

# ROHIT FERRO-TECH LIMITED

Regd. Office : 35, Chittaranjan Avenue, Kolkata - 700 012

Phone No. : +91-33-3012 4028; E-mail: cs@rohitferrotech.com

Corporate Office : SKP House, 132A, S. P. Mukherjee Road, Kolkata - 700 026

Phone No. : +91-33-4016 8000/8100; Fax No.: +91-33-4016 8191

CIN : L27104WB2000PLC091629; Website : www.rohitferrotech.com

## NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, the resolutions appended below are proposed to be passed by the members through Postal Ballot/e-voting.

The Explanatory Statements pertaining to the aforesaid resolutions setting out the material facts and reasons for the resolutions are also appended herewith and is being sent to you along with a postal ballot form for your consideration. Mr. Abhijeet Jain of M/s. A J & Associates, Practicing Company Secretaries has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

Members desirous of exercising their votes are requested to carefully read the instructions printed on the Postal Ballot form and notice and return the completed form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of business hours on Wednesday, the 11th day of May 2016, the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

The Scrutinizer will submit his report to the Chairman of the Company, upon completion of scrutiny of postal ballots (both physical and e-voting) and the result of the postal ballot will be announced on or before Friday, the 13th day of May, 2016 at the Corporate Office of the Company. The result of the postal ballot will also be displayed at the said address and hosted on the Company's website www.rohitferrotech.com besides communicating to the National Stock Exchange of India Limited and BSE Limited. The date of announcement of the result of postal ballot shall be taken to be the date of passing of the resolution.

### RESOLUTIONS :

#### 1. TO INCREASE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to give assent/dissent to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereto or Re-enactment thereof for the time being in force), the consent of Members of the Company be and is hereby accorded to increase the authorized share capital of the Company from existing Rs.1,85,00,00,000 (Rupees One Hundred Eighty Five Crores) divided into 18,50,00,000 (Eighteen Crores Fifty Lacs) Equity Shares of Rs 10 (Rupees Ten) each to Rs. 4,15,00,00,000 (Rupees Four Hundred Fifteen Crores) divided into 41,50,00,000 (Forty One Crores Fifty Lacs) Equity Shares of Rs 10 (Rupees Ten) each, by way of creation of an additional 23,00,00,000 (Twenty Three Crores) equity shares of Rs 10 (Rupees Ten) each, aggregating to Rs 2,30,00,00,000 (Rupees Two Hundred Thirty Crores) and the existing clause V of the Memorandum of Association of the Company be and is hereby substituted and replaced with the following clause:-

V. The Authorized Share Capital of the Company is Rs. 4,15,00,00,000 (Rupees Four Hundred Fifteen Crores only) divided into 41,50,00,000 (Forty One Crores Fifty Lacs only) equity shares of Rs 10 (Rupees Ten only) each with power to increase and reduce the capital of the Company and to divide or subdivide the shares in capital for time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate of any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being in force.

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

#### 2. TO CREATE, OFFER AND ISSUE NEW EQUITY SHARES TO THE LENDERS OF THE COMPANY PURSUANT TO INVOCATION OF SDR (STRATEGIC DEBT RESTRUCTURING) SCHEME

To consider and if thought fit, to give assent/dissent to the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of Section 42, 62 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, applicable provisions of Uniform Listing Agreement under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (RBI) Circular No. DBR.BP.BC.No.101/21.04.132/2014-15 dated 8th June 2015 ("RBI Circular"), applicable rules, regulations, notifications, amendments issued by Government of India, RBI and any other regulatory or other appropriate authorities and subject to such condition(s) as may be prescribed by one or more of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s), which may be agreed to by the Board of Directors (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board has constituted or may constitute to exercise its powers including the powers conferred under this resolution or any person duly authorised by the Board in this behalf) and enabling provisions of the Memorandum and Articles of Association of the Company and pursuant to the invocation of Strategic Debt Restructuring (SDR) by Joint Lenders Forum (JLF) in terms of RBI Circular, consent, authority and approval of the Company be and is hereby accorded to the Board to issue and allot in one or more tranches such number of equity shares of face value of Rs 10 (Rupees Ten) each fully paid up as determined in accordance with RBI Circular and as more particularly set out in the explanatory statement attached, to its lenders on preferential basis in such manner and on such other terms and conditions as may be mutually agreed between the Board and the JLF so that the outstanding amount of Restructured debt to a maximum extent of Rs. 225,00,00,000 (Rupees Two Hundred Twenty Five Crores) payable to such Lenders by the Company is converted into a maximum number of 22,50,00,000 (Twenty Two Crores Fifty Lacs only) equity shares of the Company, enabling Lenders collectively to hold 51% or more of the total equity share capital of the Company.

**RESOLVED FURTHER THAT** the Reference Date / Relevant Date in relation to pricing of the aforesaid issue of Equity Shares, in accordance with the RBI Circular and SEBI ICDR Regulations would be 30th November 2015, being the date when the JLF accorded its "In principle" approval to invoke SDR.

**RESOLVED FURTHER THAT** the new Equity Shares arising out of the proposed issue shall rank pari-passu in all respects with the existing Equity Shares of the Company, save and except dividend that may be declared and paid in relation to the financial year in which the new Equity Shares are issued, which shall be pro-rata from the date of the allotment and shall be listed on the Stock Exchange(s) where the existing Equity Shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take such steps as may be necessary and to do all such acts, deeds and things as may be necessary, proper, or expedient to give effect to this resolution including to modify, accept and give effect to any modifications in the terms and conditions of the matter(s) as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, RBI, JLF, etc.) and such approvals as may be agreed by the Board in its absolute discretion without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by authority of this resolution."

### 3. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER GROUP

To consider and, if thought fit, to give assent/dissent to the following as a **Special Resolution**:

**"RE SOLVED THAT** in supersession of the Special Resolution passed by Postal Ballot on 31st July, 2015 and pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, where the shares of the Company are listed, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (SEBI ICDR Regulations), the applicable rules, notifications, guidelines issued by various authorities and subject to such approvals, permissions, sanctions and consents as may be necessary from such regulatory and other appropriate authorities, the SEBI, the Joint Lenders Forum (the JLF), the Corporate Debt Restructuring Empowered Group (CDREG) the RBI, the Government of India, etc., and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board has constituted or may constitute to exercise its powers including the powers conferred under this resolution or any person duly authorised by the Board in this behalf) and in terms of the Strategic Debt Restructuring package by and between the Company and the lenders of the Company, which has been approved by the JLF and communicated to the Company by State Bank of India (SBI), the Leader of the JLF vide its letter dated March 15, 2016, consent of the Company be and is hereby accorded to the Board to offer, issue and allot to the following allottees in one or more tranches not more than 7,28,00,000 (Seven Crores Twenty Eight Lacs) Equity Shares of nominal value of Rs 10 (Rupees Ten) each at a price of Rs 10 (Rupees Ten) per Share determined in accordance with SEBI ICDR Regulations aggregating to an amount of Rs. 72,80,00,000 (Rupees Seventy Two Crores Eighty Lacs Only) on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

Name of the Allottees	No. of Shares
<b>Promoter Group</b>	
Poddar Mech Tech Services Pvt. Ltd.	8,20,000
Vasupujya Enterprises Pvt. Ltd.	1,61,30,000
Suanvi Trading & Investment Company Pvt. Ltd.	15,00,000
Shreyansh Leafin Pvt. Ltd.	1,49,85,000
Whitestone Suppliers Pvt. Ltd.	1,46,70,000
Gajkarna Merchandise Pvt. Ltd	1,45,90,000
Astabhuja Properties Pvt. Ltd	1,01,05,000
<b>Total</b>	<b>7,28,00,000</b>

**RESOLVED FURTHER THAT** the Reference Date / Relevant Date in relation to pricing of the aforesaid issue of Equity Shares, in accordance with the RBI Circular and SEBI ICDR Regulations would be 30th November 2015, being the date when the JLF accorded its "In principle" approval to invoke SDR.

**RESOLVED FURTHER THAT** the lock-in of shares shall be applicable for period specified under SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to decide the allotment dates in consonance with the provision of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.

**RESOLVED FURTHER THAT** the Equity Shares issued and allotted shall rank pari-passu in all respects, including dividend, with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the entire pre-preferential allotment shareholding of the above allottees, if any, shall be locked-in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.

**RESOLVED FURTHER THAT** the said Equity shares shall be listed on the Stock Exchanges on which the existing equity shares of the Company are listed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution(s), the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem fit, necessary, proper or desirable for such purpose, including but not limited to seek listing, apply for in-principle listing approval of the shares to be issued and allotted and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, JLF, CDR-EG, RBI, the Government of India, etc.) and such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed to by the Board, and to settle all questions/queries, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment and to execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Members or otherwise with the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any other Director or Directors or Company Secretary or any other officer(s) or employee(s) of the Company or any advisor, as it may consider appropriate in order to give effect to this Resolution."

#### 4. APPOINTMENT OF MR. RANJEET KUMAR BURNWAL AS A DIRECTOR

To consider and, if thought fit, to give assent/dissent to the following as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Ranjeet Kumar Burnwal (DIN: 07479341) who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 24<sup>th</sup> March, 2016 by the Board of Directors to hold office upto the date of ensuing Annual General Meeting of the Company and 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 of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

#### 5. APPOINTMENT OF MR. RANJEET KUMAR BURNWAL AS AN EXECUTIVE DIRECTOR

To consider and, if thought fit, to give assent/dissent to the following as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force and in terms with the enabling provisions of the Articles of Association of the Company and subject to such consents, approvals or permissions as may be required, the consent of the Company be and is hereby accorded for the appointment of Mr. Ranjeet Kumar Burnwal (DIN: 07479341) as the Whole-time Director of the Company designated as the Executive Director (Works) of the Company for a period of 3 (Three) years w.e.f. 24th March, 2016, on the term and conditions as enumerated in the Explanatory Statement to this Notice and the Agreement dated 24th March, 2016 as placed before the meeting, initialed by the Chairman of the meeting for the purpose of identification, which agreement is hereby specifically approved.

**RESOLVED FURTHER THAT** the office of Executive Director (Works) shall be liable to retire by rotation, provided that if he vacates office by retirement by rotation under the provisions of the Companies Act 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be the Executive Director (Works).

**RESOLVED FURTHER THAT** subject to such approvals, consents and permission as may be required, in the event of loss or inadequacy of net profits in any financial year, the remuneration payable to Mr. Ranjeet Kumar Burnwal shall be restricted to the ceiling provided in Section II of Part II of Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration as may be agreed between the Board of Directors and Mr. Ranjeet Kumar Burnwal and/or in such manner and to such extent as may be permitted or authorised in accordance with the provisions under the Act for the time being in force, subject to the same not exceeding the limits specified in Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all steps and do all acts, deeds and things as may be necessary, proper and expedient to give effect to this resolution.”

By order of the Board of Directors  
For **Rohit Ferro-Tech Limited**  
**Anil Prasad Shaw**  
Company Secretary  
& Compliance Officer

Place: Kolkata  
Date: March 24, 2016

#### Notes:

1. Explanatory Statements setting out all the material facts concerning each of the businesses set out in the Notice pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are annexed.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Special Resolution set out in the Postal Ballot Notice has been sought by postal ballot or through electronic voting. **If a shareholder has voted through e-voting facility, he is not required to send Postal Ballot Form. However, in case a member votes through e-voting facility as well as sends his Postal Ballot Form, the votes casted through e-voting shall be considered and votes casted through Postal Ballot shall be ignored by the Scrutinizer.**
3. The Board of Directors of the Company at their meeting held on March 24, 2016, have appointed Mr. Abhijeet Jain of M/s. A J & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot voting process (including e-voting) in a fair and transparent manner.
4. Postal Ballot form and self-addressed Business Reply Envelope are being sent for use of the members. Postage will be borne and paid by the Company. Envelopes containing the Postal Ballot Forms, if sent by any other mode at the expense of the registered Member, will also be accepted. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only or voting by the electronic means. No other form or a photocopy of the Form is permitted.
5. The notice is being dispatched/emailed to all the members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL) on March 25, 2016 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the same date.
6. A member desiring to exercise vote by e-Voting/physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form.
7. The shareholders opting to vote through physical mode i.e. by sending duly filled up Postal Ballot Form are requested to send the postal ballot to the Scrutinizer so as to reach not later than 5.00 p.m. on 11th day of May, 2016. Any postal ballot form received after 5.00 p.m. on 11th day of May, 2016 shall be treated as invalid and shall be ignored.
8. The voting through e-voting facility and through Postal Ballot Form shall commence from 10:01 a.m. on 12th April, 2016 and shall end at 5:00 p.m. on 11th May, 2016. Therefore, the shareholders are requested to kindly cast their votes well within the aforesaid period.
9. On 13th May, 2016 the Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the result of postal ballot process (including e-voting) will be announced by Mr. Suresh Kumar Patni, Chairman, or in his absence by any other person so authorised by him, at 2.00 p.m. on 13th May, 2016, at the Corporate Office of the Company at SKP House, 132A, S. P. Mukherjee Road, Kolkata - 700 026, and will be placed on the website of the Company. The result of the Postal Ballot process will also be published in a newspaper.
10. The resolution(s) will be taken as passed effectively on the date of announcement of the results as above, if the result of the Postal Ballot indicates that the requisite majority of the shareholders have assented to the resolution(s).

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

##### ITEM NO. 1, 2 & 3

The Shareholders of the Company on 19th June, 2014 had approved Corporate Debt Restructuring (CDR) package on the terms & conditions as

approved by Corporate Debt Restructuring Empowered Group vide letter dated 19th May, 2014.

Joint Lenders Forum (JLF), pursuant to RBI circular No. DBR.BP.BC.NO.101/21.04.132/2014-15 dated 8th June, 2015 ("RBI Circular") in their meeting held on November 30, 2015, after review of the account were of view that as a Corrective Action Plan, change in management, as per Strategic Debt Restructuring (SDR) was a viable alternate and accorded their "In Principle" approval to invoke SDR. In terms of the said RBI Circular, 30th November 2015 is the "Reference Date", being the date when the JLF accorded their "In principle" approval to invoke SDR. Further, the JLF in its meeting held on 21st January 2016 formed an opinion to convert the whole or part of the loan and interest outstanding into equity shares of the Company, so as to acquire majority shareholding in the Company.

Thereafter, State Bank of India vide its letter dated 15th March 2016, inter alia, advised the Company to issue a maximum of 22,50,00,000 (Twenty Two Crores Fifty Lacs) Equity shares in one or more tranches at a price of Rs.10 (Rupees Ten) per Equity Share to enable lenders to collectively hold 51% or more of the equity share capital of the Company.

In terms of the requirement of Section 102 of the Companies Act, 2013 ("Act") read with Rule 13(2) of the Companies (Share Capital & Debentures) Rules, 2014 and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") the following disclosures are being made:

## 1. OBJECT OF THE ISSUE

### A. **Issue of Shares to lenders upon invocation of SDR:**

The purpose of the proposed issue and allotment of the equity shares is to convert part of Restructured Debt into equity shares of the Company pursuant to SDR package approved by JLF.

### B. **Issue of Shares on Preferential basis to Promoter Group:**

As you are aware, your approval was obtained vide Postal Ballot on 31st July 2015 for issuance of Convertible Warrants to Promoters/Non Promoters, aggregating to Rs.142,41,00,000 (Rupees One Hundred Forty Two Crores Forty One Lacs) at a price of Rs. 20 (Rupees Twenty) per warrant. However, while the Promoters offered for conversion of their unsecured loan to the extent of Rs.72,80,00,000 (Rupees Seventy Two Crores Eighty Lacs) only into warrants, no money was received from the proposed non-promoters. As such, the Company did not proceed with the issue and allotment of the proposed Warrants. In the meantime, State Bank of India in the course of SDR invocation vide its letter dated 15th March, 2016 advised the Company, inter alia, to issue Equity Shares at a price of Rs.10 (Rupees Ten) per share to the extent of unsecured loan of Rs.72,80,00,000 (Rupees Seventy Two Crores Eighty Lacs) of the Promoters. Thus, the said sum of Rs.72,80,00,000 (Rupees Seventy Two Crores Eighty Lacs) owed by the Company to the promoter group in respect of the unsecured loans extended by them to the Company, shall be adjusted towards the proposed issue of Equity Shares.

## 2. RELEVANT DATE, PRICING OF EQUITY SHARE AND NUMBER OF EQUITY SHARES TO BE ISSUED

### A. **Issue of Shares to lenders upon invocation of SDR:**

Since the preferential allotment is to be made as per the SDR Package, the relevant date for the purpose of calculating the price of the equity share to be issued will be the date on which JLF accorded "In principle" approval to invoke SDR Package i.e. 30th November, 2015. However, as per SEBI ICDR Regulations, the conversion price shall be determined in accordance with the guidelines specified by RBI for SDR Package, which shall not be less than the face value of the equity share.

In terms of the RBI Circular, conversion of outstanding debt (principal as well as unpaid interest) into equity instruments should be at a 'Fair Value' which will not exceed the lowest of the following, subject to the floor of 'Face Value':

- a) **Market value:** Average of the closing prices of the instrument on a recognized stock exchange during the ten trading days preceding the 'reference date':- Rs 5.08 (Rupees Five and Eight Paise) per equity share (on both BSE & NSE).
- b) **Break-up value:** Book value per share to be calculated from the company's latest audited balance sheet (without considering 'revaluation reserves', if any) adjusted for cash flows and financials post the earlier restructuring:- Rs 19.74 (Rupees Nineteen and Seventy Four Paise) per equity share.

Since the floor of the face value is more than the lowest of the values computed above, the proposed issue and allotment of a maximum of 22,50,00,000 (Twenty Two Crores Fifty Lacs) equity shares will be at the face value of Rs 10 (Rupees Ten) each, being the Fair Value.

The regulations of Chapter VII of SEBI ICDR Regulations shall not apply since the proposed preferential issue and allotment of equity shares to JLF is pursuant to conversion of debt as part of SDR Package and in compliance with the following conditions:

- a. Conversion price of the debt into equity share has been determined in accordance with the guidelines specified by RBI.
- b. Conversion price of the debt into equity shares has been certified by two independent qualified valuers
- c. Equity shares shall be locked-in for a period of one year from the date of trading approval from both the stock exchanges i.e. National Stock Exchange of India Limited & BSE Limited. However, for the purpose of transferring the control, Lenders may transfer their shareholding to an entity before completion of the locked-in period subject to continuation of the lock in on such shares for the remaining period with the transferee.

### B. **Issue of Shares on Preferential basis to Promoter Group:**

#### **RELEVANT DATE**

The 'Relevant Date' for the purpose of calculating the price of Equity Shares is November 30, 2015 i.e. date of the approval of the Company's Strategic Debt Restructuring Scheme.

#### **PRICING**

The Equity Shares of the Company are frequently traded in terms of SEBI ICDR Regulation.

As per Chapter VII of the SEBI ICDR Regulations, issue of equity shares on a preferential basis to an investor, shall be made at a price not less than higher of the following:

- a) The average of the weekly high and low of the volume weighted average price of the equity shares quoted on the stock exchange during the twenty six weeks preceding the relevant date; or
- b) The average of the weekly high and low of the volume weighted average price of the equity shares quoted on the stock exchange during the two weeks preceding the relevant date.

The Stock Exchange means National Stock Exchange of India Limited being the exchange where the highest trading volume in respect of the shares of the Company has been recorded during the preceding twenty six weeks prior to the Relevant Date.

The price at which the preferential issue is being made i.e. Rs. 10 (Rupees Ten) per share is higher than the floor price computed on the basis of the SEBI ICDR Regulations.

#### **CERTIFICATE FROM STATUTORY AUDITORS**

A copy of the Statutory Auditors' Certificate certifying that the proposed preferential issue is being made in accordance with the requirement of SEBI ICDR Regulations will be made available for inspection at the Corporate Office of the Company during normal

business hours on any working day except Public Holidays upto last date of receiving Postal Ballot Forms i.e. May 11, 2016.

**UNDERTAKING TO RE-COMPUTE PRICE AND LOCK-IN TILL THE RECOMPUTED PRICE IS PAID**

The Company shall re-compute the price of the specified securities in term of the provisions of these Regulations where it is required to do so.

If the amount payable on account of the re-computation of the price is not paid within the time stipulated in the Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the proposed allottees.

**LOCK-IN PERIOD**

The Equity Shares allotted shall be subject to 'lock-in' as per the SEBI (ICDR) Regulations. Such locked-in Equity Shares may however be transferred to and amongst the Promoters/Promoter Group subject to the provisions of ICDR Regulations.

The entire pre-preferential allotment, shareholding of the above allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI (ICDR) Regulations.

**3. CLASS OF PERSONS TO WHOM THE ALLOTMENT IS PROPOSED**

**A. Issue of Shares to lenders upon invocation of SDR:**

The proposed preferential issue and allotment of equity shares would be made to Lenders pursuant to the SDR Package, as mutually agreed between JLF and Board of Directors (hereinafter referred to as "Board", which shall include any Committee which the Board has constituted or may constitute to exercise its powers including the powers conferred or any person duly authorised by the Board in this behalf).

**B. Issue of Shares on Preferential basis to Promoter Group:**

The Promoter group intends to subscribe to 7,28,00,000 (Seven Crores Twenty Eight Lacs) Shares.

**4. NAME OF THE PROPOSED ALLOTTEES AND THE PERCENTAGE OF POST PREFERENTIAL OFFER CAPITAL THAT MAY BE HELD BY THEM**

**A. Issue of Shares to lenders upon invocation of SDR:**

The name of the proposed allottees to whom the aggregate shares upto a maximum of 22,50,00,000 (Twenty Two Crores Fifty Lacs) Equity shares of Rs 10 (Rupees Ten) each aggregating to 51% or more of the post preferential equity capital will be issued and allotted in dematerialised form are as following, as per mutually agreed between JLF and Board:

Sl No	Bank/Financial Institution/Lender	Maximum Number of Shares to be allotted	% of Maximum Post Preferential Equity Capital
1	State Bank of India	7,57,95,587	18.42
2	State Bank of Hyderabad	2,19,54,850	5.33
3	State Bank of Travancore	2,08,24,590	5.06
4	United Bank of India	4,23,94,832	10.30
5	Allahabad Bank	1,43,43,536	3.49
6	Canara Bank	41,51,393	1.01
7	Exim Bank	97,52,528	2.37
8	UCO Bank	57,03,965	1.39
9	Bank of Baroda	1,59,11,258	3.87
10	Central Bank	35,72,001	0.87
11	Punjab National Bank	2,07,91,707	5.05
12	Andhra Bank	51,49,653	1.25

The Company shall allot a maximum of 22,50,00,000 (Twenty Two Crores Fifty Lacs) Equity Shares to the lenders. In the event, any of the lender Banks offers less of their Restructured Debt for Conversion, the maximum amount to be converted into shares may be less than Rs. 225,00,00,000 (Twenty Two Hundred Twenty Five Crores only), provided however that the Post Preferential Equity Capital of the Company held by lenders shall not be less than 51%.

**B. Issue of Shares on Preferential basis to Promoter Group:**

**IDENTITY AND DETAILS OF THE PROPOSED ALLOTTEES:**

Name of the Proposed Allottees	Category	Address	Name (s) of the Natural Persons in Control of Proposed Allottees	Pre-Allotment		No. of Shares to be Allotted	Post Allotment	
				No. of Shares	% of Pre-Issue Capital		No. of Shares	% of Post-Issue Capital
Poddar Mech Tech Services Pvt. Ltd. PAN: AABCP7534L	Promoter Group	35, Chittaranjan Avenue, Kolkata - 700 012	Mr. Suresh Kumar Patni, Mr. Rohit Patni & Mr. Ankit Patni	12,979,933	11.41	820,000	13,799,933	3.35
Vasupujya Enterprises Pvt. Ltd. PAN: AAACV8958M	Promoter Group	35, Chittaranjan Avenue, Kolkata - 700 012	Mr. Suresh Kumar Patni, Mr. Rohit Patni & Mr. Ankit Patni	11,359,538	9.98	16,130,000	27,489,538	6.68
Suanvi Trading & Investment Company Pvt. Ltd. PAN : AADCS6731L	Promoter Group	35, C.R. Avenue, 4th Floor, P S Bow Bazar Kolkata - 700 012	Mr. Suresh Kumar Patni, Mr. Rohit Patni & Mr. Ankit Patni	11,237,501	9.88	1,500,000	12,737,501	3.09
Shreyansh Leafin Pvt. Ltd. PAN: AAECs3782Q	Promoter Group	SKP House, 132A, S.P. Mukherjee Road, Kolkata - 700 026	Mr. Suresh Kumar Patni, Mr. Rohit Patni & Mr. Ankit Patni	10,993,150	9.66	14,985,000	25,978,150	6.31
Whitestone Suppliers Pvt. Ltd. PAN: AAACW2202M	Promoter Group	SKP House, 132A, S.P. Mukherjee Road, Kolkata - 700 026	Mr. Suresh Kumar Patni, Mr. Rohit Patni & Mr. Ankit Patni	10,907,765	9.59	14,670,000	25,577,765	6.21
Gajkarna Merchandise Pvt. Ltd. PAN: AADCG5959J	Promoter Group	35, Chittaranjan Avenue, Kolkata - 700012	Mr. Suresh Kumar Patni, Mr. Rohit Patni & Mr. Ankit Patni	-	-	14,590,000	14,590,000	3.54
Astabhujya Properties Pvt. Ltd. PAN: AABCR4859A	Promoter Group	35, Chittaranjan Avenue, Kolkata - 700012	Mr. Suresh Kumar Patni, Mr. Rohit Patni & Mr. Ankit Patni	-	-	10,105,000	10,105,000	2.46

**5. PROPOSAL OF THE PROMOTERS, DIRECTORS OR KEY MANAGERIAL PERSONNEL OF THE COMPANY TO SUBSCRIBE TO THE OFFER**

**A. Issue of Shares to lenders upon invocation of SDR:**

The Promoter, Directors or Key Managerial Personnel do not have the intention to subscribe to the offer.

**B. Issue of Shares on Preferential basis to Promoter Group:**

The Promoter group intends to subscribe to 7,28,00,000 (Seven Crores Twenty Eight Lacs) Shares, the details of which are given in point no. 4.B. above.

**6. PROPOSED TIME WITHIN WHICH THE ALLOTMENT SHALL BE COMPLETED**

Since both the proposed preferential issues and allotment of shares on private placement basis are pursuant to SDR Package, the requirement of completion of allotment within a period of 15 days from the date of passing the resolution as per SEBI ICDR is not applicable. However, the allotment of shares will be completed within twelve months from the date of the approval of the resolution by the shareholders of the Company.

**7. THE CHANGE IN CONTROL, IF ANY, IN THE COMPANY THAT WOULD OCCUR CONSEQUENT TO THE PREFERENTIAL OFFER**

In terms of RBI Circular, lenders will hold 51% or more of the paid up capital of the Company subsequent to the issue and allotment of proposed equity shares. Consequent to the proposed preferential issues and allotment of equity shares, Lenders shall have the right to divest their holdings in the equity shares of the Company to new promoter(s) in accordance with the RBI Circular.

**8. THE NUMBER OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE ALREADY BEEN MADE DURING THE YEAR IN TERMS OF NUMBER OF SECURITIES AS WELL AS PRICE**

During the year, the Company has not made any allotment on preferential basis to any person.

**9. JUSTIFICATION FOR ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH VALUATION REPORT OF THE REGISTERED VALUER**

The proposed issue and allotment of equity shares is pursuant to the conversion of debt into equity shares in accordance to the SDR package and hence the aforesaid disclosure is not required.

**10. PRE ISSUE AND POST ISSUE SHAREHOLDING PATTERN OF THE COMPANY**

Category of Shareholder		Pre-Issue Equity Holdings		Post-Issue Equity Holdings	
		Total No. of Shares	% of Shares Holding	Total No. of Shares	% of Shares Holding
(A)	<b>Shareholding of Promoter and Promoter Group</b>				
(1)	<b>Indian</b>				
	Individuals / Hindu Undivided Family	60,65,638	5.33	60,65,638	1.47
	Bodies Corporate	7,58,52,204	66.67	14,86,52,204	36.12
	<b>Sub Total</b>	<b>8,19,17,842</b>	<b>72.00</b>	<b>15,47,17,842</b>	<b>37.59</b>
(2)	<b>Foreign</b>	-	-	-	-
	<b>Total shareholding of Promoter and Promoter Group (A)</b>	<b>8,19,17,842</b>	<b>72.00</b>	<b>15,47,17,842</b>	<b>37.59</b>
(B)	<b>Public Shareholding</b>				
(1)	<b>Institutions</b>				
	Banks	0	0.00	22,50,00,000	54.67
(2)	<b>Non-Institutions</b>				
	Individuals				
	Individual shareholders holding nominal share capital up to Rs. 2 lakh	1,73,46,953	15.25	1,73,46,953	4.21
	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	95,25,023	8.37	95,25,023	2.31
	NBFC's	35,662	0.03	35,662	0.01
	Any Others (Specify)	49,50,643	4.35	49,50,643	1.21
	- Bodies Corporate	21,79,302	1.92	21,79,302	0.53
	- Non Resident Indians	13,91,950	1.22	13,91,950	0.34
	- Clearing Members	13,79,391	1.21	13,79,391	0.34
	<b>Sub Total</b>	<b>3,18,58,281</b>	<b>28.00</b>	<b>3,18,58,281</b>	<b>7.74</b>
	<b>Total Public shareholding (B)</b>	<b>3,18,58,281</b>	<b>28.00</b>	<b>25,68,58,281</b>	<b>62.41</b>
	<b>Total (A)+(B)</b>	<b>11,37,76,123</b>	<b>100.00</b>	<b>41,15,76,123</b>	<b>100.00</b>
(C)	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>				
(1)	<b>Promoter and Promoter Group</b>	-	-	-	-
(2)	<b>Public</b>	-	-	-	-
	<b>Sub Total</b>	-	-	-	-
	<b>Total (A)+(B)+(C)</b>	<b>11,37,76,123</b>	<b>100.00</b>	<b>41,15,76,123</b>	<b>100.00</b>

In the event, amount of restructured debt lesser than Rs. 225,00,00,000 (Rupees Two Hundred Twenty Five Crores) is converted into Equity Shares, the shareholding percentage of Banks would stand reduced to a minimum of 51% and that of Promoters would go up to a maximum of 40.63%.

The figures shown in the table assumes:

- (a) Issue and allotment of equity shares aggregating to a maximum of 22,50,00,000 (Twenty Two Crores Fifty Lacs Only) as may be mutually agreed between JLF and Board.

- (b) The holdings of Promoter Group would change consequent upon allotment of 7,28,00,000 (Seven Crores Twenty Eight Lacs) equity shares.

In terms of SEBI (Substantial Acquisition of Shares and Take Over) Regulations, 2011, acquisition of equity shares upto 51% of the paid up capital of the Company by lenders pursuant to conversion of their debt into equity shares as part of the SDR Scheme in accordance with guidelines specified by RBI and allotment of 7,28,00,000 (Seven Crores Twenty Eight Lacs) Equity Shares to the Promoter Group as a part of CDR Scheme approved on May 19, 2014, are exempted from the obligation of making open offer in terms of the SEBI (Acquisition of Shares and Takeovers) Regulations, 2011.

In terms of RBI Circular and pursuant to the provisions of Sections 42 and 62 of the Act read with Rules made thereunder as well as withdrawal of earlier proposal for issue of warrants to Promoter Group & others, approved by shareholders on July 31, 2015, conversion of debt into equity and also issuance of shares to Promoters, pursuant to SDR Package need to be approved by the shareholders. Accordingly, the Board in their meeting held on March 24, 2016, has considered:

- (i) Conversion of debt aggregating to a maximum of Rs. 225,00,00,000 (Rupees Two Hundred Twenty Five Crores Only) into equity shares of Rs 10 (Rupees Ten) each pursuant to the SDR package and
- (ii) Allotment of 7,28,00,000 (Seven Crores Twenty Eight Lacs) Equity Shares against unsecured Loans to the Promoters Group and recommended the same for approval of the shareholders by way of special resolutions. Pursuant to Uniform Listing Agreement under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the outcome of the Board meeting held on March 24, 2016 is available on the Company's Website [www.rohiferrrotech.com](http://www.rohiferrrotech.com) under "Investors Section". The private placement offer letter shall be sent to the lenders as detailed herein above in accordance with and in compliance with the Act read with Rules made therein.

At present the authorized share capital of the Company is Rs. 185,00,00,000 (Rupees One Hundred and Eighty Five Crores Only) divided into 18,50,00,000 (Eighteen Crore Fifty Lacs) equity shares of Rs. 10 (Rupees Ten) each. To accommodate the aforesaid issue and allotment of equity shares pursuant to the SDR Package including preferential issue of shares to Promoter Group, it is proposed that the authorized capital be increased from Rs. 185,00,00,000 (Rupees One Hundred and Eighty Five Crores Only) to Rs. 415,00,00,000 (Rupees Four Hundred and Fifteen Crores Only) and consequential amendments be made to the existing clause V of Memorandum of Association. The approval of the member is sought for increase in authorized capital of the Company and consequential amendments to the Memorandum and Articles of Company by way of ordinary resolution.

The draft copy of the Memorandum of Association and all other documents mentioned in the explanatory statement and resolutions will be available for inspection at the Corporate Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day except Saturday and Sunday until the date of the closure of Postal Ballot.

Mr. Suresh Kumar Patni and Mr. Ankit Patni and their relatives being Promoter of this Company and other participating Promoter Companies are concerned / interested to the extent of their Shareholding & Directorship. Save and except the above, none of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise in the aforesaid resolutions.

The Board recommends the Special Resolutions/Ordinary Resolution as set out in the Notice for approval of the members.

#### ITEM NO. 4 & 5

Mr. Ranjeet Kumar Burnwal was appointed as an Additional Director in terms of Section 161 of the Companies Act, 2013 by the Board of Directors of the Company at their Board Meeting held on 24th March, 2016.

The Company has received a notice under Section 160 of the Companies Act, 2013 along with requisite deposit from a member proposing the candidature of Mr. Ranjeet Kumar Burnwal as a Director of the Company.

#### Statement pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Name of Director	Mr. Ranjeet Kumar Burnwal
Brief Resume	Mr. Ranjeet Kumar Burnwal is a Chartered Accountant, Company Secretary and a Cost Accountant and having expertise in Finance, Legal and Commercial functions. Prior to joining Rohit Ferro-Tech Limited, Mr. Burnwal has served Companies under Maithan Group, Monnet Group, and Birla Group.
Nature of his expertise in specific functional areas	He has been associated with the Company for over ten (10) years and was designated as "Head Commercial". He was responsible for the overall commercial functions of the Company.
Disclosure of relationships between Directors inter-se	Not related to any other Director
Directorships in other Listed Companies	NIL
Membership of the Committees of the Board of other Listed Companies	NIL
Shareholding of Non-Executive Directors	N.A.

Subject to the Approval of Shareholders, the Board of Directors of the Company at its meeting held on 24th March, 2016, based on the recommendation of the Nomination & Remuneration Committee, has appointed Mr. Ranjeet Kumar Burnwal as the Whole-time Director of the Company designated as Executive

Director (Works) of the Company for a period of 3 (Three) years w.e.f. 24th March, 2016 on the terms and conditions as set out in the Agreement dated 24th March, 2016 executed between the Company and Mr. Ranjeet Kumar Burnwal.

Mr. Burnwal, Executive Director (Works) shall be paid the following remuneration for the services rendered by him:

(a)	Salary : Rs. 82,000 (Rupees Eighty Two Thousand Only) per month.
(b)	Perquisites/Allowances : He shall be entitled to the following Perquisites/Allowances:-
	House Rent Allowance Rs. 41,000 (Rupees Forty One Thousand) per month.
	Transport Allowance Rs. 8,200 (Rupees Eight Thousand Two Hundred) per month.
	Medical Allowance Rs. 8,200 (Rupees Eight Thousand Two Hundred) per month.
	Special Allowance Rs. 24,600 (Rupees Twenty Four Thousand Six Hundred Only) per month.
	Bonus As may be decided by the Board.
	Leave Encashment As per applicable rules of the Company.
	Gratuity: As may be decided by the Board, provided that it shall not exceed the ceiling limit envisaged under the Payment of Gratuity Act, 1972.

Leave encashment and Gratuity shall not be included in the computation of ceiling on remuneration.

- (c) Leave : Executive Director (Works) will be entitled to leave as per applicable rule of the Company.

All other terms and conditions are set out in the Agreement referred to above. The relevant Agreement entered into by the Board with Mr. Ranjeet Kumar Burnwal is available for inspection by members at the Corporate Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day except Saturday and Sunday until the date of closure of Postal Ballot.

Except Mr. Ranjeet Kumar Burnwal and his relatives, none of the 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. 4 & 5 of the Notice.

The Board recommends the resolutions set out at Item No. 4 & 5 of the Notice for approval by the Shareholders.

**Statement pursuant to item (iv) under second proviso to clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013 with respect to Item No. 5**

**I. GENERAL INFORMATION**

**1. Nature of Industry:** Rohit Ferro-Tech Limited (herein referred as "RFTL/the Company") was incorporated on 7th April, 2000 and is amongst India's one of the largest Ferro Alloys manufacturing Company. The Company is engaged in manufacturing of chromium and manganese-based ferro alloys, such as High Carbon Ferro Chrome (H.C.FeCr), Silico Manganese (SiMn) and Ferro Manganese (FeMn) through Submerged Arc Furnace (SAF) route. The Company has three manufacturing facilities located at Bishnupur and Haldia in West Bengal and Jajpur in Orissa.

The Company has acquired 60% equity stake in a coking coal mine in Indonesia owned by M/s. PT Bara Prima Mandiri through its subsidiary M/s. SKP Overseas Pte. Ltd., Singapore. The Company is also having 60% economic interest in a thermal coal mine in Indonesia owned by M/s PT Palopo Indah Raya through its aforesaid Subsidiary.

**II. INFORMATION ABOUT APPOINTEE**

Sl. No.	Particulars	Mr. Ranjeet Kumar Burnwal
1	<b>Background Details</b>	He is a Chartered Accountant, Company Secretary and a Cost Accountant. He is associated with the Jajpur unit of the Company since 2006.
2	<b>Past Remuneration</b>	Remuneration received from Rohit Ferro-Tech Limited Rs. 1,64,000/- (Rupees One Lac Sixty Four Thousand Only) per month.
3	<b>Job Profile &amp; his suitability</b>	Overall management of the Jajpur Unit of the Company.
4	<b>Remuneration proposed</b>	As detailed above.
5	<b>Comparative remuneration profile with respects to Industry Size of the Company, profile of the position and person</b>	The proposed remuneration is commensurate with the size and nature of business of the Company and the responsibility of the appointee. The remuneration do differ from Company to Company in the industry depending on the respective operations.
6	<b>Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any,</b>	Mr. Ranjeet Kumar Burnwal does not have any pecuniary relationship directly and indirectly with the Company as well as with the managerial personnel.

**III. OTHER INFORMATION**

**Reason of Loss or inadequate profits**

The depressed Ferro Alloys market due to recession in all major Global Economies, has impacted the demand and net realization of the Company's products. The adverse movement in the foreign currency has also impacted the Company's liability on account of raw material procurement. Administered price increase for energy including power, coal and fuel has also added to the cost structure which could not be passed to the consumers in depressed business environment. The Company has incurred losses and has been facing liquidity crunches resulting in to fall in capacity utilization.

**Steps taken or proposed to be taken for improvement**

The Company has undertaken several steps to lowering the overheads and aligning resources with current level of operations. The Company is focusing on cost competitiveness. The Company was brought under the Corporate Debt Restructuring (CDR) Scheme for nursing it to profitability. However, the improvements were not marked. As a corrective action plan, the lenders have since invoked Strategic Debt Restructuring (SDR) with reference date of 30th November, 2015.

**2. Date of Commencement of Commercial Production:**

The Company commenced its commercial production in 2003.

**3. Financial Performance of the Company:**

The Financial Performance of the Company is as follows:

(Rs. in Crores)

Particulars	2014-15	2013-14	2012-13
Sales and other Income	1,883.01	2,494.52	2,270.22
Profit before Depreciation, Interest and Tax but after Prior Period Items	(1,31.84)	(68.86)	2,42.81
Depreciation/Amortization	25.75	30.07	29.53
Interest and Finance Charges	195.24	166.11	143.84
Tax Expenses	-	(36.45)	13.91
Profit/(Loss) before Exceptional items	(352.84)	(228.60)	55.53
Exceptional Gain /(Loss)	-	-	26.61
Profit/(Loss) after Tax	(352.84)	(228.60)	28.92

**4. Foreign Earnings, Investments or Collaborations:**

(Rs. in Crores)

Particulars	2014-15	2013-14	2012-13
Investments Abroad (in Subsidiary)	NIL	6.62	11.94

**Expected Increase in productivity and profits in measurable terms**

The management has adopted focused and aggressive business strategies to improve the sales and profitability of the Company. Considering the present sign of improvement in overall business environment, the Company is expecting an increase in its revenue and profitability.

**Disclosures**

The detail of remuneration and other information is given as above. The requisite details of remuneration etc. of the Director shall be included in the Corporate Governance Report, forming part of the Annual Report of the Company for the financial year 2015-16.

By order of the Board of Directors  
**For Rohit Ferro-Tech Limited**  
**Anil Prasad Shaw**  
 Company Secretary  
 & Compliance Officer

Place: Kolkata  
 Date: March 24, 2016