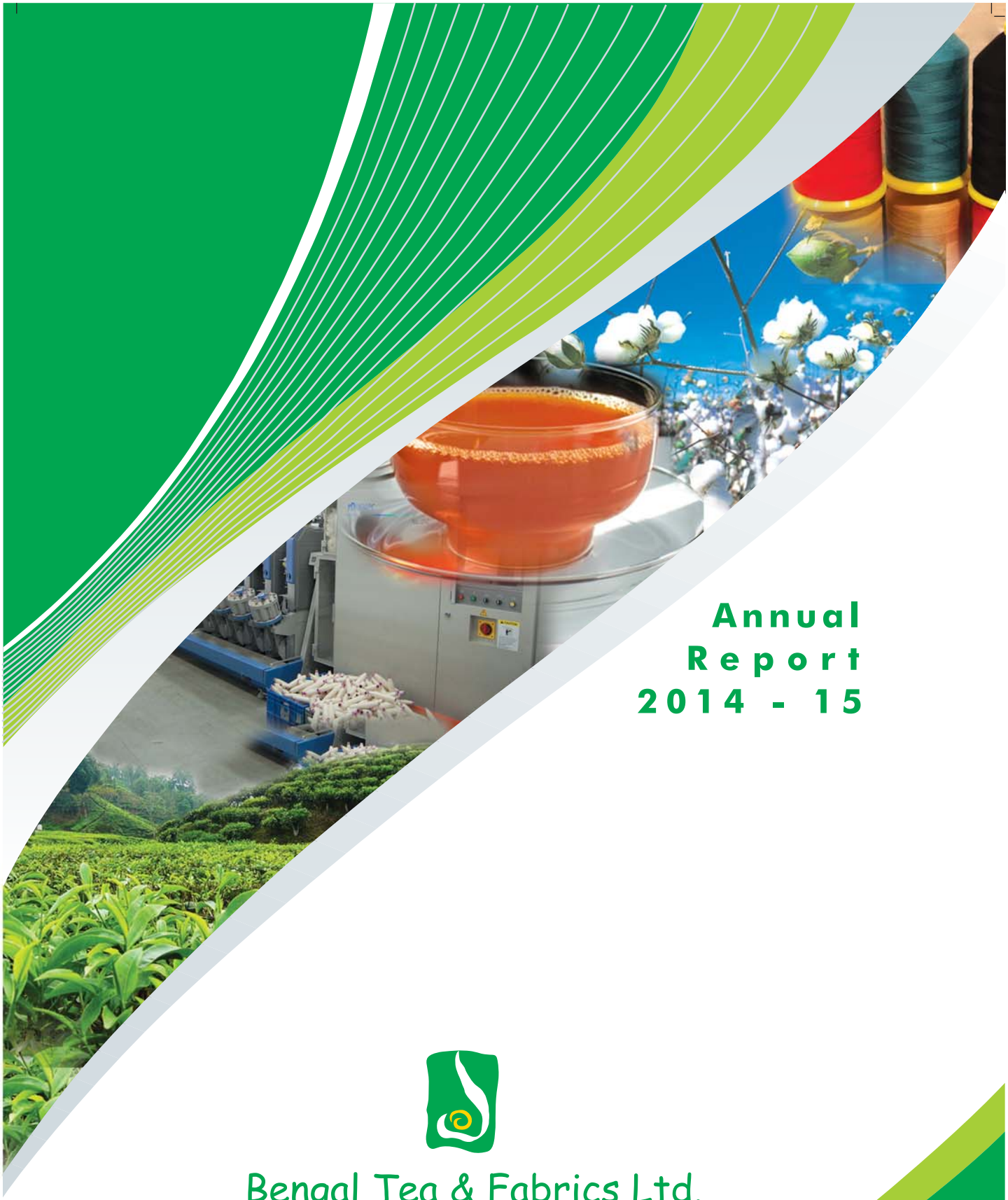

Annual Report 2014 - 15

Bengal Tea & Fabrics Ltd.

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CORPORATE INFORMATION

BOARD OF DIRECTORS	**Mr. Golam Momen** *Chairman & Independent Director* **Mr. Adarsh Kanoria** *Managing Director* **Mr. Kailash Prasad Khandelwal** *Whole-time Director* **Mr. Dhirendra Kumar** *Independent Director* **Mr. Abhijit Datta** *Independent Director* **Mr. Samveg A. Lalbhai** *Non-Executive Director* **Mrs. Shubha Kanoria** *Non-Executive Director* **Mr. Navin Nayar** *Non-Executive Director* **Mr. Ashutosh Bhagat** *Non-Executive Director*
CHIEF FINANCIAL OFFICER	**Mr. Atul Doshi**
COMPANY SECRETARY	**Mrs. Sunita Shah**
AUDITORS	**M/s. Jain & Co.**, *Chartered Accountants*
BRANCH AUDITORS	**M/s. Sorab S. Engineer & Co.**, *Chartered Accountants*
COST AUDITORS	**M/s. N. D. Birla & Co.**, *Cost Accountants* **M/s. D. Radhakrishnan & Co.**, *Cost Accountants*
INTERNAL AUDITORS	**M/s. Madan Lal Sharma & Co.**, *Chartered Accountants* **M/s. Kishorpuria Lakhotia & Co.**, *Chartered Accountants*
SECRETARIAL AUDITOR	**M/s. H. M. Chororia & Co.**, *Practising Company Secretaries*
BANKERS	State Bank of India Punjab National Bank Bank of India IDBI Bank
TEA DIVISION	**Ananda Tea Estate** P.O. Pathalipam 787 056 Dist. North Lakhimpur (Assam)
TEXTILE DIVISION	**Asarwa Mills** Asarwa Road, Ahmedabad 380 016 (Gujarat)
REGISTERED OFFICE	Century Towers, 4th Floor 45, Shakespeare Sarani, Kolkata 700 017 Telefax Nos. : 91 33 2283-6416/17 E-mail : investor@bengaltea.com / mail@bengaltea.com Website : www.bengaltea.com
REGISTRAR & SHARE TRANSFER AGENT	**C. B. Management Services (P) Ltd.** P-22, Bondel Road, Kolkata 700 019 Telephone : 91 33 4011 6716/17/23/28, Fax : 4011-6739 E-mail : rta@cbmsl.com

CIN : L51909WB1983PLC036542
Century Towers, 45 Shakespeare Sarani, 4th Floor, Kolkata 700 017
Telefax : 91-33 2283 6416/17; E-mail : mail@bengaltea.com; Website : www.bengaltea.com

NOTICE

TO THE MEMBERS

NOTICE is hereby given that the 32nd Annual General Meeting (AGM) of the Members of Bengal Tea & Fabrics Limited will be held at "Kalakunj", 48, Shakespeare Sarani, Kolkata 700 017 on Saturday, the 8th day of August, 2015 at 10.30 A.M. to transact the following business :

ORDINARY BUSINESS

1. **Adoption of Financial Statements, Reports of the Board of Directors and Auditors**

   To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors' and Auditors' thereon.

2. **Declaration of Dividend**

   To declare a Dividend of ₹0.50 p per equity share (being 5% on Face Value of ₹10 per share) for the financial year ended 31st March, 2015.

3. **Re-appointment of Director retiring by rotation**

   To appoint a Director in place of Mr. Samveg A. Lalbhai (DIN: 00009278) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.

4. **Appointment of Auditors**

   To ratify the appointment of Auditors of the Company to hold office, from the conclusion of the 32nd AGM until the conclusion of the 34th AGM and to fix their remuneration and to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the resolution passed by the members at the AGM held on 9th August, 2014, the appointment of M/s Jain & Co., Chartered Accountants, (Firm Regn. No. 302023E), as Statutory Auditors of the Company, to hold office from the conclusion of the 32nd AGM of the Company till the conclusion of the 34th AGM be and is hereby ratified at a remuneration of ₹ 85,000/- p.a. plus out of pocket expenses and taxes, if any."

SPECIAL BUSINESS

5. **Appointment of Branch Auditors**

   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 139, 142 and all other applicable provisions of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and resolution passed by the members at the AGM held on 9th August, 2014, the appointment of M/s Sorab S. Engineer & Co., Chartered Accountants, (Firm Regn. No. 110417W), as Branch Auditors of the Company, to conduct the audit of the Textile Division, to hold office from the 32nd Annual General Meeting of the Company till the conclusion of the 36th Annual General Meeting be and is hereby ratified on a remuneration of ₹ 1,75,000/- p.a. plus out of pocket expenses and taxes, if any.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Fixation of Remuneration of Cost Auditors of the Textile Division**

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

NOTICE (Contd.)

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s N. D. Birla & Co., (Firm Regn. No. 000028) appointed by Board of Directors of the Company as the Cost Auditors for the Textile Division of the Company, to conduct the audit of the cost records of the Textile Division of the Company for the financial year ending 31st March, 2016, be paid the remuneration of ₹ 40,000/- p.a. plus out of pocket expenses and taxes, if any."

7. **Fixation of Remuneration of Cost Auditors of the Tea Division**

   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 148 and all other applicable provisions of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. D. Radhakrishnan & Co., (Firm Regn. No. 000018) appointed by Board of Directors of the Company as the Cost Auditors of the Tea Division of the Company, to conduct the audit of the cost records of the Tea Division of the Company for the financial year ending 31st March, 2016, be paid the remuneration of ₹ 25,000/- p.a. plus out of pocket expenses and taxes, if any."

Registered Office :
Century Towers, 4th Floor
45, Shakespeare Sarani, Kolkata 700 017
Dated : 8th May, 2015

By Order of the Board

SUNITA SHAH
Company Secretary

NOTES :

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of the member and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the meeting.** 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.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 1st day of August, 2015 to Saturday, 8th day of August, 2015 (both days inclusive) for the purpose of payment of dividend for the financial year ended 31st March, 2015.
3. The Notice of the 32nd AGM and Annual Report for the year ended 2014-15 is being sent to all the Members, 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 Tuesday, 30th June, 2015. Any person who acquires shares and became Member after despatch of Notice and Annual Report can obtain the same by downloading it from the Company's Website **www.bengaltea.com** or may request for a copy of the same by writing to the Company at **investor@bengaltea.com** or the Company's RTA at **rta@cbmsl.com**.
4. Members are requested to bring their copy of Annual Report to the AGM. Members holding shares in dematerialized form are requested to bring their supporting evidence in respect of their Client ID & DP ID Nos. for easier identification of the attendance at the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which Directors are interested as maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting so that the required information may be readily available at the meeting.
8. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the declaration to those Members whose names appear on the Register of Members as on close of business hours on Friday, 31st July, 2015.

NOTICE (Contd.)

9. Members are requested to intimate immediately change of Address, if any, to the Company.
10. **Members still possessing the share certificates issued prior to 25th July, 1998 are requested to surrender the said share certificates for the reduced shareholdings as only the new share certificates are eligible for demat.**
11. Members holding shares in the physical form and desirous of making/changing nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made there under are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrars and Share Transfer Agent, C. B. Management Services (P) Ltd., who will provide the Form on request.
12. **Members are hereby informed that Securities and Exchange Board of India (SEBI) in terms of Circular No.CIR/MRD/DP/10/2013 dated 21st March, 2013 has made it mandatory for all Listed Companies to make cash payments through electronic modes to the investors. It is further directed that in case electronic payment is rejected or returned, the Company shall mandatorily print the bank account details of the investor on payment instrument. Members are requested to provide their updated Bank Account Particulars to enable the Company to electronically credit dividend directly in their respective bank accounts.**

    Members holding shares in demat mode are requested to send correct bank details (including MICR No., IFSC Code, Account Type etc.) to their respective Depository Participant. Members holding shares in physical form are requested to send such bank details along with a cancelled cheque to our Registrars M/s C. B. Management Services (P) Ltd.
13. Members are also requested to inform their correct email address, if any, to the Depositories (if shares held in demat form) and to our Registrars by visiting Website namely "**www.cbmsl.com/green.php**" (if shares held in physical form) in compliance of Green Initiative as per Circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs to facilitate the Company to send notice/documents through e-mail.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / C. B. Management Services (P) Ltd (RTA).
15. The Shareholders, who are still holding shares in physical form are 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.
16. The Shareholders who have not encashed their Dividend Warrants are requested to send their Warrants for revalidation otherwise the amount will be transferred to the Central Government Account i.e. IEPF on expiry of 7 years from the date of transfer of dividend amount to unclaimed dividend account.
17. The brief profile of the Director seeking re-appointment including relevant particulars relating to him are furnished as annexure to the Notice, as required under Clause 49 of the Listing Agreement.
18. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
19. A copy of the documents referred to in the Notice and accompanying Explanatory Statement will be open for inspection to the Members at the Registered Office of the Company on any working day, between 11 a.m. and 1.00 p.m. except Sundays and Public Holidays from the date hereof upto the date of the AGM, without any fee.
20. 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, as amended by Companies (Management and Administration) Rules, 2015, the Company is pleased to provide its members a facility to exercise their right to vote using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") at the 32nd Annual General Meeting (AGM) and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility and a member may avail of the facility at his/her/its discretion. The instructions for remote e-voting are as under:

NOTICE (Contd.)

(i) Log on to the remote e-voting website 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

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) However, if you are a first time user, please follow the steps given below :

For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
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#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant are requested to enter in the PAN field the first two letters of their name and 8 digit (including zeros) sequence number (SQ) communicated to you. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN Field.

Please enter any one of the details of DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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 remote 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.

(ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <BENGAL TEA & FABRICS LIMITED> on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

NOTICE (Contd.)

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code, click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://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.
- After receiving the login details they have to create a Compliance user by using the admin login & password. The Compliance User 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 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.

(xviii) The voting period begins on Wednesday, 5th August, 2015 <9.00a.m.> and ends on Friday, 7th August, 2015 <5.00p.m.>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 1st August, 2015, may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(xix) Any person who acquired shares and became Member after dispatch of Notice of 32nd AGM and holds shares as of the cut-off date of 1st August, 2015 may obtain the login ID and password for remote e-voting by sending a request to the Company's RTA at rta@cbmsl.com

(xx) A facility for voting through Ballot Paper is made available at the Annual General Meeting venue and the Members attending the meeting who have not cast their vote by remote e-voting can exercise their right during the meeting on 8th August, 2015 between 10.30 A.M. till the conclusion of the meeting.

(xxi) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

II. The voting rights of the 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 1st August, 2015.

III. Mr. H.M. Choraria, (CP No. 1499, Membership No. FCS 2398) of M/s H. M. Choraria & Co. Practising Company Secretaries of 14/2, Old China Bazar Street, 4th Floor, Room No. 401, Kolkata 700 001 has been appointed as Scrutinizer to scrutinize the remote e-voting and voting process to be carried out at the AGM in a fair and transparent manner.

IV. The scrutinizer shall within a period of not exceeding three working days from the conclusion of the meeting unblock the votes cast through remote e-voting, after counting the votes cast at the meeting in the presence of at least two witnesses not in employment of the Company and make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and forward to the Chairman of the AGM.

V. The Results on resolutions shall be declared after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.

VI. The Consolidated Results declared along with the Scrutinizer's report (s) shall be placed on the Company's website www.bengaltea.com and on the website of CDSL within three days of passing of the resolutions at the AGM of the Company. The results will also be communicated to BSE Limited where the shares of the Company are listed.

NOTICE (Contd.)

21. Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 5-7 of the Notice are as under:

In respect of Item No. 5

In pursuance of Section 143 read with Section 139 (2) (b) of the Companies Act, 2013, the Shareholders of the Company, at their 31st Annual General Meeting held on 9th August, 2014 had appointed M/s Sorab S. Engineer & Co., Chartered Accountants (Firm Regn. No. 110417W), as the Branch Auditors' for Textile Division of the Company, in consultation with the Statutory Auditors of the Company for 5 years.

In terms of Section 177 (4) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Audit Committee have recommended the ratification of appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants, as Branch Auditors from the conclusion of the 32nd Annual General Meeting of the Company till the conclusion of the 36th Annual General Meeting on a remuneration of ₹ 1,75,000/- p.a. plus out of pocket expenses and taxes, if any.

Your Directors recommend the appointment of M/s Sorab S. Engineer & Co., Chartered Accountants, (Firm Regn No. 110417W), as Branch Auditors of the Textile Division of the Company, to conduct the audit of the Textile Division.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 5.

In respect of Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s N. D. Birla & Co., (Firm Regn. No. 000028), as the Cost Auditors for the Textile Division of the Company to conduct the audit of the cost records of the Textile Division of the Company for the financial year ending 31st March, 2016.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 40,000/- p.a. plus out of pocket expenses and taxes, if any, payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

Your Directors recommend the resolution to be passed as Ordinary Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 6.

In respect of Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. D. Radhakrishnan & Co., (Firm Regn. No. 000018), as the Cost Auditors of the Tea Division of the Company to conduct the audit of the cost records of the Tea Division of the Company for the financial year ending 31st March, 2016.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 25,000/- p.a. plus out of pocket expenses and taxes, if any, payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

Your Directors recommend the resolution to be passed as Ordinary Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 7.

Registered Office :
Century Towers, 4th Floor
45, Shakespeare Sarani, Kolkata 700 017
Dated : 8th May, 2015

By Order of the Board

SUNITA SHAH
Company Secretary

ANNEXURE TO NOTICE

Brief Profile of Mr. Samveg A. Lalbhai, Non Executive Director seeking re-appointment

Mr. Samveg A. Lalbhai, Non executive Director of the Company, aged about 53 years retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. He has about 33 years of vast experience in the business of Textiles and is an eminent personality of Textile Industry. Mr. Lalbhai is associated with a number of Chambers/Organisations, including Indian Cotton Mills Federation, Gujarat Chamber of Commerce & Industries, Ahmedabad Textile Mills Association, Ahmedabad Textile Industries and Research Association etc. A brief resume, experience and functional expertise and membership on various Board and Committee of Mr. Samveg A. Lalbhai proposed to be re-appointed at Serial No. 3 of the Notice convening the 32nd Annual General Meeting, as per Clause 49 of the Listing Agreement are furnished below :

Date of Birth	04.06.1961
Date of first appointment	06.05.2004
Qualification	Graduate in Commerce from Gujarat University
Experience in specific functional areas	33 years of vast experience in the business of Textiles and an eminent personality of Textile Industry
Directorship in other companies apart from this Company	1. Atul Ltd. 2. The Anup Engineering Ltd. 3. Arvind Overseas (M) Ltd. 4. Arvind Farms Pvt. Ltd. 5. Saumya Farms & Organic Prod. Pvt. Ltd. 6. Sneh Farms Pvt. Ltd. 7. National Design Business Incubator 8. Arvind Worldwide Inc. USA 9. Arvind Worldwide (M) Inc.
Chairman/Member of the Committee in which he is a Director apart from this Company	Nil
Shares of the Company held by him Equity : a) Own b) Beneficiary basis	 Nil Nil