

17<sup>th</sup> July, 2017

**Manager**  
**Department of Corporate Services**  
**BSE Limited,**  
**1st Floor, Dept of Corporate Services,**  
**Phiroze Jeejeebhoy Towers, Dalal Street,**  
**Mumbai, India – 400001.**

Dear Sir,

**Sub:** Notice of 23<sup>rd</sup> Annual General Meeting (AGM)**Ref:** Letter dated 25<sup>th</sup> May 2017

Further to the reference cited above, Notice of the 23<sup>rd</sup> Annual General Meeting of the members of the Company, scheduled to be held on Thursday, 10<sup>th</sup> August, 2017 at "The Renai Cochin", P.B. Number 2310, Edappally- Palarivattom Road, Palarivattom, Kochi, Kerala-682 025 is enclosed herewith.

For **Inditrade Capital Limited**

  
**Vinod Mohan**  
**Company Secretary**



# Notice to the 23<sup>rd</sup> Annual General Meeting

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of Inditrade Capital Limited will be held on Thursday, 10 August 2017 at 10.30 a.m. at "The Renai Cochin", P.B. Number 2310, Edappally- Palarivattom Road, Palarivattom, Kochi, Kerala-682 025 to transact the following business:

## A. Ordinary Business

### 1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated, for the financial year ended 31 March 2017, together with the Reports of the Board of Directors and the Auditors thereon.

### 2. Re-appointment of Director retiring by rotation

To appoint Ms. Jhuma Guha (DIN: 00007454), who retires by rotation as the Director of the Company at this Annual General Meeting and being eligible, offers herself for re-appointment.

### 3. Ratification of Statutory Auditors' Appointment

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the resolution passed by the Members in respect of the appointment of Statutory Auditors at the Annual General Meeting (AGM) held on 26 September, 2014, and in accordance with the recommendations of the Audit Committee and the Board of Directors, the Company hereby ratifies and confirms the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, (ICAI Firm Registration No: 103523W) as the Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of the AGM to be held in the calendar year 2018 on such remuneration as may be determined by the Audit Committee/Board of Directors of the Company including applicable taxes and out of pocket expenses incurred."

## B. Special Business:

### 4. Appointment of Mr. Gurmeet Singh (DIN: 03294406) as a Non-Executive Director

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

**"RESOLVED THAT** Mr. Gurmeet Singh (DIN: 03294406), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01 September, 2016 in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 116 of the Articles of Association of the Company, and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing along with the deposit of requisite amount from a Member pursuant to Section 160 of the Act proposing his candidature to the Office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

### 5. Re-appointment of Mr. Vinod Mohan as the Manager of the Company

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 Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Vinod Mohan, Company Secretary as the Manager of the Company for a period of 3 years with effect from 10 November 2016 on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with the authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Vinod Mohan."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modifications as may be deemed to be in the best interest of the Company."

#### **6. Approval for amendments in the Employee Stock Option Plan**

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 Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), applicable provisions, if any, of the Companies Act, 2013, and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the amended Employee Stock Option Plan 2008 ("ESOP 2008") originally approved in the Fourteenth Annual General Meeting of the Company vide Members' Special Resolution dated July 15 2008 (in supersession of earlier Special Resolutions in this regard dated October 28, 2005), being amended with a view to align with the current provisions of applicable laws and regulations, rearrangement of provisions and miscellaneous changes for effective administration, and the ESOP 2008 after such amendment be referred to as 'Inditrade Employee Stock Option Plan 2016' ("ESOP 2016" / "Plan") for all purposes of legal compliance and implementation, replacing the nomenclature ESOP 2008 in its entirety, however subject to the condition that the contemplated amendments shall apply to outstanding employee stock options, if any, under ESOP 2008 to the extent not detrimental to the interest of holders of such options except as required under the SEBI SBEB Regulations and other applicable laws and regulations."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee including the Nomination and Remuneration Committee, by whatever name called, which the Board has constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised on behalf of the Company to make any further modifications, changes, variations, alterations or revisions in the Plan from time to time as required and

permitted under and in due compliance with the provisions of the Companies Act, 2013 and the SEBI SBEB Regulations and to do all such acts, deeds, matters and things and to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid amendments in Plan and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to obtain any further consent or approval of the Members of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modifications as may be deemed to be in the best interest of the Company."

#### **7. Approval for granting Employee Stock Options to the employees of Holding Company of the Company under ESOP 2016**

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 Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee including the Nomination and Remuneration Committee, by whatever name called, which the Board has constituted to exercise its powers, including the powers conferred by this resolution) to create and grant from time to time, in one of more tranches such number of employee stock options under 'Inditrade Employee Stock Option Plan 2016' ("ESOP 2016" / "Plan") within the overall and individual limit prescribed therein, to or for the benefit of such person(s) who are in permanent employment of the Holding Company of the Company, including any Director thereof, whether whole time or otherwise (other

than promoters, persons belonging to promoters group independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Plan, exercisable into corresponding number of equity Shares of face value of ₹ 10 /- (Rupees Ten only) each fully paid-up, on such terms and in such manner as the Board /Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modifications as may be deemed to be in the best interest of the Company.”

**By the order of the Board of Directors**

**Date : 25 May 2017  
Place : Kochi**

**Sd/-  
Vinod Mohan  
Company Secretary**

**Notes:**

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. Members as on the cut-off date (record date) of 02 August 2017 shall only be entitled for availing the Remote e-voting facility or vote in the Annual General Meeting (AGM) of the Company. A person who is not a Member on the cut-off date should accordingly treat this Notice for information purposes only.
3. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of him/her and the proxy need not be a Member of the Company.**
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office, not less than 48 hours before the meeting. A proxy form for the AGM is enclosed.
5. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument appointing proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a Body Corporate, it shall be under its seal or be signed by an officer or an attorney duly authorized by it.
6. Corporate Members intending to send their authorized representative(s) to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a Certified True Copy of the relevant Board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
7. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. The Register of Members and Share Transfer Books of the Company will be closed from Friday, 02 August 2017 to 10 August 2017, both days inclusive.
9. Members may also note that the Notice of the 23<sup>rd</sup> AGM and the Annual Report 2017 will be available on the Company's website, [www.inditrade.com](http://www.inditrade.com). Physical copies of these documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
10. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Relevant documents referred to in the Notice and the accompanying statements are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.
12. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or Registrar and Share Transfer Agent (RTA) in this regard. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
14. Members desiring any information pertaining to the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.
15. Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, immediately of:
  - a) Change in their residential status on account of returning to India for permanent settlement.
  - b) Particulars of their bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

16. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the records of the Registrars and Transfer Agents/ Company which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members.
17. Additional Information required to be furnished under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards-2 in respect of the Director's seeking appointment/reappointment at the AGM has been furnished and forms a part of the notice. The directors have furnished the requisite consents/ declarations for their appointment/reappointment.
18. The facility for voting through polling paper will be made available at the meeting and all the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
19. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Company's Registrars and Transfer Agent/ Depositories for receiving all communications including copies of the Annual Report, Notices, Circulars, etc. from the Company electronically.
20. **E-Voting:**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide

E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all Members of the Company to enable them to cast their votes electronically on all the resolutions set forth in the Notice convening the 23<sup>rd</sup> Annual General Meeting of the Company. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 06 August 2017 at 9 a.m and ends on 09 August, 2017 at 5 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 02 August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.



(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, if a Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN- Inditrade Capital Ltd on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting from your mobile.

(xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on activation of the accounts they would be able to cast their votes.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xxi) The following person shall be responsible to address grievances concerned with the facility of remote e-voting: Contact Name - Mr. Rakesh Dalvi, Designation - Deputy Manager, Address - 16<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001. Contact No.18002005533.

### General Instruction for E-Voting

- Shareholders can update the mobile number and Email ID in the user profile details of the folio which may be used for sending future Communications.
- M/s SVJS & Associates, Company Secretaries, will be acting as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period not exceeding two(2) working days from the conclusion of the e-voting period unblock the votes and make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.inditrade.com](http://www.inditrade.com) within two (2) days of passing of the resolutions at the AGM of the Company and will be filed with BSE Limited.
- A Member can opt for only one mode i.e. either through e-voting or physically voting at the AGM. If a Member casts votes by both modes, then voting done through e-voting shall prevail and the physical voting at the AGM shall be treated as invalid.
- Members who have cast their vote by remote-voting prior to the meeting can attend the meeting but shall not be entitled to cast their vote again.
- Resolutions passed through e-voting would be deemed to be passed as on the date of AGM.
- Members are requested to send their queries, if any, on the accounts or operations of the Company in advance to the Registered Office of the Company addressed to the Company Secretary or by email to [vinod.mohan@inditrade.com](mailto:vinod.mohan@inditrade.com) to enable the Company to keep the information ready.

By the order of the Board of Directors

Date : 25 May 2017

Place : Kochi

Sd/-

Vinod Mohan  
Company Secretary



## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), given hereunder sets out all material facts relating to the Special Business mentioned at Item Nos. 4 to 7 of the accompanying Notice:

### Resolution No.4:

The Board of Directors of the Company at its meeting held on 01 September 2016 had approved the recommendations of the Nomination and Remuneration Committee and had appointed Mr. Gurmeet Singh (DIN: 03294406) as the Additional Director of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013. As per Section 161(1) of the Companies Act, 2013, the tenure of appointment of Mr. Gurmeet Singh as an Additional Director is due to expire at the ensuing Annual General Meeting and the approval of the Shareholders is being sought to confirm his directorship and to appoint him as Director of the Company.

The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Gurmeet Singh for the office of Director of the Company. Further the Company has also received the consent in writing from Mr. Gurmeet Singh to act as the Director and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

### The brief profile of Mr. Gurmeet Singh is given below:

Mr. Gurmeet Singh holds a Post Graduate Diploma in Management (PGDM) and has over 16 years of experience in Capital and Commodities sector. He has worked with various reputed organizations like Baazee.com (ebay.in), ICICI Group, Reliance ADAG Group and Destimoney Securities. He also has rich experience in marketing, sales and business development.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Gurmeet Singh be appointed as Non-Executive Director of the Company.

Save and except Mr. Gurmeet Singh and his 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 resolution set out at item No. 4 of the Notice.

### Resolution No. 5:

The Members of the Company at its meeting held on 23 September, 2015 appointed Mr. Vinod Mohan as the Manager of the Company, for a period of 2 years commencing 11 November 2014. His term of office expired on 10 November 2016, and the Board of Directors on the recommendations of the Nomination and Remuneration Committee re-appointed Mr. Vinod Mohan as the Manager of the Company for a further period of 3 years effective from 11 November 2016 subject to the approval of Members of the Company.

Mr. Vinod Mohan is a Graduate in Law and a Fellow Member of the Institute of Company Secretaries of India (ICSI). He has more than 10 years of work experience, in the field of Corporate Secretarial, legal and managerial functions. Mr. Vinod Mohan is at present the Company Secretary of the Company and in addition to that he is also holding the post of Manager. The details of remuneration paid to Mr. Vinod Mohan as Manager of the Company during the financial year is provided in MGT 9 (Extract of Annual Return) annexed to the Board's Report. However at present, no remuneration is being paid to Mr. Vinod Mohan in his capacity as the Manager of the Company.

Keeping in view Mr. Vinod Mohan's rich and varied experience in Corporate Secretarial, legal and managerial functions over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Vinod Mohan as the Manager of the Company. The Board of Directors therefore seeks the approval of the shareholders of the Company for the re-appointment of Mr. Vinod Mohan as the Manager of the Company.

Save and except Mr. Vinod Mohan and his 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 resolution set out at item No. 5 of the Notice.

### Resolution No. 6:

The Company had implemented an employee stock option plan vide Members' Special Resolution dated 28 October 2005 which was superseded by Members' Special Resolution dated 15 July 2008 and was named ESOP 2008. It was implemented with a view to bring about

employee participation in the growth and prospects of the Company, in due compliance of then prevailing SEBI (Employee Stock Option Scheme and Employee Share Purchase Scheme) Guidelines, 1999 and the Companies Act, 1956. The Companies Act, 1956 got repealed with the enactment of the new Companies Act, 2013 and the SEBI Guidelines were also repealed with the introduction of SEBI (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the Company sought to amend few provisions of ESOP 2008 vide Members' Special Resolution dated August 30, 2016 mainly in the nature of cosmetic changes. Although ESOP 2008 has been compliant with the provisions of SEBI SBEB Regulations and the Companies Act, 2013 in spirit; but, it is thought expedient to rationalise/ rearrange / update/ amend the provisions of ESOP 2008 to make it more effective and aligned with the prevailing laws and regulations i.e. changes in definitions, rearrangement of paragraphs, removal of lock-in, introducing a clause on severability, reference to SEBI updated regulations, etc. To mark the year of amendment, it is considered to present the amended ESOP 2008 as 'Inditrade Employee Stock Option Plan 2016' ("ESOP 2016").

As per SEBI SBEB Regulations, a Company may vary terms of any employee stock option or plan/ scheme provided such variation is not prejudicial to the interests of the employees and that the same is approved by the Members by way of a Special Resolution. The variation/ amendments are not detrimental to the interests of the employees. The beneficiaries of the variation/ amendment are eligible employees of the Company.

Subject to your approval, the Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company have approved the ESOP 2016 vide their respective resolutions dated 24 May 2016 and 25 May 2017.

Given the details of variation/ amendment, rationale thereof and beneficiaries of such variation, as per SEBI SBEB Regulations, your approval is being sought for the variation/ amendment to the Plan in the lines stated above.

A copy each of the original i.e. ESOP 2008 and amended version i.e. ESOP 2016 are available for inspection at the

Company's Registered Office during official hours on all working days (excluding Saturdays, Sundays and Holidays) till 10 August 2017.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Plan.

In light of above, you are requested to accord your approval to the Special Resolution as set out in item no. 06 of the Notice.

**Resolution No. 7:**

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Your Company believes that equity based compensation plans are an effective tool to reward not only the employees/ Directors of the Company but also employees/ Directors of its holding Company seeking their active contribution to the growth of the Company, to create an employee ownership in the group, to attract new talents, to retain the key resources and knowledge in the group leading to higher shareholders' value.

With this objective in mind, your Company seeks your approval in terms of Regulation 6 of the SEBI (Share Based Employee Benefits) Regulations, 2014 enabling to grant employee stock options to the Employees/ Directors of Company's holding company subject to terms, conditions and limitations as per provisions of the Inditrade Employee Stock Option Plan 2016 ("ESOP 2016").

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Plan.

In light of above, you are requested to accord your approval to the Special Resolution as set out in item no. 07 of the Notice.

**By the order of the Board of Directors**

**Date : 25 May 2017**  
**Place : Kochi**

**Sd/-**  
**Vinod Mohan**  
**Company Secretary**

**Details of Directors seeking appointment / re-appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 .**

<b>Name of the Director</b>	<b>Ms. Jhuma Guha</b>	
DIN	00007454	
Date of Birth	17.01.1965	
Age	52 years	
Nationality	Indian	
Date of Appointment (Initial Appointment)	15.02.2016	
Details of remuneration	NIL	
Qualification	ACA, ACS	
Experience in specific functional area	Over 25 years of experience in the legal, compliance, finance risk, mergers and acquisitions.	
Directorship in other Companies	<ol style="list-style-type: none"> <li>1. Juno Moneta Technologies Private Limited</li> <li>2. Derby Communications (India) Private Limited</li> <li>3. Ladder Holdings Private Limited</li> </ol>	
Membership in Board Committee of other Companies	Nil	
Chairmanship of Board Committees of other Companies	Nil	
Number of Board meetings attended during the F.Y 2016-17	Held	6
	Attended	6
Number of Shares held in the Company	Nil	
Inter se relationship with any other director/Manager/Key Managerial Personnel	Nil	

<b>Name of the Director</b>	<b>Mr. Gurmeet Singh</b>	
DIN	03294406	
Date of Birth	10.10.1975	
Age	41 Years	
Nationality	Indian	
Date of Appointment (Initial Appointment)	01.09.2016	
Qualification	Post Graduate Diploma in Management (PGDM)	
Details of remuneration	NIL	
Experience in specific functional area	Over 16 years of experience in Capital and Commodities sector. Also has rich experience in marketing, sales and business development.	
Directorship in other Companies	<ol style="list-style-type: none"> <li>1. Juno Moneta Technologies Private Limited</li> <li>2. Inditrade Commodities Trading Limited</li> <li>3. Jewel Hub Private Limited</li> <li>4. Cloud Can Technologies Private Limited</li> <li>5. Arcade Impex Business Facilitator Private Limited</li> </ol>	
Membership in Board Committee of other Companies	Nil	
Chairmanship of Board Committees of other Companies	Nil	
Number of Board meetings attended during the FY 2016-17	Held (after appointment)	2
	Attended	2
Number of Shares held in the Company	Nil	
Inter se relationship with any other director/Manager/Key Managerial Personnel	Nil	

# Route Map To AGM Venue

