

NOTICE

Notice is hereby given that the Fifty-ninth Annual General Meeting of the members of ELANTAS Beck India Ltd. (CIN: L24222PN1956PLC134746) will be held on Wednesday, 6 May 2015 at 3.30 p.m. at Hall No.4, 'A' Wing, 5th Floor, MCCIA Trade Tower, ICC Complex, Senapati Bapat Road, Pune 41 1016, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31 December 2014 and the Statement of Profit & Loss for the year ended on that date along with the Reports of the Directors and Auditors thereon.
2. To declare a dividend on equity shares for the year 2014.
3. To appoint a Director in place of Dr. Guido Forstbach (DIN 00427508) who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the appointment of BSR & Co. LLP, (who were appointed by the Members upto the conclusion of the Annual General Meeting to be held in the year 2017 as Statutory Auditors of the Company) having Firm Registration No. 101248W/W-100022, be and is hereby ratified until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company".

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution".

SPECIAL BUSINESS:

5. **Appointment of Mr. Suresh Talwar (DIN: 00001456) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modifications the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and Clause 49 of the Listing Agreement entered into with the Stock Exchange (including any statutory modifications or amendments or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Suresh Talwar (DIN: 00001456), Director of the Company, in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years from the date of this Annual General Meeting of the Company."

6. **Appointment of Mrs. Kishori Udeshi (DIN: 01344073) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modifications the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and Clause 49 of the Listing Agreement entered into with the Stock Exchange (including any statutory modifications or amendments or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mrs. Kishori Udeshi (DIN: 01344073), who was appointed as an Additional Director of the Company with effect from 06 May 2014 by the Board of Directors to hold office upto the date of this Annual General Meeting, under Section 161 of the Companies Act, 2013, but who is eligible for appointment and in respect of whom, the Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years from the date of this Annual General Meeting of the Company."

7. **Appointment of Mr. Martin Babilas (DIN: 00428631) as a Director of the Company.**

To consider and if thought fit, to pass with or without modifications the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and Clause 49 of the Listing Agreement entered into with the Stock Exchange (including any statutory modifications or amendments or re-enactment thereof for the time being in force) Mr. Martin Babilas (DIN: 00428631) who was appointed as an Additional Director of the Company with effect from 06 May 2014 by the Board of Directors to hold office upto the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 ("the Act"), but who is eligible for appointment and in respect of whom, the Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. Payment of remuneration to the Cost Auditors of the Company for Y 2015

To consider and if thought fit, to pass with or without modifications the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or amendments or re-enactments thereof for the time being in force), Dhananjay V Joshi & Associates, Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending on 31 December 2015, be paid a remuneration not exceeding ₹ 1.00 Lac (Rupees One Lac only) per annum plus applicable service tax and reimbursement of out of pocket expenses that may be incurred by them during the course of audit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. Revision in the overall maximum ceiling on remuneration to the Managing Director.

To consider and if thought fit, to pass with or without modifications, as an Ordinary Resolution, the following:

“RESOLVED THAT subject to the provisions of Sections 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V of the said Act, consent of the Company be and is hereby accorded to increase the overall maximum ceiling pertaining to Salary & Special Allowance, Performance Bonus and Perquisites of the Managing Director of the Company as set out below:

Particulars	Maximum amount per annum.	
	Present	Proposed
Salary & Special Allowance	₹ 50 Lacs	₹ 65 Lacs
Performance Bonus	₹ 40 Lacs	₹ 50 Lacs
Perquisites	₹ 20 Lacs	₹ 30 Lacs

10. Holding and continuing to hold the office of profit by Mr. Sanjay Kulkarni.

To consider and if thought fit, to pass with or without modifications the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board) Rules 2014, consent be and is hereby accorded to Mr. Sanjay Kulkarni, a Key Managerial Person, to hold and continue to hold an office or place of profit under the Company with the designation as Chief Financial Officer or with such other designation as Directors may from time to time decide, on the terms and conditions contained in the Appointment Contract dated 18.08.2008 entered into by the Company with Mr. Kulkarni, an extract of which is incorporated in the explanatory statement attached hereto”.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself on a poll only and a proxy need not be a member of the Company.

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at the registered office of the Company not less than 48 hours before the meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable, issued on behalf of the nominating organization.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the share capital of the Company carrying voting rights may appoint a single person as a proxy and such a proxy shall not act as a proxy for any other person or Member.
2. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.

5. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission / transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialized form or to Sharepro Services (India) Pvt. Ltd. in case of holdings in physical form, mentioning their correct reference folio number.
6. Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios alongwith the share certificates so as to enable the Company to consolidate their holdings into one folio.
7. Director retiring by rotation:
Dr. Guido Forstbach is a graduate in chemistry with a doctorate. He started his professional career in the year 1987. Before taking over as President of ELANTAS GmbH, the Electrical Insulation Business Division of ALTANA, with effect from 01 November 2012, Dr. Forstbach was the President of ACTEGA GmbH, the Coatings & Sealants Business Division of ALTANA.
He does not hold Directorships/Committee Memberships of any other companies in India.
8. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business at item Nos. 5 to 10 of the Notice is annexed.
9. The Register of Members and Share Transfer books of the Company will remain closed from Wednesday, 29 April 2015 to Wednesday, 6 May 2015 (both days inclusive), for the purpose of Annual General Meeting.
10. Pursuant to Section 205A and 205C of the Companies Act, 1956, the Company will be transferring in June 2015, the unclaimed dividend for the financial year ended 31 December 2007 to the Investor's Education and Protection Fund of the Central Government. Shareholders who have not encashed the dividend warrants so far, for the financial year ended 31 December 2007 or any subsequent financial years are requested to make their claims addressed to: The Company Secretary, ELANTAS Beck India Ltd., 147, Mumbai-Pune Road, Pimpri, Pune 411018.

It may also be noted that once the unclaimed dividend is transferred to the credit of the said Fund, as above, no claim shall lie in respect thereof with the Company.

11. Request to the Members:
 - a. Request for additional information, if required: Members desiring any relevant information on the accounts at the Annual General Meeting are requested to ensure that their requests reach the Company at least seven days before the date of the meeting, so as to enable the Company to keep the information ready. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting.
 - b. Green Initiative: The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliances by Companies through electronic mode. Keeping in view the underlying theme and the circulars issued by MCA, the Company has been sending all documents like General Meeting Notices (including Annual General Meeting), Audited Financial Statements, Directors' Report, Auditors' Report, etc. to its Members in electronic form, to the e-mail address provided by them and made available to the Company by the Depositories.
If Members would like to support this Green Initiative and receive the above mentioned documents in electronic form, they are requested to send an email from their email ID to Sharepro@shareproservices.com with the subject titled "Green Initiative – EBIL", requesting for receiving these documents in electronic form and mentioning therein their Folio No./ DP ID & Client ID as the case may be. Members are further requested to mark a copy of their e-mail to Shirish.Dabir@altana.com. The Company shall then send such documents in electronic form (in lieu of the physical form) to the submitted e-mail id. The Members may also subsequently update their email ID by a similar e-mail to the Company/ Sharepro Services (India) Pvt. Ltd., giving the requisite details.
 - c. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, change of address, change of name, e-mail address, contact numbers etc. to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and its Registrar & Transfer Agents, Sharepro Services (India) Pvt. Ltd. to provide efficient and better services.

Members holding shares in physical form are requested to intimate such changes to Sharepro Services (India) Pvt. Ltd. at the following address:

Sharepro Services (India) Pvt. Ltd.
Sam Hita Warehousing Complex,
Warehouse No 52 & 53, Plot No 13AB, 2nd Floor,
Sakinaka, Andheri (East), Mumbai 400072.
Tel: (022) 67720300/347
Fax: (022) 28591568

- d. Members holding shares in physical form are requested to get the same dematerialized to eliminate all risks associated with physical shares. Members can contact the Company or Sharepro Services (India) Pvt. Ltd. for any assistance in this regard.
- e. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in demat form, the nomination form may be filed with the respective DP.

12. Voting Options:

(1) **E-voting:** In compliance with the provisions of Section 108 of Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

A. In case of Members receiving Notice by E-mail:

In case of Members receiving E-mail from NSDL (For Members whose e-mail addresses have been registered with the Company / Depositories):

- (i) Open e-mail and open the attached PDF file "elantasbeck.e-voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
- (ii) Open internet browser by typing the URL: <http://www.evoting.nsdl.com>.
- (iii) Click on "Shareholder - Login".
- (iv) Insert your User ID and password as initial password as mentioned in step (i) above and Login. In case you are already registered with NSDL, you can use your existing User ID and password for casting your vote.
- (v) "Password Change" menu appears. Change the password with the new password of your choice with minimum 8 digits / characters or combination thereof. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
- (vi) Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".
- (vii) Select "EVEN" (E-Voting Event Number) of ELANTAS Beck India Ltd. for casting your votes in favour of or against the resolutions from Sunday, 03 May 2015 (9.00 a.m.) to Tuesday, 05 May 2015 (5.00.p.m.). For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolutions or till the end of voting period i.e. upto close of working hours on Tuesday, 05 May 2015 (5.00.p.m.). E-voting shall not be allowed beyond this time.
- (viii) Now you are ready for "e-voting" as "Cast Vote" page opens.
- (ix) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- (x) Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at prajot@prajottungarecs.com with a copy marked to evoting@nsdl.co.in

Please note that:

- Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
- Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the Member.
- It is strongly recommended that you do not share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com or call NSDL on 022-24994600.

B. In case of Members receiving physical copy of Notice

1. In case a Member receives physical copy of the Notice of AGM:

- (i) E-Voting Event Number (EVEN), User ID and Password is provided in the Ballot Form.
- (ii) Please follow all steps from Sr. Nos. (ii) to (x) above, to cast your vote by electronic means.

2. In case of voting by using Ballot Forms:

- (i) In terms of Clause 35B of the Listing Agreement, the Company, in order to enable its Members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, has enclosed a Ballot Form along with this Notice.
- (ii) A Member desiring to exercise voting by using Ballot Form, shall complete the enclosed Ballot Form with assent (FOR) or dissent (AGAINST) and send it at the Registered Office of the Company, in the postage pre-paid self addressed envelope, addressed to the Scrutinizer, CS Prajot Tungare, Partner of Prajot Tungare and Associates, Pune, duly appointed by the Board of Directors of the Company. Ballot Forms deposited in person or sent by post/courier at the expense of the Member will also be accepted.
- (iii) Please convey your assent in Column "FOR" and dissent in the column "AGAINST" by placing a tick (✓) mark in the appropriate column in the Ballot Form only. The assent/ dissent received in any other form/ manner will not be considered.
- (iv) Duly completed and signed Ballot Forms shall reach the Scrutinizer before the AGM date. Alternatively, the Ballot form can also be deposited in the box to be made available at the venue during the AGM. The Ballot Forms received after the AGM date shall be strictly treated as if the reply from the Member has not been received.
- (v) Unsigned/ incomplete Ballot Forms will be rejected. Scrutinizer's decision on validity of the Ballot Form shall be final.
- (vi) A Member may request duplicate Ballot Form, if so required, by writing to the Company at its Registered Office or by sending an email on Shirish.Dabir@altana.com by mentioning their Folio No./ DP ID and Client ID. However, the duly filled in duplicate Ballot Form should reach the scrutinizer not later than the AGM date.
- (vii) A Member can opt for only single mode of voting i.e. either through e-voting or by Ballot Form. If a Member casts votes by both modes then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

3. Voting at AGM: The Members who have not casted their vote either electronically or through Ballot Form, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue.

Other Instructions:

- (i) The e-voting period commences from Sunday, 03 May 2015 at 9.00 a.m. and ends on Tuesday, 05 May 2015 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- (ii) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Thursday, 30 April 2015.
- (iii) Mr. Prajot Tungare, (Membership No. FCS 5484), Partner of Prajot Tungare and Associates, Pune, has been appointed as the Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- (iv) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same and the Chairman or a person authorized by him shall declare the results of the voting forthwith.
- (v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.elantas.com/beck-india> and on the website of NSDL www.evoting.nsdl.com immediately after the results are declared by the Chairman. The results will be communicated to BSE Limited, where the shares of the Company are listed.

By order of the Board of Directors

Shirish Dabir
Company Secretary

Pune
Date: 10 April 2015

Annexure to the Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item Nos. 5 & 6

As per the provisions of Section 149(4) of the Companies Act, 2013 (the "Act") and Clause 49 of Listing Agreement entered into with the Stock Exchange ("Clause 49"), every listed company shall have at least 1/3rd of its total number of directors as Independent Directors whereas Section 149(6) of the Act and Clause 49 II B (1) of Listing Agreement, lays down the criteria for independence.

Mr. Suresh Talwar and Mrs. Kishori Udeshi, Directors of the Company, have furnished declarations to the Company under Section 149(7) of the Act, confirming that they meet the criteria prescribed for Independent Directors under Section 149(6) of the Act as well as Clause 49.

In the opinion of the Board, these individuals are persons of integrity, possess the relevant expertise and experience, fulfill the conditions specified in the Act and the Rules framed thereunder and Clause 49 and are independent of the management of the Company.

In terms of Section 149(11) of the Act, an Independent Director can hold office for two terms upto 5 consecutive years each on the Board of the Company. Whereas, explanation to Section 149(10) and (11) further provides that any tenure of an Independent Director before commencement of the Act shall not be counted as a term while calculating maximum term of office of Independent Directors under those sub-sections of the Act. Accordingly, it is proposed to appoint Mr. Suresh Talwar and Mrs. Kishori Udeshi, as Independent Directors of the Company for a period of 5 (Five) consecutive years with effect from the date of this Annual General Meeting, as set out at Item Nos. 5 & 6 of this Notice. Notice, along with the necessary deposit, as required under Section 160 of the Act, has been received from a Member proposing the candidature of Mrs. Kishori Udeshi as the Independent Director of the Company.

Upon the approval of the Members of the Company on the said resolutions, the appointment shall be formalized by way of issuance of the letter of appointment by the Company to the said Independent Directors.

Mr. Suresh Talwar and Mrs. Kishori Udeshi are concerned and interested in the respective resolutions as it relates to their appointment.

The Board accordingly recommends the resolutions at Item Nos. 5 & 6 of this Notice for the approval of the Members.

None of the said Directors are related to any of the Directors of the Company.

None of the Directors or Key Managerial Personnel of the Company other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions at Item Nos. 5 & 6 of this Notice.

Brief profiles of the said Directors, in terms of Clause 49 of the Listing Agreement are as follows:

- (i) Mr. Suresh Talwar, age 76 years, is a Commerce & Law graduate from University of Bombay. He is also an advocate & solicitor. He was a partner of Crawford Bayley & Co. till 31 March 2006 and was a partner of Talwar, Thakore & Associates. Mr. Suresh Talwar specializes in Corporate Law, Corporate Tax, Foreign Exchange Laws etc.

The Directorships/Committee Memberships of other companies held by Mr. Suresh Talwar are as follows:

Name of the Company	Board Position held	Committee Membership
PZ Cussons India Private Ltd.	Chairman & Alternate Director	
Armstrong World Industries (India) Pvt. Ltd.	Chairman	
Sidham Finance & Investments Pvt. Ltd.	Chairman	
Chowgule & Company Pvt. Ltd.	Director	
Decagon Investments Pvt. Ltd.	Director	
Epitome Global Services Pvt. Ltd.	Director	
India Value Fund Trustee Company Pvt. Limited	Director	
IVF Trustee Company Pvt. Limited	Director	
IVF (Mauritius) PCC	Director	
IVF (Mauritius) Limited	Director	
Indium III (Mauritius) Holding Limited	Director	
Indium IV (Mauritius) Limited	Director	
Rediffusion-Dentsu, Young & Rubicam Pvt. Ltd.	Director	
Sandvik Asia Pvt. Ltd.	Director	Audit Committee
Snowcem Paints Pvt. Ltd.	Director	

Name of the Company	Board Position held	Committee Membership
Swiss Re Shared Services (India) Pvt. Ltd.	Director	
Vidal Health TPA Pvt. Ltd.	Director	
Warner Bros Pictures (India) Pvt. Ltd.	Director	
Uhde India Pvt. Ltd.	Alternate Director	
Sunshield Chemicals Ltd.	Chairman	
Chowgule Ports & Infrastructure Private Ltd.	Director	
Indium III (Mauritius) Limited	Director	
Indium IV (Mauritius) Holding Limited	Director	
Phillips Capital India Pvt. Limited	Director	
Rhodia Speciality Chemicals India Ltd.	Chairman	Remuneration Committee
Biocon Limited	Director	Audit Committee
Blue Star Infotech Limited	Director	Audit Committee Remuneration Committee Compensation Committee
FCI OEN Connectors Ltd.	Chairman & Alternate Director	Audit Committee
Johnson & Johnson Ltd.	Alternate Director	
Merck Ltd.	Chairman	Audit Committee
Samson Maritime Ltd.	Chairman	Remuneration Committee
Shrenuj & Co. Ltd.	Director	
Sonata Software Limited	Director	Remuneration Committee
Philip Finance & Investment Services India Pvt. Ltd.	Director	Audit Committee
Birla Sun Life Trustee Co. Pvt. Ltd.	Director	Audit Committee

- (ii) Mrs. Kishori Udeshi holds a M.A. Degree in Economics from Bombay University. She became the first woman to be appointed as Deputy Governor of the Reserve Bank of India. She was the first Executive Director of the RBI to be nominated on the Board of State Bank of India. As Deputy Governor she was on the Board of SEBI, NABARD, Exim Bank and was the Chairperson of Bharatiya Reserve Bank Note Mudran (Pvt.) Ltd., Bangalore, as also Chairperson of the Deposit Insurance and Credit Guarantee Corporation.

The other Directorships/ Committee Memberships of limited companies of Mrs. Kishori Udeshi are as follows:

Name of the Company	Board Position held	Committee Membership
HSBC Asset Management Company (India) Pvt. Ltd.	Director	
Thomas Cook (India) Ltd.	Director	Corporate Social Responsibility Committee Nomination & Remuneration Committee Audit Committee
Ion Exchange (India) Ltd.	Director	Corporate Social Responsibility Committee Stakeholder Relationship Committee
Shriram Transport Finance Co. Ltd.	Director	Corporate Social Responsibility Committee Audit Committee
Haldyn Glass Ltd.	Director	Corporate Social Responsibility Committee Nomination & Remuneration Committee Audit Committee
Thomas Cook Insurance Services Ltd.	Director	
Shriram Automall Ltd.	Director	Audit Committee

Item No. 7

The Board of Directors appointed Mr. Martin Babilas (DIN: 00428631) as an Additional Director of the Company with effect from 06 May 2014. Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Martin Babilas holds office of Director upto the date of this Annual General Meeting, but is eligible for appointment as a Director. Notice, along with the necessary deposit, as required under Section 160 of the Act, has been received from a Member proposing the candidature of Mr. Martin Babilas as a Director of the Company.

Mr. Martin Babilas has an accounting expertise (Diplom – Kaufmann). He is the Chief Financial Officer of the parent Company viz. ALTANA AG, and is responsible for areas of Controlling, Accounting, Corporate Finance/ Treasury, Tax, Legal, Compliance, Procurement & Information Technology, for the entire ALTANA group. He does not hold Directorships/Committee Memberships of any other companies in India.

Mr. Martin Babilas is concerned and interested in this resolution as it relates to his appointment. None of the other Directors and other key managerial personnel or their respective relatives is concerned or interested financially or otherwise in this Resolution.

The Board therefore recommends passing of the resolution for your approval.

Item No. 8

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of Dhananjay V Joshi & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31 December 2015.

In terms of the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be fixed by the Members of the Company. Accordingly, the Members are requested to fix the remuneration payable to the Cost Auditors as set out in the Resolution for the aforesaid services rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

The Board therefore recommends passing of the resolution for your approval.

Item No. 9

The Members in the Annual General Meeting held on 6 May 2014 have appointed Mr. Ravindra Kumar as the Managing Director of the Company, with the authority to the Board to alter and revise the remuneration within the overall maximum ceiling fixed by the members. It is proposed that the overall maximum ceiling for Salary & Special Allowance, Performance Bonus and Perquisites of the Managing Director of the Company be revised as mentioned in the resolution with effect from the date of this resolution to provide for increase in his annual salary and performance bonus on the basis of his own performance & that of the Company and increase in perquisites.

Except Mr. Ravindra Kumar, none of the other Directors and other Key Managerial Personnel or their respective relatives is concerned or interested financially or otherwise in this Resolution.

Item No. 10

Mr. Sanjay Kulkarni is currently working as Chief Financial Officer of the Company. He is a Key Managerial Person within the meaning of Section 2 (51) of the Companies Act, 2013. Section 188 (1) (f) read with the explanation and the Rule 15 (3) (ii) (b) of the Companies (Meetings of Board) Rules 2014 provides inter alia that where the office or place of profit is held by an individual other than a Director and such person receives from the Company anything by way of remuneration, salary, fee, commission, perquisites, any rent free accommodation or otherwise, beyond the threshold limit provided in the rules, consent of the shareholders by way of special resolution is required for continuation of office of profit by such individual. Under Rule 15 (3) (ii) (b) of the Companies (Meetings of Board) Rules 2014, the threshold limit provided for seeking the shareholders' consent is monthly remuneration of ₹ 2,50,000/- per month received by a related person other than the Director of the Company.

Mr. Kulkarni currently draws a gross remuneration of ₹ 41.56 Lacs p.a. which is in excess of the limit provided in the Rules, referred to herein. Hence consent of the shareholders is required as indicated in item no. 10 of the AGM Notice.

The main terms and conditions of contract entered into with Mr. Kulkarni are as under:

- Period of employment : Terminable by giving 3 months' notice on either side;
- Salary : ₹ 25 lacs p.a.
- Performance Linked Incentive : ₹ 20 lacs p.a.
- Other perquisites : ₹ 20 lacs p.a.
- Retirement Benefits : Provident Fund 12%, Superannuation 15%, Gratuity as applicable.

Vide this contract, Mr. Sanjay Kulkarni is also bound by the non-disclosure of confidential information pertaining to the Company.

Though Mr. Kulkarni has been in the employment of the Company at the time of the notification of Section 188, and also of the Rules stated above, as a matter of abundant caution, the Directors have proposed the Resolution for the consideration of the Members seeking their consent to enable Mr. Kulkarni to hold and continue to hold the office of profit.

Except Mr. Kulkarni, none of the Directors or Key Managerial Persons or their relatives is concerned or interested in the resolution.

Copy of his aforesaid Contract with the Company is available for inspection by Members of the Company between 9.00 a.m. and 5.00 p.m. on all days except Saturdays and Sundays and public holidays upto the date of the Annual General Meeting of the Company.

ATTENDANCE SLIP

Registered Office : 147, Mumbai-Pune Road, Pimpri, Pune 411018.

1. Please fill this Attendance slip and hand it over at the entrance of the meeting hall.
2. Only Members of the Company or their proxies will be allowed to attend the meeting.

I/We, hereby record my presence at the Fifty-ninth Annual General Meeting of the Company, held at Hall No.4, 'A' Wing, 5th Floor, MCCIA Trade Tower, ICC Complex, Senapati Bapat Road, Pune 411016 on Wednesday, 6 May 2015 at 3.30 p.m.

Member's / Proxy's Signature : _____

Member's / Proxy's Full Name : _____
(in block capitals)

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

No. of Shares : _____



PROXY FORM

Registered Office : 147, Mumbai-Pune Road, Pimpri, Pune 411018.

I / We _____

of _____

being a member of ELANTAS Beck India Ltd. hereby

appoint _____

of _____ or failing him / her _____

_____ of _____

as my / our proxy to vote for me / us on my / our behalf at the Fifty-ninth Annual General Meeting of the Company to be held on Wednesday, 6 May 2015 at 3.30 p.m.

Signed this..... day of 2015 Signature

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