

## ANTARCTICA LIMITED

### Chairman and Managing Director

Ranjan Kuthari

### Directors

Rohit Kuthari - Executive Director

Rajat Kothari - Executive Director

Tapan Majumdar - Independent Director

Tushar Ash - Independent Director

Renu Kuthari (Mrs) - NonExecutive Director

S Banerjee - Independent Director

Amit Kumar Jain - Independent Director

### Registered Office

CIN No : L22219WB1991PLC95149

1A Vidyasagar Street

Kolkata 700 009

Ph : 033-23608308

9830217177

Fax : 033-23507658

e-mail : info@antarctica-packaging.com

### Works

Falta SEZ

Sector 1, Plot No 1

24 Parganas (South)

West Bengal

132 A/1B Raja Rajendra Lal

Mitra Road,

Kolkata 700 010

### Auditors

A. K. S. & Associates

Chartered Accountants

43/7 Bholanath Nandy Lane, Howrah-711104

### Bankers

United Bank of India

11 Hemanta Basu Sarani

Kolkata - 700001

### Registrar & Share

#### Transfer Agent

Maheshwari Datamatics (P) Ltd.

6 Mangoe Lane

Kolkata - 700001

Ph : 2243 5809/2248 2248

Fax : 2248 4787

E-mail : mdpl@cal.vsnl.net.in

### Solicitors

Srenik Singhvi

Advocate

7C Kiran Shanker Roy Road

4th Floor

Kolkata 700 001

**ANTARCTICA LIMITED**

Registered Office : 1A, Vidyasagar Street, Kolkata - 700009

www.antarctica-packaging.com

CIN No : L22219WB1991PLC951949

**PROXY FORM**

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 Antarctica Limited, hereby appoint.

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

Email Id : .....Signature : .....

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

Email Id : .....Signature : .....

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

Email Id : .....Signature : .....

As my/our proxy to attend and vote (on a poll) for me/our behalf at the 22nd Annual General Meeting of the Company, to be held on 25th day of September 2014 at 11a.m.at Rammohan Library Hall 267, Acharya Prafulla Chandra Road, Kolkata-700009 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1.....2.....

3.....4.....

5.....6.....

7.....8.....

Signed this.....day of.....2014.

Signature of Shareholder : .....

(Affix  
Revenue  
Stamp)

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at 1A Vidyasagar Street, Kolkata-700009, not less than Forty Eight Hours before the meeting.

**ANTARCTICA LIMITED**

Registered Office : 1A, Vidyasagar Street, Kolkata - 700009

www.antarctica-packaging.com

CIN No : L22219WB1991PLC951949

**ATTENDANCE SLIP**

(22nd Annual General Meeting-25th September 2014)

I hereby record my presence at the TWENTY SECOND ANNUAL GENERAL MEETING of the Company at Rammohan Library Hall 267, Acharya Prafulla Chandra Road, Kolkata-700009 . on Thursday, 25th September 2014 at 11.00 A.M.

Full name of the membber(In BLOCK LETTER) : .....

Folio No. ....DP ID No.....Client ID No.....

No. of Share held.....

Full name of Proxy (In Block Letter) : .....

Member's/Proxy's Signature : .....

Tear Here

# ANTARCTICA LIMITED

## Antarctica Limited

Regd. Office : 1A, Vidyasagar Street, Kolkata - 700009  
Ph.: 033-23608308, Fax: 033-23507658, E-mail : info@antarctica-packaging.com  
CIN No : L22219WB1991PLC 951949, www.antarctica-packaging.com

### NOTICE

**NOTICE** is hereby given that the 22nd Annual General Meeting of the members of ANTARCTICA LIMITED will be held on Thursday, the 25th September, 2014 at 11 a.m. at Rammohan Library Hall, 267, Acharya Prafulla Chandra Road, Kolkata-700009, to transact the following business:

#### ORDINARY BUSINESS

1. To consider and adopt the Audited Profit and Loss Account of the Company for the year ended 31st March, 2014, the Balance Sheet as on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a director in place of Mrs. Renu Kuthari (holding DIN : 00679971) who retires by rotation and, being eligible, offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

#### SPECIAL BUSINESS

4. 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 any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013. Mr. Tushar Ash (holding DIN : 00679979). Independent Director of the Company who retires by rotation at the Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting till the Annual General Meeting for the Financial Year ended 31st March, 2019".
5. 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 any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013. Mr. Tapan Majumdar (holding DIN : 00676108). Independent Director of the Company who retires by rotation at the Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting till the Annual General Meeting for the Financial Year ended 31st March, 2019".
6. 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 any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013. Mr. Amit Kumar Jain (holding DIN : 00742622). Independent Director of the Company who retires by rotation at the Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting till the Annual General Meeting for the Financial Year ended 31st March, 2019".
7. 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 any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013. Mr. S Banerjee (holding DIN : 05282648). Independent Director of the Company who retires by rotation at the Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting till the Annual General Meeting for the Financial Year ended 31st March, 2019".
8. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution :  
"Resolved that pursuant to the provisions of Sections 196, 197, 203 of the Companies Act, 2013 and the Rules made thereunder (Including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 the consent of the Company be and is hereby accorded to the re-appointment of Mr. Ranjan Kuthari ( holding DIN : 00679967), as Managing Director of the Company for a period of five years with effect from 1st April, 2014, on the terms and conditions as set out in the Explanatory Statement annexed hereto."  
"RESOLVED FURTHER that aggregate amount of remuneration payable to him in a particular financial year will be subject to overall ceiling limit laid down in Sections 196 & 197 of the Companies Act, 2013."  
"Resolved FURTHER that the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Ranjan Kuthari.

#### Registered Office:

1A, Vidyasagar Street, Kolkata 700 009.  
30th May, 2014.

By Order of the Board  
for **ANTARCTICA LIMITED**  
RANJAN KUTHARI (CMD)

## ANTARCTICA LIMITED

### Important notes :

1. The Register of Members and the Share Transfer books of the Company will remain closed from Friday 19th September 2014 to Thursday 25th September 2014 (both days inclusive)
2. The Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 (corresponding to 173(2) of the Companies Act, 1956), which sets out details relating to Special Business at the meeting, is annexed hereto.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/ herself. such a proxy/proxies need not be a member of the company.  
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.  
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of Annual General meeting.
5. Members holding shares in physical mode are requested to intimate changes in their address alongwith proof of address/bank mandate to the Registrar and Share Transfer Agents (RTA), M/s Maheshwari Datamatics (P) Ltd. Members holding Shares in electronic mode are requested to send the intimation for change of address/ bank mandate to their respective depository Participant.
6. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA, enclosing their share certificates to enable the Company to consolidate their holdings into a single folio.
7. Shareholders are also requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI and also to prevent any loss of Physical Share Certificate ( if already complied with, please ignore this).
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members are, therefore, requested to submit the PAN details to the Company.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. Electronic copy of the Notice and Annual Report of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. Members holding Shares in physical form can now avail the facility of nomination in respect of shares held by them pursuant to the Companies Act, 2013. The prescribed form ( Form SH 13) can be obtained from the Share Department of the Company. Members desiring to avail this facility, may sent their Nomination Form ( in duplicate) duly filled in, to the Company or its Share Transfer Agents M/s Maheshwari Datamatics (P) Ltd., 6 Mangoe Lane, Kolkata - 700 001. by quoting their respective Folio Numbers.
13. Members can now get their e-mail address registered with the Company if they want to receive the notices of the Company, for holding general meeting, postal ballot and any other purpose, through electronic mode.
14. Members may also note that the notice of the 22nd Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website [www.antarctica-packaging.com](http://www.antarctica-packaging.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication physical form, upon making a request for the same, by post free of cost. For communication, the shareholders may also send requests to the Company.
15. Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at th 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Service provided by Central Depository Service Limited (CDSL):

## ANTARCTICA LIMITED

The instruction for members for voting electronically are as under :-

**Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014** and Clause 35 B of the Listing Agreement, the Company is providing members, the facility to exercise their vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Service Ltd (CDSL)

A member may exercise his votes at any General Meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014. During the e-voting period, members of the company holding shares either in physical form or dematerialized form, as on the cut off date i.e. 16th August 2014, may cast their votes electronically.

The e-voting period commences at 9.00 a.m. on 19th September 2014 and ends at 6.00 p.m. on 21st September 2014. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a shareholder he/she shall not be allowed to change it subsequently.

A copy of this notice has been placed on the website of the Company and the website of CDSL.

Ms. Swati Bajaj, Practising Company Secretary (Membership No. ACS : 13216, CP 3502) and Partner of M/s PS & Associates Company Secretaries has been appointed 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) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared at the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.antarctica-packaging.com](http://www.antarctica-packaging.com) and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the NSE

The process and instructions for e-voting are as under :

- (i) Log on the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (ii) Click on "**Shareholders**" tab.
- (iii) Now enter your **User ID**.
  - (a) For CDSL: 16 digits beneficiary ID
  - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company
  - (d) Next enter the image **Verification Code/Captcha Code** as Displayed and Click on **Login**.
  - (e) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company/entity then your existing password is to be used. If you are a first time user follow the steps given below.
- (iv) Now, fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) ( Applicable for both demat shareholders as well as physical shareholder)  * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the Pan field.  * In case the folio number is less then 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters, e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN format.
DOB*	Enter the Date of Birth as recorded in your demat account or in the Bank records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Bank records for the said demat account or folio. # 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 number of shares held by you as on the cut off date in the Dividend Band details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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 enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the relevant EVSN of Antarctica Limited on which you choose to vote.
- (ix) On the Voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

## ANTARCTICA LIMITED

- (xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" , else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If Demat account holder has forgotten the changed password then enter the User ID and image verification code/Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xv)
  - A) Institution shareholders (i.e. other than Individual;s, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - B) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - C) After receiving the login details they have to create a user who would be able to link to account(s) which they wish to vote on.
  - D) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - E) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvi) In Case of members receiving the physical copy :
  - (A) Please follow all steps from s.l. no. (i) to sl. (xvi) above to cast vote
  - (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). (iii)  
As the voting would be through electronic means, the members who do not have access to e-voting, may requisite a Physical Ballot from the Company. You are required to fill in the ballot form and enclose it in a sealed envelope and send it to the Scrutinizer. unsigned, incomplet or incorrectly ticked forms shall be rejected. The ballot must be received by the Scrutinizer on or before 21st September 2014 (6.00 pm). The Scrutinizer's decision on the validity of the forms will be final. Members are required to vote only through the electronic system or through ballot only and in no other form. In the event a members casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.
  - (C) You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
  - (D) The voting rights of shareholder shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-of date of 16th August 2014

16. MEMBERS HOLDING EQUITY SHARE IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION AT THE MEETING.

**ATTENDANCE WILL START AT 10.45 A.M**

### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

#### **ITEM NO. 4**

Mr. Tushar Ash is an Independent Director of the Company. He joined the Board of Director of the Company on 29.12.2005.

Mr. Ash is the Chairman of Nomination Remuneration Committee and member of Stakeholders Relationship Committee.

Mr. Ash is an Independent Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Ash being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from the conclusion of this Annual General Meeting to the Annual General Meeting for the Financial Year 31st March, 2019. In the opinion of the Board, Mr. Ash fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Ash as an independent Director setting out the terms and conditions would be available for inspection without any fee by the member at the Registered Office of the Company during normal business hours on any working day excluding Saturday. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ash as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ash as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Ash, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

#### **ITEM NO. 5**

Mr. Tapan Majumder is an Independent Director of the Company. He joined the Board of Director of the Company on 30.7.2005.

Mr. Majumder is member of Nomination & Remuneration Committee.

Mr. Majumder is an Independent Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Majumder being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from the conclusion of this Annual General Meeting to the Annual General Meeting for the Financial Year 31st March, 2019.

## ANTARCTICA LIMITED

In the opinion of the Board, Mr. Majumder fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Majumder as an independent Director setting out the terms and conditions would be available for inspection without any fee by the member at the Registered Office of the Company during normal business hours on any working day excluding Saturday. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Majumder as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Majumder as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Majumder, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

### ITEM NO. 6

Mr. Amit Kumar Jain is an Independent Director of the Company. He joined the Board of Director of the Company on 31.01.2008.

Mr. Jain is member of Audit Committee.

Mr. Jain is an Independent Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Jain being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from the conclusion of this Annual General Meeting to the Annual General Meeting for the Financial Year 31st March, 2019. In the opinion of the Board, Mr. Jain fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Jain as an independent Director setting out the terms and conditions would be available for inspection without any fee by the member at the Registered Office of the Company during normal business hours on any working day excluding Saturday. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Jain as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Jain as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

### ITEM NO. 7

Mr. S Banerjee is an Independent Director of the Company. He joined the Board of Director of the Company on 03.08.2012.

Mr. Banerjee is member of Audit Committee.

Mr. Banerjee is an Independent Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Banerjee being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from the conclusion of this Annual General Meeting to the Annual General Meeting for the Financial Year 31st March, 2019.

In the opinion of the Board, Mr. Banerjee fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Banerjee as an independent Director setting out the terms and conditions would be available for inspection without any fee by the member at the Registered Office of the Company during normal business hours on any working day excluding Saturday. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Banerjee as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Banerjee as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Banerjee, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

### ITEM NO. 8

The members in the Annual General Meeting held on 24th September 2009 extended the tenure of Mr. Ranjan Kuthari for the period of five years till 31st March 2014.

The Board of Directors at their meeting held on 30th May, 2014 decided to extend the tenure of Mr. Ranjan Kuthari for a further period of five years from 1st April 2014 till 31st March, 2019.

He has been working in various positions last 40 years in handling process, production, technical services, project development, market development, financial management and administration.

He is also a Chairman of the Board of Directors of the Company.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Mr. Kuthari as the Managing Director and the remuneration payable to him. The terms and conditions proposed (approved by the Nomination & Remuneration Committee, at its meeting held on 26th May 2014 and fixed by the Board of Directors at their meeting held on 30th May 2014) are keeping in line with the remuneration policy that is necessary to encourage good professional managers with a sound career record for an important position as that of the Managing Director.



## ANTARCTICA LIMITED

a. Salary including Dearness Allowance and all other Allowances

Rs. 90,000 per month subject to such periodic increments as the Board of Directors of the Company may approve, upto a total of Rs. 1,10,000 per month.

b. Perquisites

Leave and Leave Travel Concession :

Leave as per rule of the Company including encashment of leave at the end of tenure. Leave Travel Concession for self and family once in a year in accordance with the rules of the Company.

Provident Fund, Superannuation Fund or Annuity Fund

Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund shall be as per rules of the Company to the extent these singly or taken together are not taxable under the Income Tax Act, 1961.

C. Gratuity :

Gratuity payable shall not exceed half a month's salary for each completed year of service.

D. Mediclaim :

Mediclaim payable shall not exceed Rs. 7500/- (Seven thousand five hundred only) for Mr & Mrs Ranjan Kuthari each completed year.

E. Car and Telephone :

Provision of car for use on Company's business and telephone at residence with not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes shall be billed by the Company to Mr. Kuthari.

In case of absence or inadequacy of profits in any financial year during the currency of tenure of Mr. Kuthari as Managing Director, the Company shall pay him remuneration by way of salary and perquisites within the limit specified in Part II (Section II-1) of Schedule XIII to the Act.

In view of the Provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Ordinary Resolution set out at item no. 8 of the accompanying Notice for the approval of the Members. Copy of the Draft Agreement referred to in the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto a including the date of the Annual General Meeting.

None of the Directors except Mrs. Renu Kuthari, Mr. Rohit Kuthari and Mr. Ranjan Kuthari are interested in the resolution set out at item No 8 This Explanatory Statement together with the accompanying Notice may also be regarded as an as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

**Registered Office:**

1A, Vidyasagar Street, Kolkata 700 009.  
30th May, 2014.

By Order of the Board  
for **ANTARCTICA LIMITED**  
RANJAN KUTHARI (CMD)

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE :**

**Re-appointment of Mrs. Renu Kuthari (Item No. 2)**

In term of Section 149, 152 and any other applicable provisions of the Company Act, 2013, effective from 1st April, 2014, for the purpose of determining the directors liable to retire by rotation, the Independent Directors shall not be included in the total number of directors of the Company

Mrs. Renu Kuthari shall accordingly retire at the forthcoming Annual Meeting and being eligible offers herself for re-appointment.

Mrs. Renu Kuthari joined the Board of Directors as a Non-Executive Independent Director.

Mrs. Renu Kuthari is a Graduate and has expertise in Administration & Office Management.

Mrs. Renu Kuthari is a Chairman of Stake Holders Committee & Share Transfer Committee.

Mrs. Renu Kuthari is not a Director or Member in any other Company in India. Upon her re-appointment as a director, Mrs. Renu Kuthari shall continue to hold office as a Non-Executive Director subject to retirement by rotation.

Accordingly, the Board recommends her re-appointment.

Except Mrs. Renu Kuthari, Mr. Ranjan Kuthari & Mr. Rohit Kuthari being related may also be deemed to be interested in the above resolution. Save and except as above, none of the other Directors of the Company are concerned or interested in agenda Item No. 2

**Appointment of other Directors (Item Nos. 4 to 8)**

For the details of Mr. Tushar Ash, Mr. Tapan Majumdar, Mr. A.K. Jain, Mr S. Banerjee & Mr. Ranjan Kuthari please refer to the respective Explanatory Statements as above in respect of the Special Business set out at Item Nos. 4 to 8 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

**Registered Office:**

1A, Vidyasagar Street, Kolkata 700 009.  
30th May, 2014

By Order of the Board  
for **ANTARCTICA LIMITED**  
RANJAN KUTHARI (CMD)



# ANTARCTICA LIMITED

## USAGE OF ELECTRONIC PAYMENT MODES FOR MAKING CASH PAYMENT TO THE INVESTORS

We would like to request you to please go through the below mentioned points and take action immediately to safeguard your interest in terms of Circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013 issued by SEBI, henceforth, payment of dividend, if any, will be made electronically, through ECS/RTGS/NEFT etc.

### For Shareholders holding shares in demat for

Please send your correct bank details (including MICR No. and IFSC Code) to your Depository Participant.

For shareholders holding shares in physical form

Please send your correct bank details (including MICR No. and IFSC Code) along with a cancelled cheque to the Registrars and Transfer Agent (RTA) of the Company at the undernoted address:

RTA : Maheshwari Datamatics (P)Ltd.  
Address : 6 Mangoe Lane, Kolkata-700001  
Ph : 2243 5809/2248 2248 Fax : 2248 4787  
E-mail : mdpl@cal.vsnl.net.in

In cases where either the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by Bank, Companies or their RTI & STA may use physical payment instruments for making cash payment to the investors. Companies shall mandatorily print the bank account details of the investor on such payment instruments.

We shall be thankful if our valued Shareholders take necessary action positively.

### Registered Office:

1A, Vidyasagar Street, Kolkata 700 009.  
30th May, 2014

By Order of the Board  
for **ANTARCTICA LIMITED**  
RANJAN KUTHARI (CMD)

## DIRECTORS' REPORT

### DEAR MEMBERS,

Your Directors are pleased to present the Annual Report and Audited Accounts of the Company for the financial year ended 31st March, 2014.

### FINANCIAL PERFORMANCE

	(Rs in Lacs) year ended 31.3.2014	(Rs in Lacs) year ended 31.3.2013
Gross Sale	322.72	358.51
Other Income	5.78	1.09
Operating Profit	53.94	51.59
Less : Interest	0.74	0.28
Gross Profit	53.20	51.31
Less : Depreciation	32.12	33.06
Profit/(Loss) Before Tax	21.08	18.25
Less : Taxation	0.00	0.00
Profit/(Loss) After Tax	21.08	18.25

### DIVIDEND

Your Directors do not recommend any dividend for the year.

### DIRECTORS

**Mr. Tushar Ash** is an Independent Director whose period of office liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Mr. Ash being eligible and offering himself for appointment, is proposed to be appointed as a Independent Director for five consecutive years from the conclusion of this Annual General Meeting to the Annual General Meeting for the Financial Year ended 31st March 2019.

**Mr. Tapan Majumdar** is an Independent Director whose period of office liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Mr. Majumdar being eligible and offering himself for appointment, is proposed to be appointed as a Independent Director for five consecutive years from the conclusion of this Annual General Meeting to the Annual General Meeting for the Financial Year ended 31st March 2019.