



## For Members' **Attention**

The Register of Members and the Share Transfer Books of the Company will remain closed from 27 September 2014 to 30 September 2014

The Shares of the Company have been brought under Compulsory dematerialization. Those share holders who has not dematerialized their shareholding from physical to demat mode are requested to do so at the earliest.

The Members are requested to quote their Folio Number in all correspondence and also to notify immediately, change of address, if any to the Registrar and Share Transfer Agents viz, MCS Limited at the address given on this page.

Members are requested to bring their copy of the Annual Report along with them to the Annual General Meeting, as the practice of distributing copies of the Report at the Meeting has been discontinued and also to bring with them their Attendance Slip which may be submitted at the entrance duly signed.

Members desirous of getting any information about accounts and operations of the Company are requested to address their queries to the Company at least 10 days in advance of the meeting so that information required can be made readily available at the meeting.

### **REGISTRAR AND SHARE TRANSFER AGENT**

MCS LIMITED  
101, Shatdal Complex,  
1<sup>st</sup> Floor, Opp. Bata Show Room,  
Ashram Road, Ahmedabad – 380 009.

### **CORPORATE OFFICE**

C-3/1001, Anushruti Tower,  
Nr. Jain Temple, Opp. New York Tower,  
Nr. Thaltej Cross Road, S. G. Highway,  
Ahmedabad-380054



# Corporate Information

## BOARD OF DIRECTORS

Mr. Bharvinbhai S. Patel, Non-Independent non-executive director  
 Mr. Maheshbhai M. Patel, Non-Independent non-executive director  
 Mr. Keyur B. Mehta, Independent non-executive director  
 Mr. Maulik A. Shah, Independent non-executive director

### REGISTERED OFFICE

Aviva Industries Limited  
 (CIN : L32200MH1984PLC034190)  
 17, Mumtaz Manzil,  
 Wood House Road,  
 Opp. Chirag Din,  
 Colaba, Mumbai – 400 005.

### CORPORATE OFFICE

C-3/1001, Anushruti Tower,  
 Nr. Jain Temple, Opp. New York Tower,  
 Nr. Thaltej Cross Road, S. G. Highway,  
 Ahmedabad-380054

### REGISTRARS AND SHARE TRANSFER AGENT

#### MCS LIMITED

101, Shatdal Complex,  
 1<sup>st</sup> Floor, Opp. Bata Show Room,  
 Ashram Road, Ahmedabad – 380 009.

### AUDITORS

#### Vishves A. Shah & Co.,

22, Narayan Park -1,  
 Bopal, Ahmedabad – 380058.

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# Notice

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON TUESDAY, THE 30TH DAY OF SEPTEMBER, 2014 AT 2.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 17, MUMTAZ MANZIL, WOOD HOUSE ROAD, OPP. CHIRAG DIN, COLABA, MUMBAI-400 005 TO TRANSACT THE FOLLOWING BUSINESS:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the company as at 31<sup>st</sup> March, 2014 and the Profit and Loss Account for the year ended on that date, with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bharvinbhai Patel (DIN: 01962391), who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint the Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224 and other applicable provisions, if any, of the Companies Act, 1956), M/s. Vishves A. Shah & Co., (Firm Registration No 121356W), Chartered Accountants, be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 3<sup>rd</sup> consecutive Annual General Meeting (after commencement of the Companies Act 2013), subject to ratification by the shareholders at every Annual General meeting held after this Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

## Special Business

4. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Keyur B. Mehta (holding DIN: 00221773 ), Director of the Company who retires by rotation at the upcoming Annual General Meeting and who, pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer liable to retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an independent director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for Five consecutive years for a term up to 31st March, 2019."

5. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Maulik Shah (holding DIN: 03462725), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and who, pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer liable to

retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an independent director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for Five consecutive years for a term up to 31st March, 2019."

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

**APPOINTMENT OF MR. BHARVIN PATEL AS MANAGING DIRECTOR.**

"RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded for appointment of Mr. Bharvin Patel as Managing Director of the Company, for a period of 3 years w.e.f. 1st October, 2014, on the following terms :

1. Salary : Rs. 7,500/- basic salary per month w.e.f. 1st October, 2014 upto maximum basic salary of Rs. 20,000/- per month.

2. Other benefit and perquisites: NIL.

"RESOLVED FURTHER THAT pursuant to provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof, the remuneration as mentioned above be paid as minimum remuneration to Mr. Bharvin Patel notwithstanding that in any financial year of the Company during his tenure as Managing Director, the Company has made no profits or profits are inadequate."

**RESOLVED FURTHER THAT** the Board of Directors of the company and / or any committee thereof be and is hereby authorized to alter or vary any or all of the terms, conditions and / or to increase the remuneration of Mr. Bharvin Patel as approved subject to a maximum monthly basic salary of Rs. 20,000/- and perquisites including the monetary value thereof within the limits specified in Schedule V to the Companies Act, 2013, without any further reference to the Company in general meeting.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the board of directors of the company and / or any committee be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard."

**For and on behalf of the Board**

**PLACE: Ahmedabad**  
**DATE: August 11, 2014**

**Bharvin Patel**  
**Chairman**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT APROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY FILLED IN MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME OF HOLDING MEETING. A BLANK PROXY FORM IS ANNEXED TO THIS NOTICE.
2. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books of the Company will remain closed from 27th September, 2014 to 30th September 2014, both days inclusive.
3. The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 (corresponding to 173(2) of the Companies Act, 1956), setting out material facts in respect of the special business under item No. 4, 5 & 6 is annexed hereto.
4. Members are requested to bring their Attendance slip along with their copy of Annual Report to the Meeting.

5. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.
6. The Notice be dispatched to the Members by Post (and electronically by e-mail to those Members who have registered their e-mail IDs with the Company /Depositories) whose names appear in the Register of Members/list of Beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 8th August, 2014.
7. 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 the annual general meeting.
8. Members desiring any information as regards the operations of the Company are requested to write to the Company at least 5 days in advance so as to enable the management to keep the information ready at the meeting.
9. Voting through electronic means : 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 the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting. The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-voting. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-Voting shall prevail and voting done by ballot shall be treated as invalid.

**The instructions for e-voting are as under:**

- (A) In case a Member receives an email : [for members whose email IDs are registered with the Company/Depository Participants(s)]:
  - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on "Shareholders" tab.
  - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
  - (iv) 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.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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 <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - 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.
  - 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.
- (B) In case of members receiving the physical copy of Notice of AGM (for members whose e-mail IDs are not registered with the Company/depository participant(s) or requesting physical copy)
  - (i) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- (C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to on 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 24th September, 2014 (9.00 a.m.) and ends on 26th September, 2014 (6.00 p.m.) During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) 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).
- (F) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8th August, 2014.

- (G) Mr. Gopal C. Shah & Co, (Firm Registration No. 103296W) Chartered Accountants, (Membership No. 34967) (Address : 102, Tajshree Residency II, Near Dada Saheb Pagla, Vijay Char Rasta, Ahmedabad -380009) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.
- (H) 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.
- (I) The Results shall be declared at the AGM of the Company. The result will be announced to the Stock Exchanges where the shares of the Company are listed and will also be displayed on the Company's website [www.avivaindustries.in](http://www.avivaindustries.in)
- (J) Members are requested to notify the change in the address, if any. In case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.

MEMBERS HOLDING EQUITY

SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

**ANNEXURE TO THE NOTICE****Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013.****Item No. 4**

Mr. Keyur B. Mehta is Independent Director of the Company. He joined the Board of Directors of the company w.e.f. 30th April, 2010. Mr. Keyur B. Mehta retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of Companies Act, 2013, Mr. Keyur B. Mehta being eligible and offering himself for reappointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to 31st March, 2019. Company has received notice in writing from member proposing Mr. Keyur B. Mehta as a candidate for the office of Director of the company.

Mr. Keyur B. Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Mr. Keyur B. Mehta that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Keyur B. Mehta fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Mr. Keyur B. Mehta is independent of the management.

Brief resume of Mr. Keyur B. Mehta, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided elsewhere in this notice of the ensuing Annual General meeting.

Copy of the draft letter for appointment of Mr. Keyur B. Mehta as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Keyur B. Mehta is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Mr. Keyur B. Mehta may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in these resolutions. The Board commend the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

**Item No. 5**

Mr. Maulik A. Shah is Independent Director of the Company. He joined the Board of Directors of the company w.e.f. 7th February, 2011. Mr. Maulik A. Shah is liable to retire by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of Companies Act, 2013, Mr. Maulik A. Shah is proposed to be appointed as an Independent Director for five consecutive years for a term up to 31st March, 2019. Company has received notice in writing from member proposing Mr. Maulik A. Shah as a candidate for the office of Director of the company.

Mr. Maulik A. Shah is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Mr. Maulik A. Shah that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Maulik A. Shah fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Mr. Maulik A. Shah is independent of the management.



Brief resume of Mr. Maulik A. Shah, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided elsewhere in this notice of the ensuing Annual General meeting.

Copy of the draft letter for appointment of Mr. Maulik A. Shah as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Maulik A. Shah is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. Relatives of Mr. Maulik A. Shah may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in these resolutions. The Board commend the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

#### **Item No. 6**

Pursuant to the provisions of Companies Act, 2013 and rules made there under, every listed company is required to appoint Managing Director, or Chief Executive Officer or manager and in their absence, a whole-time director. In view of the same, Board of Directors at its meeting held on 28th July, 2014 have appointed Mr. Bharvin Patel as Managing Director of the Company for a period of three years with effect from October 1, 2014 upto September 30, 2017, subject to the approval of the members in the general meeting.

Mr. Bharvin Patel is BSC with Chemistry. He is Having Experience of more than 15 years in the field of ceramic tiles manufacturing and about 5 years experience in the field of construction. Looking to his reach experience and knowledge, he is best suitable person to be appointed as Managing Director of the company.

The Nomination and Remuneration committee and Board of Directors of the company, in their meeting held on 28th July, 2014, subject to the approval of shareholders of the company, approved the appointment of Mr. Bharvin S. Patel as Managing Director of the Company. The relevant resolution is proposed as Special Resolution keeping in view the requirements of Schedule V to the Companies Act, 2013 as per which a Special Resolution is required to be passed by shareholders of the company for payment of remuneration to managerial person in case the company is having no profit or inadequate profit.

Your Board thus recommends the passing of Resolution as Special Resolution as set out in the accompanying Notice with respect to appointment of Mr. Bharvin Patel as Managing Director of the company.

Except Mr. Bharvin Patel, no other Director or key managerial personnel of the company and their relatives, is concerned or interested in the said Resolution. The above statement may be treated as an abstract of the terms and Memorandum of interest under Section 302 of the Companies Act, 1956.

Information as required under Schedule V of the Companies Act, 2013 are as under.

#### **I. General Information:**

(1) Nature of Industry : Trading

(2) Date or expected date of commencement of commercial production : Not applicable as the company is engaged in the business of trading.

(3) Financial performance based on given indicators : Company is not carrying on any business activities since last two years.

(4) Foreign investments or collaborations, if any : NONE

## II. Information about the appointee:

(1) Background details : Mr. Bharvin Patel is B.Sc. He is Having Experience of more than 17 years in the field of ceramic tiles manufacturing and about 5 years experience in the field of construction.

(2) Past remuneration : He has approximate annual income of Rs. 16,00,000/-

(3) Recognition or awards : NONE

(4) Job profile and his suitability : Looking to the educational qualification and reach experience of Mr. Bharvin Patel, he is most suitable for the post of Managing Director of the company. He would look after the overall management of the company.

(5) Remuneration proposed : Rs. 7,500/- basic salary per month w.e.f. 1st October, 2014 upto maximum basic salary of Rs. 20,000/- per month.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person : The proposed remuneration of Mr. Bharvin Patel is much lower in comparison with the remuneration in similar sized industries in same segment of business.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any : NONE

## III. Other information:

(1) Reasons of loss or inadequate profits : Company is not carrying on any business activities.

(2) Steps taken or proposed to be taken for improvement : Management is trying to revive the company and to start some business activities.

(3) Expected increase in productivity and profits in measurable terms : As at present, company is not carrying on any business activity, it is not ascertained in measurable terms.

### INFORMATION AS REQUIRED UNDER CLAUSE 49(IV)(G) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Mr. Bharvinbhai S. Patel	Mr. Maulik A. Shah	Mr. Keyur B. Mehta
Date of Birth	30th October, 1973	23 <sup>rd</sup> April, 1983	4 <sup>th</sup> December 1972
Date of Appointment	30th April, 2010	7 <sup>th</sup> February, 2011	30 <sup>th</sup> April 2010
Qualifications	Bachelor of Science with Chemistry	HSC	B. Sc. Chemistry
Expertise in Specific Functional Areas	15 Years in Field of Ceramic Tile Manufacturing and about 5 years experience in the field of construction and construction adhesive manufacturing	More than 8 year Experience in field of Investment Business	20 year working with Anagram Stock Broking Ltd now work with Edelweiss Stock Broking Ltd as director
Directorship held in other companies	Specific Glass Mosaic India Limited	Bluechip Stockspin Limited	Edelweiss stock Broking Ltd.