

## Stewarts and Lloyds of India Limited

(CIN – L28999WB1937PLC009099)

Regd.office: 41, Chowringhee Road, Kolkata - 700 071

Ph: 033-2288-2288/94/95/96,e-mail:slical@slofindia.com,website: www.slofindia.com

### NOTICE

NOTICE is hereby given that the Seventy- Seventh Annual General Meeting of Stewarts and Lloyds of India Limited will be held at Birla Academy of Art and Culture, Ground Floor,108 Southern Avenue, Kolkata - 700029, on Friday, the 31st July 2015, at 11.30 a.m to transact the following business:

1. To consider and adopt the Directors' Report and Audited Financial Statement for the year ended 31st March 2015.
2. To appoint a Director in place of Mr. R Narayanan who retires by rotation and is eligible for re-appointment.
3. To ratify the appointment of Auditors in terms of Companies Act,2013 and to authorise the Board of Directors to fix their remuneration

### SPECIAL BUSINESS

4. To consider and, if thought fit, to pass the following resolution with or without modification as an ORDINARY RESOLUTION:

“RESOLVED THAT Ms.Bharati Srinivasan (DIN. 07114972.) who was appointed as an Additional / Woman Director by the Board of Directors of the Company as on 5th May 2015 pursuant to the provisions of section 160,161,149(1) (b) and other applicable provisions, if any, of the Companies Act, 2013, and Clause 49 of the Listing Agreement of Stock Exchanges read with the Article 90 of the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director who retires by rotation, be and is hereby appointed as a Director of the Company”.

Registered Office  
41, Chowringhee Road  
Kolkata-700 071  
Dated 5th May, 2015

By order of the Board  
Samir Bhadra  
Company Secretary and  
Vice President – Corporate Affairs

### NOTES:

- a) The relevant details pursuant to clause 49 of the Listing Agreement, on Directors for appointment /reappointment are annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY FORMS DULY COMPLETED, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.  
  
A PERSON CAN ACT AS 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.  
  
PROVIDED THAT A MEMBER HOLDING MORE THAN TEN PERCENT, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from 25th July 2015 to 31st July 2015 (both days inclusive).

- d) As per provisions of the Companies Act, 2013, facility for making nomination is now available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Registered Office and/or Registrar and Share Transfer Agent of the Company.
- e) Pursuant to Section 125 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund set up by the Government of India and no payment shall be made in respect of any claim lodged thereafter, by the Company. Accordingly, the unclaimed and unpaid amount of dividend declared by the Company for the financial years, 2000-2001, 2001-2002, 2002-2003, 2003-2004, 2004-2005, 2005-2006 and 2006-2007 which were lying in the Dividend Account of the Company, were transferred to the Fund in the year 2008, 2009, 2010, 2011, 2012, 2013 and 2014 respectively.

Details of dividends declared by the Company, so far :

Date of payment of the dividend	Financial year related to	Due date for transfer of the unpaid or unclaimed amount to the IEPF
27th July 2001	Ended on 31st March 2001	26th August 2008 (since transferred)
26th June 2002	Ended on 31st March 2002	25th July 2009 (since transferred)
26th July 2003	Ended on 31st March 2003	25th August 2010 (since transferred)
2nd August 2004	Ended on 31st March 2004	1st September 2011 (since transferred)
27th July 2005	Ended on 31st March 2005	26th August 2012 (since transferred)
1st August 2006	Ended on 31st March 2006	31st August 2013 (since transferred)
18th July 2007	Ended on 31st March 2007	17th August 2014 (since transferred)
29th July 2008	Ended on 31st March 2008	28th August 2015
29th July 2009	Ended on 31st March 2009	28th August 2016

Members, who have not yet encashed their dividend warrant (s) for the financial year ended 31.3.2008 onwards, are requested to make their claims to the Company and/or Registrar and Share Transfer Agents accordingly, without any delay. In case any assistance is required please contact the Company.

- f) Shareholders desiring any additional information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
- g) As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring the admission slips along with their copies of the Annual Report to the meeting.
- h) documents referred to in the accompanying Notice and the Explanatory Statement shall be opened for inspection at the Registered Office of the Company during normal business hours ( 9.30 a.m to 6.30 p.m ) on all working days except Saturdays, upto and including the date of Annual General Meeting of the Company.
- i) All Members are requested to submit the Permanent Account Number (PAN) to their Depository participant with whom they are maintaining their Demat Account. Members holding Shares in physical form can submit their PAN details to the Company.
- (j) Annual Report for 2014-2015 is being sent to all the Members whose email ID's are registered with the Company/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. Physical Copies of the Annual Report for 2014-2015 are being sent as per permitted mode to the Members who have not registered their email addresses.
- k) The Notice of 77<sup>th</sup> Annual General Meeting and the Annual Report for 2014-2015 will also be available on the company's Website i.e. [www.slofindia.com](http://www.slofindia.com)
- l) In compliance with provisions of section 108 of the Companies Act, 2013 and Rule made thereon , the members may exercise their voting right through Electronic Voting System (Details are attached herewith)

## ANNEXURE TO NOTICE

Explanatory statements in respect of Special Business pursuant to section 102 of the Companies Act, 2013 are set out here under :

### Item No. 4

Ms. Bharati Srinivasan was nominated by the Principal Company i.e M/s. IOT Infrastructure and Energy Services Limited as a Woman Director in the Company. The Board of Directors appointed her as an Additional/ Woman Director with effect from 5<sup>th</sup> May 2015. Ms. Bharati Srinivasan is the Vice President and Head of Legal services in IOT Infrastructure and Energy Services Limited. She is an experienced legal professional with over 15 years experience in practice in the High Court at Bombay and 13 years working experience in Corporate Sector. She has dealt with different challenges in the industries while working in the Corporate Sector and dealt in various issues like Law of Contract . Customs and Excise , Labour and Welfare legislations, Arbitration , Writ , Finance Documentation etc. and has obtained numerous orders favouring the Company and has effectively reduced the litigations. Her last stint was Head of Legal with GOL Offshore Limited . However, the Board recommends her appointment as a Director for her valued patronage and rich experience in Legal and Corporate Affairs and the resolution is placed before the members for their approval. A notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received by the company from a member signifying his intention to propose the appointment of Ms. Bharathi Srinivasan as a Director of the company at the forthcoming Annual General Meeting.

Except Ms. Bharathi Srinivasan , none of the Directors and every other key managerial personnel and relatives of them are in any way concerned or interested , financial or otherwise in the proposed resolution.

### Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. R Narayanan	Ms. Bharati Srinivasan
Date of Birth	23.08.1951	26.01.1965
Date of Appointment	05.10.2013	05.05.2015
Expertise in Specific Functional Areas	Legal and Corporate Affairs	Legal and Corporate Affairs
Qualification	C A, CS	BA(ECON),LLB
List of Companies in which outside Directorship held as on 31.03.2015	IOT Engineering and Projects Ltd.	NIL
Chairman / Members of the Committees of the Board of Companies on which he/she is a Director as on 31.03.2015	NIL	NIL
No. of shares held in the Company	NIL	NIL
Relationship with other Directors of the Company	NIL	NIL

**STEWARTS AND LLOYDS OF INDIA LIMITED**

CIN - L28999WB1937PLC009099, Regd. Office : 41, Chowringhee Road, Kolkata- 700 071

**Attendance Slip**

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the SEVENTY-SEVENTH ANNUAL GENRAL MEETING of the Company at the auditorium of BIRLA ACADEMY OF ART AND CULTURE, GROUND FLOOR, 108 SOUTHERN AVENUE, KOLKATA 700 029 AT 11.30.A.M. on Friday, the 31st July 2015.

Full name of the Shareholder (In capital)

Signature

Folio No. .... /D.P/ IDNO. \* ..... & Client ID No. \* .....

\* Applicable for members holding share(s) in electronic form.

Full name of Proxy holder (In capital)

Signature

Note: Shareholder/ Proxy holder desiring to attend the meeting should bring his copy of the Annual - Report for reference at the meeting.

**STEWARTS AND LLOYDS OF INDIA LIMITED**

Regd. Office : 41, Chowringhee Road, Kolkata - 700 071, CIN - L28999WB1937PLC009099

**Proxy Form in MGT - 11**

Name of the member (s): .....

Registered address: .....

E-mail ID: .....

Folio No/ Client ID: ..... DP ID.....

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: ..... Address.....

..... E-mail Id.....

Signature:....., or failing him

2. Name: ..... Address.....

..... E-mail Id.....

Signature:....., or failing him

3. Name: ..... Address.....

..... E-mail Id.....

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 77th Annual general meeting of the company, to be held on Friday, the 31st day of July 2015 at 11.30 a.m. at Birla Academy of Art and Culture, Ground Floor,108 Southern Avenue, Kolkata 700 029 and at any adjournment thereof in respect of such resolutions as are indicated below:  
Resolution No.

- 1. for adoption of Director's report and audited financial statement 2. for appointment of director in place of retiring director
- 3. To ratify the appointment of auditors 4. for appointment of Ms. Bharati Srinivasan as Director

Signed this ..... day of ..... 2015

Signature of shareholder .....

Signature of Proxy holder(s) .....



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 41 Chowringhee Road, Kolkata 700 071 not less than 48 hours before the commencement of the Meeting.