts are being taken to reduce costs & improve operating margins. With past track record of the company and the anticipated political stability and thrust to infrastructure development is expected to revive road transport business and enhance business volumes			
(3) Expected increase in productivity and profits in measurable terms	Though the turnover in the current period has remain almost same it is expected that with revival in mining & infra sectors the business volumes will increase substantially and the company's operations will become profitable in years to come			

The Board of Directors is of the opinion that the above remuneration being paid / payable to them is commensurate with the duties and responsibilities and is well within the limits specified in Schedule V of the Companies Act, 2013.



The above may be treated as written memorandum setting out the terms of re-appointment of Sri Kanhaiya Kumar Todi, Sri Udit Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi under Section 190 of the Act. The Board considers that their association will be beneficial to and in the interest of the Company.

Brief resume of Sri Kanhaiya Kumar Todi, Sri Udit Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in Annexure to this Notice.

Save and except Sri Kanhaiya Kumar Todi, Sri Udit Todi, Sri Sushil Kumar Todi and Sri Ashok Kumar Todi and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolutions set out at item no.5 to 8 of the Notice.

Your consent by way of special resolutions as proposed is required under Section 196 of the Companies Act, 2013 read with Schedule V thereto.

All the documents are open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days including the date of the Annual General Meeting of the Company.

The Board recommends the Special resolutions set out at Item No. 5 to 8 of the Notice for approval by the Members.

Item Nos. 9 to 11

Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey are Independent Director and have held the position as such in the Board of the Company for more than 5 years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement *inter alia* stipulating the conditions for the appointment of Independent Directors by listed Companies.

Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014, provides for appointment of Independent Directors.

It is proposed to appoint Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 51st Annual General Meeting of the Company to be held in the calendar year 2019.

Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members' alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey for the office of Directors of the Company.

The Company has also received declaration from Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey that they meet with the criteria of independence as prescribed both under of Section 149(6) of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey are independent of the management.

Brief resume of Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in Annexure to this Notice.

Copy of the draft letters for respective appointments of Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey are interested in the resolutions set out respectively at item Nos. 9 to 11 of the Notice with regard to their respective appointments.

The relatives of Sri Om Prakash Kanoria, Sri Beni Gopal Daga and Sri Dipak Dey may be deemed to be interested in the resolutions set out respectively at Item Nos. 9 to 11 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested financially or otherwise, in these resolutions.

All the documents are open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days including the date of the Annual General Meeting of the Company.

The Board recommends the Special Resolution as set out in Item nos. 9 to 11 of the Notice for approval by the Members.

Item No. 12

The Articles of Association (hereinafter referred to as "AoA") are based on the Companies Act, 1956 and several regulations in the AoA contain references to the specific sections of Companies Act, 1956 and some regulations in existing AoA may not be in conformity with the Companies Act, 2013. (hereinafter referred to as "new Act"). Substantive sections of the new Act which deal with the general working of companies stand notified. With the coming into force of the new Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position it is expedient to wholly replace the existing AoA by a new set of Articles.



The new AoA to be substituted in place of existing AoA are based on the Table F of the new Act which sets out the model articles of association for a company limited by shares.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, the Special Resolution set out at Item no. 12 of the Notice.

The Board recommends the Special Resolution as set out in Item no. 12 of the Notice for approval by the Members.

Annexure

Particulars of Directors proposed to be re-appointed at the 46th Annual General Meeting of the Company to be held on Tuesday, the 5th day of August, 2014 at 11-00 A.M.

1. Sri Kanhaiya Kumar Todi

Sri Kanhaiya Kumar Todi, aged about 62 years is a well known industrialist having knowledge, experience and expertise on areas relating to road transportation, financial management, human resource development. He had joined the company as Director in 1974 and has been very instrumental in growth of the company over last 4 decades. He holds 330825 shares of the company in his name as on 31st March 2014.

Sri Kanhaiya Kumar Todi is also Director in the several other companies viz. Todi Projects Pvt. Ltd, Shikha Leasing & Finance Pvt Ltd, Snuk Housing & Holdings Pvt Ltd., Coastal Properties Pvt Ltd., Coastal Industrial Finance Ltd., Alps Housing & Holdings Ltd., Todi Investments Ltd., MM Udyog Ltd., Todi Services Ltd., Coastal Agro-Tech India Pvt Ltd., Udit Properties Pvt. Ltd., Todi Sons Ltd., Snuk Properties Pvt. Ltd., Syscon Logistic Services Pvt. Ltd., Satyam Merchandise Pvt. Ltd., Satabadi Agency Pvt. Ltd., Annupurna Tie-up Pvt Ltd., and Coastal Trans Logistic Pvt Ltd. He is not a member of any committee in any other company.

2. Sri Udit Todi

Sri Udit Todi, aged about 29 years has done his Masters in Finance & Investments from The University of Nottingham, UK. He has knowledge, experience and expertise on areas relating to business and financial management. He holds 144600 shares of the company in his name as on 31st March 2014.

Sri Udit Todi is also Director in the several other companies viz. Todi Projects Pvt. Ltd, Shikha Leasing & Finance Pvt Ltd, Coastal Properties Pvt Ltd., Continental Road Carriers Pvt. Ltd, CRL Supply Chain Solution Pvt. Ltd., Alps Housing & Holdings Ltd., MM Udyog Ltd., Todi Services Ltd., Coastal Agro-Tech India Pvt Ltd., Udit Properties Pvt. Ltd., Todi Sons Ltd., Snuk Properties Pvt. Ltd., Syscon Logistic Services Pvt. Ltd., Satyam Merchandise Pvt. Ltd., Satabadi Agency Pvt. Ltd., Annupurna Tie-up Pvt Ltd., and Coastal Trans Logistic Pvt Ltd. He is not a member of any committee in any other company.



3. Sri Sushil Kumar Todi

Sri Sushil Kumar Todi, aged about 57 years is a well known industrialist having knowledge, experience and expertise on areas relating to road transport, financial management, business administration, express logistic. He does not hold any shares of the company in his name as on 31st March 2014.

Sri Sushil Kumar Todi is also Director in the several other companies viz. Todi Projects Pvt. Ltd, Todi Investments Ltd., and Coastal Trans Logistic Pvt Ltd. He is not a member of any committee in any other company.

4. Sri Ashok Kumar Todi

Sri Ashok Kumar Todi, aged about 55 years is a well known industrialist having knowledge, experience and expertise on areas relating to road transportation, supply chain management and logistics. He does not hold any shares of the company in his name as on 31st March 2014.

Sri Ashok Kumar Todi is also Director in the several other companies viz. Todi Projects Pvt. Ltd, Alps Housing & Holdings Ltd., CRL Logistic Pvt Ltd., Coastal Properties Pvt. Ltd., Saveon Logistics Pvt Ltd., Dhwani Developers Ltd., and Add Properties Pvt Ltd. He is not a member of any committee in any other company.

5. Sri Om Prakash Kanoria

Sri Om Prakash Kanoria, B.Com, LLB, MBA, aged about 59 years is a well known industrialist having knowledge, experience and expertise on areas relating to flour mills, edible oil refineries, tea gardens and paper industries. He does not hold any shares of the company in his name as on 31st March 2014.

Sri Om Prakash Kanoria is also Director in the several other companies viz. Hanuman Plantations Ltd., Assam Poloi Tea Plantation Pvt. Ltd., Akshita Sri Developers Pvt. Ltd., and Meghna Projects Pvt. Ltd. He is not a member of any committee in any other company.

6. Sri Beni Gopal Daga

Sri Beni Gopal Daga, aged about 58 years is a well known industrialist having knowledge, experience and expertise on areas relating to auto parts manufacturing and engineering industries. He does not hold any shares of the company in his name as on 31st March 2014.

Sri Beni Gopal Daga is also Director of Suhal Projects Ltd and Automotive Component Manufacturers Association of India (ACMA). He is not a member of any committee in any other company.

7. Sri Dipak Dey

Sri Dipak Dey, MA, LLB, Attorney at Law, aged about 61 years is a well known practicing advocate at the Hon'ble High Court at Calcutta and Hon'ble Supreme Court of India. He has 34 years of experience in the legal arena and corporate advisory services. He does not hold any shares of the company in his name as on 31st March 2014.

Sri Dipak Dey is also a Director of Star Battery Ltd. He is not a member of any committee in any other company.