

PUDUMJEE INDUSTRIES LIMITED



PUDUMJEE

Annual Report 2013 - 2014

PUDUMJEE INDUSTRIES LIMITED

DIRECTORS :

SHYAM M. JATIA (Upto 31-08-2013)

VINOD KUMAR JATIA (w.e.f. 17.09.2013, Chairman w.e.f. 23.10.2013)

POONAM JATIA (w.e.f. 17.09.2013)

A. S. DAYAL

R. C. SARAF

A. K. SOMANY

G. N. JAJODIA (Executive Director)

R. P. SHROFF

BANKERS :

STATE BANK OF INDIA

IDBI BANK LIMITED

BANK OF INDIA

AXIS BANK LIMITED

SOLICITORS :

KANGA & COMPANY

AUDITORS :

KHARE & COMPANY

REGISTERED OFFICE :

THERGAON, PUNE – 411 033

REGISTRAR & TRANSFER AGENTS :

SATELLITE CORPORATE SERVICES PRIVATE LTD.

B-302, SONY APARTMENT,

OPP. ST. JUDE HIGH SCHOOL,

OFF ANDHERI KURLA ROAD,

JARIMARI, SAKINAKA,

MUMBAI - 400 072

Demat Stock code : INE105C01023

EQUITY SHARES ARE LISTED AT :

BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LTD.,
MUMBAI.

NOTICE

The Forty Ninth Annual General Meeting of the shareholders of **Pudumjee Industries Limited** will be held at the Registered Office of the Company at Thergaon, Pune - 411 033 on Monday, the 15th day of September, 2014 at 9.00 a.m. (ST) to transact the following business:

1. To receive and adopt the audited Balance Sheet as on 31st March, 2014, the Profit and Loss Account and the Cash flow Statement for the year ended on that date together with the Reports of the directors and the Auditors.
2. **To appoint a Director in place of Mr. G. N. Jajodia**, who retires by rotation and being eligible offers himself for re-appointment.
3. **To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.**

"RESOLVED THAT Messrs. Khare & Co., be and are hereby appointed Auditors of the Company for a period of Three years from conclusion of this meeting till the conclusion of 51st Annual General Meeting subject to shareholders further ratification of appointment every year in general meeting at such remuneration and on such other terms as may be fixed by the Board of Directors of the Company".

4. **Appointment of Mr. A. S. Dayal as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time Mr. A. S. Dayal (DIN00005021), a non executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 15th September, 2014 upto 14th September, 2019.

5. **Appointment of Mr. R. C. Saraf as an Independent Director of the Company.**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution
"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time Mr. R. C. Saraf (DIN00161412), a non executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 15th September, 2014 upto 14th September, 2019.

6. **Appointment of Mr. A. K. Somany as an Independent Director of the Company.**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution
"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time Mr. A. K. Somany (DIN00024903), a non executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 15th September, 2014 upto 14th September, 2019.

7. **Appointment of Mr. R. P. Shroff as an Independent Director of the Company.**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution
"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time Mr. R. P. Shroff (DIN03324242), a non executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 15th September, 2014 upto 14th September, 2019.

SPECIAL BUSINESS

8. **To appoint a Director in place of Mr. Vinod Kumar Jatia who was appointed as Additional Director of the Company** pursuant to Article 126 of the Articles of Association and holds office only up to the date of this Annual General Meeting by reason of the provisions of section 260 of the Companies Act, 1956/Section 161 of the Companies Act, 2013 and being eligible, offers himself for reappointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director in accordance with the provisions of Section 160 of the Companies Act, 2013 and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies act, 2013 (Act) and the rules framed thereunder, read with schedule IV to the Act, as amended from time to time, Mr. Vinod Kumar Jatia (DIN00091115), a Non Executive Director of the company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed an independent director with effect from 15th September, 2014 to 14th September, 2019".

9. **To appoint a Director in place of Mrs. Poonam Jatia who was appointed as Additional Director of the Company** pursuant to Article 126 of the Articles of Association and holds office only up to the date of this Annual General Meeting by reason of the provisions of section 260 of the Companies Act, 1956/Section 161 of the Companies Act,

2013 and being eligible, offers herself for reappointment and in respect of whom the company has received a notice in writing from a member proposing her candidature for the office of director in accordance with the provisions of Section 160 of the Companies Act, 2013 and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs. Poonam Jatia (DIN01486507) who was appointed as an Additional Director of the Company with effect from 17th September, 2013 by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 (corresponding relevant provisions under Section 161 of the Companies Act, 2013) and who holds office upto the date of this Annual General Meeting pursuant to section 161 of the Companies Act, 2013, and in respect of whom the Company had received a notice from a member proposing her candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company, liable to retire by rotation".

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956 and subject to such approval(s), sanction(s) as may be necessary and subject to such modification(s) as may be required and which Mr. Gautam Nandkishore Jajodia may accept, Mr. Gautam Nandkishore Jajodia be and is hereby appointed as Executive Director of the Company for a period of five years with effect from 1st September, 2013 AND THAT consent be and is hereby accorded for initial three years to the following remuneration, payments, benefits and amenities and the terms of appointment of the said Mr. Gautam Nandkishore Jajodia with power to the Board of Directors to alter and vary from time to time at its discretion the remuneration and other terms so however that they do not exceed the permissible limits laid down under the Companies Act, 1956/2013 or any statutory modification(s) or re-enactment thereof for the time being in force, namely:

- (a) He shall, subject to the supervision and control of the Board of Directors, perform such services and duties and exercise such powers as from time to time, be entrusted to him by the Board of Directors.
- (b) Remuneration of ₹ 1,75,000/- per month including dearness allowance.
- (c) Rent free furnished residential accommodation, Company paying or reimbursing all rents, rates, taxes and other expenses for the upkeep and maintenance of his residential accommodation or an allowance in lieu thereof.
- (d) Expenses on electricity, gas, water and furnishing, of the residential accommodation.
- (e) Actual medical expenses including hospitalization, nursing home charges, surgical charges, insurance premium and traveling expenses incurred for himself and his family.
- (f) Leave travel assistance to cover air or first class air conditioned railway fare for himself, his wife and dependant children once in a year.
- (g) Membership including entrance and other fees for clubs.
- (h) Personal accident insurance premium.
- (i) Participation in the Provident Fund and Pension/Superannuation Schemes.
- (j) Gratuity as per the Company's rules applicable to its Executive Staff Members.
- (k) i) Annual leave with full pay and other benefits for a period of one month with benefit of encashment of unutilized leave.
ii) Sick and casual leave as per Company's rules applicable to its Executive Staff Members.
- (l) Maintenance of telephone at his place of residence at the entire cost of the Company.
- (m) Exclusive free use of a motor car for the business of the Company as well as for his personal use with full maintenance charges in respect thereof such as Chauffeur's salary, garage rent, fuel, repairs, insurance, taxes, overhauling charges, etc. at the entire cost of the Company.

PROVIDED THAT in the event of absence or inadequacy of profits in any year the said remuneration as stated in clause (b) above together with the payments, benefits and amenities shall nevertheless be paid or allowed as minimum remuneration for such year".

11. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to Section 180(1)(c) and other enabling provisions, if any, of the Companies Act, 2013 and in supersession of the resolution passed at the General Meeting held on 9th February, 2008 the Directors of the Company be and are hereby authorized to borrow monies from time to time from one or more bodies corporate, Banks or any entity or any person or persons by way of credit, advance or other loans or deposits, whether unsecured or secured by mortgage, charge, hypothecation or pledge of the fixed assets and properties of the Company whether movable or immovable or stock in trade including raw materials, stores, spares or components installed or uninstalled or in transit or of goods in process and finished goods for the purpose of carrying on the business of the company, notwithstanding that such borrowings, together with moneys already borrowed by the Company (apart from temporary loans obtained, from Company's bankers in the ordinary course of business) may exceed the aggregate of paid up share capital and free reserves not set apart for any specific purpose for the time being and from time to time but so that the total amount of monies so borrowed by the Directors shall not exceed the sum of Rupees One Thousand Crores".

12. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company, pursuant to section 73(2) and 76 of the Companies Act, 2013 ("the Act" which term includes any

amendment or modification or re-enactment thereof) and other applicable provisions of the said Act or other laws and subject to conditions laid down in those provisions and the Companies (Acceptance of Deposit) Rules, 2014, to invite and accept deposits from the members of the Company on such terms and conditions as the Board may decide, so however that the borrowing by way of fixed deposits, as above, shall not exceed the limits laid down under the Companies (Acceptance of Deposits) Rules, 2014 in force and as amended from time to time".

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The Explanatory Statement setting out material facts and the reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 are annexed.

The Register of Members and share Transfer Books of the Company will be closed from Thursday, the 9th day of September, 2014 to Monday, the 15th day of September, 2014, both days inclusive.

The proxy in order to be effective, must be deposited at the Registered office of the Company not less than 48 hours before commencement of the meeting.

Mr. G. N. Jajodia whose appointment is to be considered by Annual General Meeting as mentioned above does not hold any shares in the Company.

Mrs. Poonam Jatia, whose appointment is to be considered by Annual General Meeting as mentioned above holds 8,99,000 shares in the Company.

Messrs. Vinod Kumar Jatia, A. S. Dayal, R. C. Saraf, A. K. Somany and R. P. Shroff whose appointment as Independent Director is to be considered by annual General Meeting as mentioned above do not hold any shares in the Company. Members who hold shares in dematerialized form are requested to bring their CLIENT ID and DP ID numbers for easy identification of attendance at the meeting.

Members holding shares in dematerialised form are requested to intimate any change in their address, bank details etc. to their respective DPs and those holding shares in physical form are to intimate the above said changes to the Registrar and Share Transfer Agents of the Company.

Members who have not encashed their dividend warrants pertaining the year to 2009-10 may approach the Company /its Registrar, for obtaining payment thereof.

Those shareholders who do not have access to e-voting facility may write to Registrar & Transfer Agent, Satellite Corporate Services Pvt. Ltd. or to the company for ballot paper, which after filling up should reach to the scrutinizer Mr. P.N.Parikh, Parikh & Associates 111, 11th floor, Sai Dwar CHS. Ltd., Opp. Laxmi Ind. Estate, Off Link Road, Andheri (W), Mumbai-400053 on or before 9th September 2014.

In compliance with the provisions of section 108 of the act and the Rules framed there under, the Company is pleased to provide the Members facility to cast their votes electronically, through the e-voting services provided by Central Depository Services (India) Ltd. (CDSL), on all resolutions set forth in this Notice.

The instructions for shareholders for e voting are as under:

A. In case of Members receiving email:

- 1 If you are holding shares in demat form and had logged on to <https://www.evotingindia.co.in> and casted your vote for earlier for EVSN of any Company, then your existing login id and password are to be used.
- 2 Log on to the e-voting website <https://www.evotingindia.co.in>
- 3 Click on the shareholders tab to cast your vote.
- 4 Now, select the electronic Sequence Number (EVSN) along with the Company's name from the drop down menu and click on "Submit"
- 5 Now, fill up the following details in the appropriate boxes:

User Id	For Members holding shares in demat form For NSDL: 8 character DP Id Followed by 8 digits Client Id For CDSL 16 digits beneficiary ID	"For Members holding shares in Physical Form Folio Number Registered with the company
PAN*	Enter your 10 digit alphanumeric PAN issued by the Income Tax Department when prompted by the system while e-voting (applicable for both demat and physical shareholders)	
DOB#	Enter the date of birth as recorded in your demat account or in the Company records for the said demat account for folio in dd/mm/yy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. 	

* Members who have not updated their PANB/DOB with the company / Depository Participant are requested to use the PIN number mentioned in the PAN/DOB field. (Please enter any one of the details in order to login)

- 6 After entering these details appropriately click on submit tab.
- 7 Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach Password Creation menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight character consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character

(@#%&*). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- 8 Click on the relevant EVSN on which you choose to vote.
- 9 On the voting page, you will see the Resolution Description and against the same the option "YES/NO" for voting. Select the option Yes or No as desired. The option Yes implies that you assent to the Resolution and the option NO implies that you dissent to the Resolution.
- 10 Click on the Resolution File link, if you wish to view the entire resolution.
- 11 After selecting the resolution you have decided to cast your vote on, click on submit. A confirmation box will be displayed, if you wish to confirm your vote, click on OK else to change your vote click on CANCEL and accordingly modify your vote.
- 12 Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
In case of Members receiving the physical copy of the Notice of AGM (for Members whose email ids are not registered with the Company / Depository Participant(s) or requesting physical copy)
- B Please follow all steps from Sr. No. 2 to sr. No. 12 above, to cast vote.
- C Institutional shareholders (i.e other than individuals, HUF, NRI etc.) are required to logon to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in pdf format in the system for the Scrutinizer to verify the vote.
- D The voting period begins on Tuesday, 9th September, 2014 at 9.30 a.m. and ends on Wednesday, 10th September, 2014 at 5.30 p.m. during the period shareholders of the Company, holding shares either in physical form or in dematerialized form as on 1st August, 2014, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- E In case you have any queries or issues regarding e-voting, you may refer the FAQ and e-voting manual available at <https://www.evotingindia.co.in>

Procedure to reset password.

After you select the EVSN, enter the user ID and CAPTCHA code and click on Forgot Password.

After you click on forgot password, enter your PAN and any one detail from email id, mobile number, date of birth or Date of incorporation. Please note if your email id, mobile number is uploaded by the company /RTA in the e-voting system, then you will be able to enter details in this field otherwise you would be unable to enter any information in the field. After entering the details click on Submit.

If you enter your email id, the reset password will be sent to the email id uploaded by the company.

If you enter your mobile number then an SMS will be sent to the mobile number uploaded by the company / RTA containing the new password. The email id and mobile number should match in both cases.

In case your email id and mobile are not editable then you can enter either your bank account number or date of birth / date of incorporation. Once you enter these details click on Submit. A dialogue box would be displayed. Click on OK. You will be directed to the change password screen, enter the new password of your choice and confirm the same, then click on submit.

Login to your account using the revised /new password.

The Board of Directors has appointed Shri P. N. Parikh, for Parikh and Associates, Practicing Company Secretary, Mumbai as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and will make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.

The results on the resolutions shall be declared at or after the Annual General Meeting of the company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.

The results declared along with the scrutinizer's report(s) will be available on the website of the company (www.pudumjeeindustries.com) within two days of passing of the resolutions and communication of the same to Stock Exchange(s), where the shares of the Company are listed.

By Order of the Board of Directors,

J. W. Patil

Deputy Company Secretary

Registered Office:

Thergaon, Pune - 411 033

Dated: 26th July, 2014

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS AND REASONS CONCERNING THE BUSINESS AS MENTIONED IN NOTICE DATED 26th July, 2014 CONVENING 49TH ANNUAL GENERAL MEETING.

Resolution No. 8

Mr. Vinod Kumar Jatia was appointed as Additional Director of the company under Article 126 of the Articles of Association with effect from 17th September, 2013. Under the provisions of section 161 of the Companies Act, 2013 and the provisions of the said Article he holds office only upto the date of ensuing Annual General Meeting. Mr. Vinod Kumar Jatia, is a Commerce Graduate and has more than 15 years experience in diversified business activities.

A Notice proposing Mr. Vinod Kumar Jatia for appointment to the office of director at the ensuing Annual General Meeting together with a deposit of Rs. 1 Lac has been received by the Company as required by Section 160 of the Companies Act, 2013.

Except Mr. Vinod Kumar Jatia, no other director, Key Managerial Personnel or their relatives is concerned or interested in the resolution.

In the opinion of the Board Mr. Vinod Kumar Jatia fulfils the conditions specified under the Companies Act, 2013 for an appointment as independent Director. He will not be liable to retire by rotation under the provisions of Section 149 of the Act. The Ordinary resolution in this behalf is, therefore, commended for the approval of the members.

Resolution No. 9

Mrs. Poonam Jatia was appointed as Additional Director of the company under Article 126 of the Articles of Association with effect from 17th September, 2013. Under the provisions of section 161 of the Companies Act, 2013 and the provisions of the said Article she holds office only upto the date of ensuing Annual General Meeting. Mrs. Poonam Jatia, is a Commerce Graduate and is from a business family. She is relative of Mr. Gautam Jajodia. Mrs. Poonam Jatia is a promoter and holds together with her relatives 21,33,500 shares of the Company.

A Notice proposing Mrs. Poonam Jatia for appointment to the office of director at the ensuing Annual General Meeting together with a deposit of Rs. 1 Lac has been received by the Company as required by Section 160 of the Companies Act, 2013.

Except Mrs. Poonam Jatia, and Mr. G. N. Jajodia, being relative of Mrs. Poonam Jatia no other Director, Key Managerial Personnel is concerned or interested in this resolution.

The Directors commend the resolution for approval of members

Resolution No. 10

Mr. G. N. Jajodia was appointed a Director in the year 2001. Mr. Jajodia is a Bachelor of Commerce and Master in Business Administration and has a long business experience. The management proposes to appoint Mr. Jajodia as Executive director for a period of five years with effect from 1st September, 2013 on the terms and conditions contained in the accompanying resolution. The Board of directors and its Remuneration committee at their meeting held on 17th September, 2013 have recommended his appointment and remuneration. The Board of directors are of the opinion that it would be in the interest of the company to appoint him as a Executive Director.

Except Mr. G. N. Jajodia, and Mrs. Poonam Jatia (who is a promoter), being relative of Mr. G. N. Jajodia, no other Director, Key Managerial Personnel or their relatives is concerned or interested in this resolution.

The Directors commend the resolution for your approval.

Resolution No. 11

Section 180(1) (c) of the Companies Act, 2013 provides that the Company can not borrow money where the monies borrowed together with the monies already borrowed exceeds the aggregate of paid up share capital of the Company and its free reserves without the sanction of General Meeting. By a resolution passed at the General Meeting of the shareholders of the Company held on 9th February, 2008, the Directors were authorized to borrow moneys up to a limit of Rupees 1000 crores. To regularize the said authority to the Directors in terms of provisions of Companies Act, 2013 the Board of Directors commend for your approval the resolution mentioned in this item.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in this resolution.

The Directors commend the Resolution for the shareholder's approval.

Resolution No. 12

The Company proposes to accept the deposits from its members in compliance with provisions of Companies Act, 2013 subject to approval of shareholders in General Meeting. As per Balance Sheet as at 31st March, 2014, the Company can accept deposits aggregating to Rs. 400 Lacs.

None of the Directors of the Company or Key Managerial Personnel or their relatives are concerned or interested in this resolution.

The Directors commend the Resolution for the shareholders' approval

Resolution Nos. 4 to 7

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Messrs. A. S. Dayal, R. C. Saraf, A. K. Somany, R. P. Shroff and Vinod Kumar Jatia as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Companies Act 2013, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination Committee has recommended the appointment of these directors as Independent Directors from 15th September, 2014 to 14th September, 2019.

Messrs. A. S. Dayal, R. C. Saraf, A. K. Somany, R. P. Shroff and Vinod Kumar Jatia, the non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

PUDUMJEE INDUSTRIES LIMITED

In compliance with the provisions of section 149 read with schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of the Independent Directors to be appointed is given below:

Mr. A. S. Dayal was appointed as director in 1991. Mr. Dayal is practicing solicitor He does not hold any shares in the company.

Mr. R. C. Saraf was appointed as director in 1990. He is a businessman of repute and has experience in business and administration .He does not hold any shares in the company.

Mr. A. K. Somany was appointed as Director in 1991. He is a well known business man having over 38 years of experience in business and finance.

Mr. R. P. Shroff was appoint din 2011. He is Master in commerce and Master in software Application Computer Programming. He does npt hold any share sin the company.

Mr. Vinod Kumar Jatia was appointed on 17.09.2013. He was appointed Chairman of the Company w..e.f 23rd October, 2013.

Information pursuant to the requirements of paragraph B(ii) of section II of schedule V to the Companies Act, 2013 concerning remuneration payable to Mr. G. N. Jajodia, Executive Director is furnished herein below.

I GENERAL INFORMATION

- | | | | | | | | | | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------|----------|-------|-------------------|-----|------------------|----|----------|------|
| 1 Nature of Industry | : | Paper Manufacturing | | | | | | | | | | |
| 2 Date or expected date of commencement of commercial production | : | In the year 1978 | | | | | | | | | | |
| 3 In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | : | Not Applicable | | | | | | | | | | |
| 4 Financial performance based on given indicators | : | <table border="0"> <tr> <td></td> <td>Rs. In Lacs</td> </tr> <tr> <td>Turnover</td> <td>13798</td> </tr> <tr> <td>Profit before Tax</td> <td>201</td> </tr> <tr> <td>Profit after Tax</td> <td>70</td> </tr> <tr> <td>Reserves</td> <td>3795</td> </tr> </table> | | Rs. In Lacs | Turnover | 13798 | Profit before Tax | 201 | Profit after Tax | 70 | Reserves | 3795 |
| | Rs. In Lacs | | | | | | | | | | | |
| Turnover | 13798 | | | | | | | | | | | |
| Profit before Tax | 201 | | | | | | | | | | | |
| Profit after Tax | 70 | | | | | | | | | | | |
| Reserves | 3795 | | | | | | | | | | | |
| 5 Foreign investment or collaboration if any | : | Nil | | | | | | | | | | |

II INFORMATION ABOUT THE APPOINTEE.

- Mr. G. N. Jajodia is a Director of the Company since 2001 and was designated as Executive Director from 1st September, 2013. Mr. Jajodia is Bachelor of Commerce and Master in Business Administration and has a long business experience.

Remuneration per month of Rs. 175000/-. He is also entitled to the benefit of contribution to Provident Fund, gratuity and other perquisites such as medical expenses, club fees, personal accident insurance, telephone, car etc.

He was not drawing any remuneration in past, except sitting fees for attending Board/Committee meetings.

- Recognition of Awards : Nil
- Job profile and his suitability : Subject to the supervision and control of the Board of Directors, perform such services and duties and exercise such powers as from time to time, be entrusted to him by the Board of Directors. He is Bachelor of Commerce and Master in Business Administration and has a long business experience.

- Remuneration proposed : Rs. 175000/- per month including Dearness allowance. He is also entitled to the benefit of contribution to Provident Fund, gratuity and other perquisites such as medical expenses, club fees, personal accident insurance, telephone, car etc.

- Comparative remuneration with respect to industry, size of the company, profile of the position and person. : There exists no such comparison in terms of Company's size and nature of its operations. The remuneration proposed is in line with the remuneration of similar occupants in some of the industry and general trend in this regard.

- Pecuniary relationship directly or indirectly with the company or relationship with the management personnel if any. : Nil

III OTHER INFORMATION

- Reasons of loss or inadequate profits : The company had adequate profits for payment of managerial remuneration in the last year.
- Steps taken or proposed to be taken for improvement : The management emphasis on cost reduction, appropriate product mix and quality improvement for better profits.
- Expected increase in productivity and profits in measurable terms. : With the aforesaid efforts the profits are targeted to be achieved to be adequate for managerial remuneration.

IV DISCLOSURES

As indicated above under II "INFORMATION ABOUT THE APPOINTEE"

The Company's Memorandum and Articles of association are open for inspection at the Company's Registered Office on any working day during the business hours.

By Order of the Board of Directors,

J.W. Patil

Deputy Company Secretary

Registered Office:

Thergaon, Pune - 411 033

Dated: 26th July, 2014