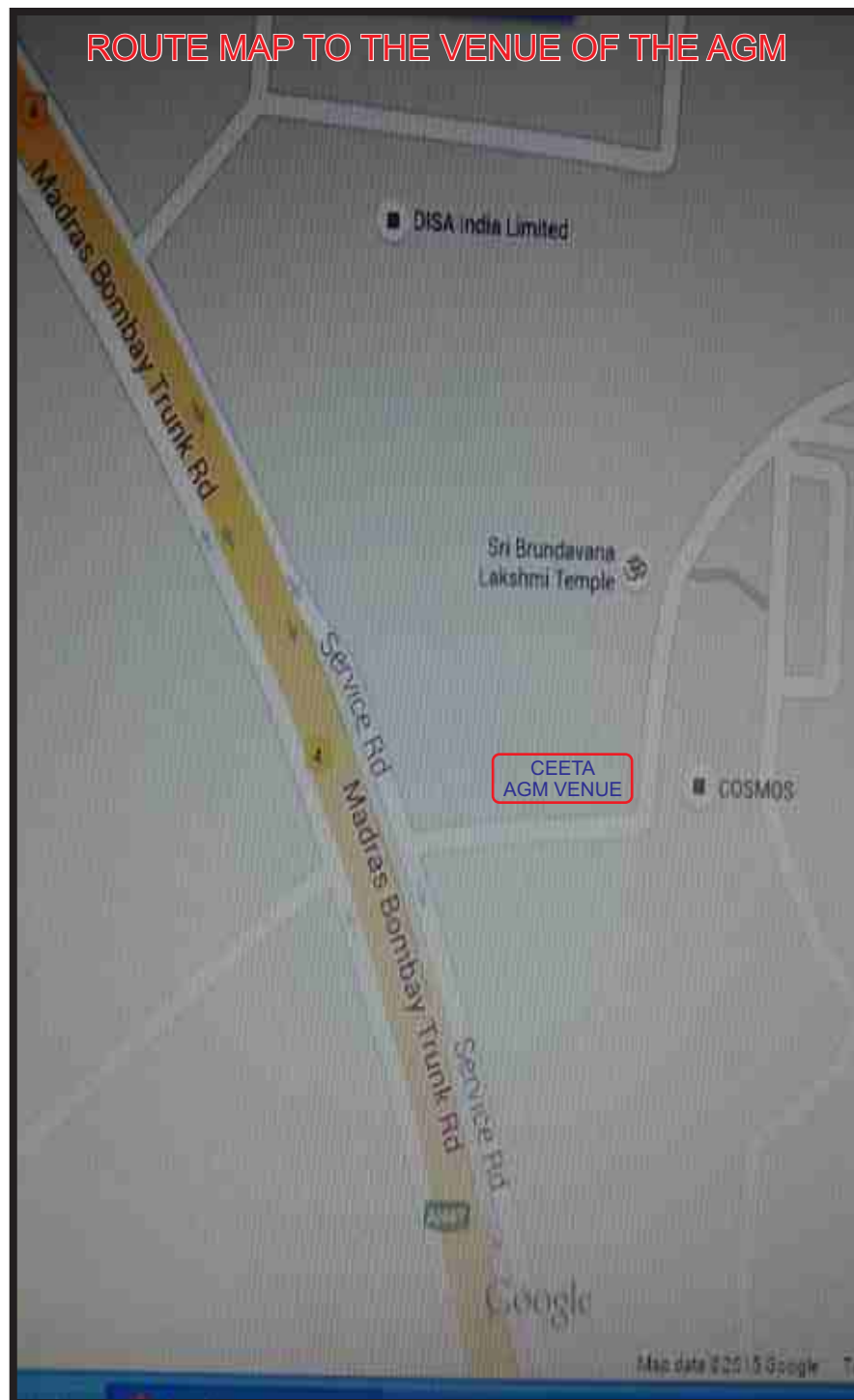


ROUTE MAP TO THE VENUE OF THE AGM



32<sup>nd</sup>  
**ANNUAL REPORT**  
**2015-2016**

# **CEETA INDUSTRIES LIMITED (CIN: L85110KA1984PLC021494)**

## **THIRTY SECOND ANNUAL GENERAL MEETING**

Monday, the 26th September, 2016 at 11.30 A.M at KIADB Industrial Area,  
Sathyamangalam, Tumakuru-572104, Karnataka.

## **BOARD OF DIRECTORS**

Sri K.M. Poddar, Managing Director

Sri A. De

Sri S.K. Chhawchharia

Smt. Uma Poddar

Sri O.P. Kedia

## **COMPANY SECRETARY**

Sneha Binani

## **AUDITORS**

G.K.Tulsyan & Co.

Chartered Accountants, Kolkata

## **REGISTERED OFFICE**

Plot No. 34-38, KIADB Industrial Area,  
Sathyamangalam, Tumakuru- 572 104, Karnataka

E-mail : [accounts@ceeta.com](mailto:accounts@ceeta.com), Website : [www.ceeta.com](http://www.ceeta.com)

Ph.: 91-816-2214 686, Fax : 91-816-2211352

## **HEAD OFFICE**

2F, Park Plaza, North Block,

71 Park Street, Kolkata - 700016

Email: [kolkata@ceeta.com](mailto:kolkata@ceeta.com), Website: [www.ceeta.com](http://www.ceeta.com)

Phone: 033-22642942/43, Fax: 033-22642940

## **REGISTRAR & TRANSFER AGENT**

Niche Technologies Pvt. Ltd.

D- 511, Bagree Market, 71, B.R.B.Basu Road,

Kolkata- 700 001; Phone : 033-2235-7270/71

## **WORKS :**

1) ISO 9001 : 2000 a 100% EOU Granite Unit

Plot No. 34-38, KIADB Industrial Area,  
Sathyamangalam, Tumakuru- 572 104, Karnataka

2) PSC Poles Unit

Dhuriya Road, Village - Sabia

Post - Kasia, Dist - Kushinagar - 274402, U.P.

# CEETA INDUSTRIES LIMITED

**Registered Office:** Plot No. 34-38, KIADB Industrial Area, Sathyamangalam, Tumakuru-572104

**Email:** accounts@ceeta.com, **Website:** www.ceeta.com, **Phone:** 91-816-2212686, **Fax:** 91-816-2211352

## NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Company will be held at the Registered Office of the Company at Plot No. 34-38, KIADB Industrial Area, Sathyamangalam, Tumakuru - 572104, Karnataka on Monday, the 26th September, 2016 at 11.30 A.M. to transact the following business:-

### ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended on 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Uma Poddar (DIN 07140013), who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint Statutory Auditor(s) of the company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration and to consider and pass the following resolution as **ORDINARY RESOLUTION** -

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under, M/s. G.K. Tulsyan & Company, a partnership firm of Chartered Accountants (Firm Registration No.- 323246E), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors be and are hereby authorized to fix such remuneration to be agreed upon between the auditors and the Board of Directors.”

### SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, the relevant rules made thereunder read with Schedule- V of the said Act (including any statutory modification or re-enactment thereof), Sri K.M. Poddar (DIN 00028012), be re-appointed as Managing Director of the Company for a further period of five years with effect from 1st June, 2016 as recommended by Nomination & Remuneration Committee and per the terms detailed below.

FURTHER RESOLVED THAT his total annual remuneration will be subject to the maximum ceiling limit of Rs. 2,50,000/- per month.

**A. Basic Salary** – Rs. 50,000/- p.m. which may be increased at the discretion of the Board and will be subject to maximum ceiling as mentioned above.

**B. Perquisites** – In addition to the salary he will be eligible for the following perquisites:-

#### **Housing**

##### **Housing – I**

Any expenditure, exceeding 15 % of his salary, incurred by the Company on hiring of unfurnished accommodation for him, subject to maximum 40% of his salary.

##### **Housing – II**

In case the accommodation is owned by the Company, fifteen percent (15%) of his salary shall be deducted by the Company.

##### **Housing – III**

In case no accommodation is provided by the company, he shall be entitled to House Rent Allowance subject to maximum 40 % of Basic Salary.

**(II). Medical Reimbursement:** - Expenses incurred for self and his family subject to a ceiling of one month's salary in a year.

**(III). Leave Travel Concession** - - For self and his family once in a year incurred for travel by Business Class to any destination in India or abroad subject to maximum 10% of his basic salary.

**(IV). Fee of Clubs** - Clubs' fee and charges subject to maximum of two clubs, excluding admission

# CEETA INDUSTRIES LIMITED

and life membership fees.

(V). Actual expenses incurred on gas, electricity and water shall be paid/ reimbursed by the company.

(VI). Other perquisites as per company's Rules within the maximum ceiling of remuneration.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter or modify the terms and conditions of his appointment including remuneration and/or perquisites payable or to be provided (including any monetary value thereof) to him to the extent the Board of Directors deem fit and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to settle any questions or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

By order of the Board  
Sneha Binani  
Company Secretary

PLACE: KOLKATA  
DATE: 28-07-2016

## NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy 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 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.  
The form 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.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 20th September, 2016 to 26th September, 2016 (both days inclusive).
5. Members are requested to notify immediately change of address, if any, to the registrar and transfer agent of the company and provide their e-mail ID.
6. Members who have shareholdings in physical form are requested to submit their shares for dematerialization at your registered depository at the earliest.
7. **VOTING THROUGH ELECTRONIC MEANS**
  - i.) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

## CEETA INDUSTRIES LIMITED

- II.) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III.) **The instructions for shareholders voting electronically are as under:**
- The remote e-voting period begins on 23rd September, 2016 at 10.00 A.M. and ends on 25th September, 2016 at 5.00 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 19th September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
  - The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
  - Click on "Shareholders" tab.
  - Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - Next enter the Image Verification as displayed and Click on Login.
  - 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.
  - 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 8 digits of the sequence number in the PAN field.</li> <li>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.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction ( iv ).</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Company Name i.e. "Ceeta Industries Limited" on which you choose to vote.

## CEETA INDUSTRIES LIMITED

- (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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) Note for Institutional Shareholders & Custodians :
    - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (xix) 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) or contact them at 1800 200 5533.
  - (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
8. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [droliapravin@yahoo.co.in](mailto:droliapravin@yahoo.co.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 25th September, 2016 upto 5 p.m. without which the vote shall not be treated as valid.
  9. 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 19th September, 2016. A person who is not a member as on cut off date should treat this notice for information purpose only.
  10. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business on Friday, 12th August, 2016.
  11. The shareholders shall have one vote per equity share held by them as on the cut-off date of 19th September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
  12. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2016 and not casting their vote electronically, may only cast their vote through ballot paper at the Annual General Meeting.
  13. Notice of AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy

## CEETA INDUSTRIES LIMITED

and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

14. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 19th September, 2016 are requested to send the written / email communication to the Company at [kolkata@ceeta.com](mailto:kolkata@ceeta.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
15. Sri Pravin Kumar Drolia (Prop. Of M/s. DROLIA & COMPANY) of Kolkata, Practicing Company Secretaries (C.P. No. 1362) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.ceeta.com](http://www.ceeta.com) and website of CDSL and same will be communicated to BSE Limited, where the shares of the company are listed.

### **ANNEXURE TO NOTICE**

#### **Explanatory Statement, Pursuant to Section 102 of the Companies Act, 2013:**

##### **Item No. 4**

On the recommendation of Nomination and Remuneration Committee, the Board of Director of the Company at its meeting held on 21st May, 2016 re-appointed Sri Krishna Murari Poddar (DIN 00028012) as the Managing Director of the Company w.e.f 1st June, 2016 for a period of 5 on the remuneration to a maximum ceiling limit of Rs. 250,000/- per month and other terms and conditions as mutually agreed upon.

Keeping in view that Sri Poddar is the promoter, academically a commerce graduate having association with the Company since its inception and a very long experience and association with operation, finance, administration and all facets of industrial enterprise. With rare combination of excellence, conscientious administration, dynamic management skills, he has turned the company into efficient, vibrant and a very investor friendly organization. His continuation in the office of Managing Director is desirable and beneficial for the Company even though he has attained the age of 71 years. His last drawn remuneration is same as detailed in the Notice.

Sri K.M. Poddar, who was appointed as Managing Director by the members to hold office upto 31st May, 2016 attained the age of 70 years on 20th June, 2015 and hence his re-appointment as Managing Director requires the approval of members by way of a special resolution (which includes the term of office from 20th June, 2015 to 31st May, 2016 as Managing Director of the Company already approved by members by way of ordinary resolution and now ratified by way of special resolution). It is now put up for approval of members at the ensuing annual general meeting.

He does not hold any shares of the Company in his own name. He attended 4 Meetings out of 6 Board Meetings held in financial year 2015 – 16. He is Independent Director and Member of Nomination and Remuneration Committee in one other listed Company namely M/s. Techno Electric & engineering Co. Ltd. Necessary details have been annexed to the Notice of the meeting in terms of section 102(1) of the Companies Act, 2013. The Resolutions at item no. 4 is recommended for approval of the Members in the best interests of the Company.

Except Sri K.M. Poddar, Smt. Uma Poddar (wife of Sri Poddar) and Sri. Anubhav Poddar (son of Sri Poddar) and their relatives, none of the other 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 No. 4.

PLACE: Kolkata  
DATE: 28-07-2016

By order of the Board  
Sneha Binani  
Company Secretary

# CEETA INDUSTRIES LIMITED

## DIRECTORS' REPORT

For the year ended 31st March, 2016

Dear Shareholders,

Your Directors have pleasure in presenting their report on business and operations together with the Audited Accounts of your company for 2015-2016.

### FINANCIAL RESULTS

All figures in Rs. lacs

Particulars	Current Year	Previous Year
Total Revenue	884.36	820.49
Profit before Interest & Depreciation	113.98	203.03
Interest	0.00	0.00
Depreciation	23.10	14.70
Profit before taxation	90.88	188.33
Provision for Tax	17.47	38.68
Profit after tax	73.41	149.65

### REVIEW OF OPERATIONS:

The company is engaged in the manufacture of cement moulded products mainly Pre-stressed Concrete Poles keeping its earlier activity of granite processing in abeyance due to various external problems. As in earlier years, the company continues to undertake different profitable activities such as trading, handling & transportation and short term deployment of funds depending on available opportunity. During the current financial year total revenue of the company increased to Rs.884.36 lakh from Rs. 820.49 lakh as in previous year. There is no material change affecting the financial position of the company between the year end to which financials relate and the date of this report.

### PROSPECT:

The company continues to look for further diversification of its activities.

### DIVIDEND AND RESERVE:

In order to conserve its resources towards the growing business of the Company, no dividend is proposed for the Financial Year. During the financial year 2015-16, the Company did not transfer any amount to Reserve.

### DIRECTORS & KEY MANAGERIAL PERSONNEL:

On the recommendation of Nomination and Remuneration Committee, the Board of Director of the Company at its meeting held on 21st May, 2016 re-appointed Sri Krishna Murari Poddar (DIN 00028012) as the Managing Director of the Company w.e.f 1th June, 2016 for a period of 5 years subject to approval by Members in the ensuing Annual General Meeting on the remuneration to a maximum ceiling limit of Rs. 250,000/- per month and other terms and conditions as mutually agreed upon.

Keeping in view that Sri Poddar is the promoter, having association with the Company since its inception and having very good business acumen, his continuation in the office of Managing Director is desirable and beneficial for the Company even though he has attained the age of 71 years. The continuation of his employment as Managing Director requires the approval of members by way of a special resolution. It is now put up for approval of members at the ensuing annual general meeting. He does not hold any shares of the Company in his own name. Necessary details have been annexed to the Notice of the meeting in terms of section 102(1) of the Companies Act, 2013.



## CEETA INDUSTRIES LIMITED

Smt. Uma Poddar (DIN 07140013), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment as Director, as per the provisions of the Companies Act, 2013 and Articles of Association of the Company. She does not hold any share in her own name.

All the Independent Directors have given declaration that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the Listing Regulation.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of knowledge and belief and according to the information obtained, Directors states:-

- (i) in the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards read with requirements set out under Schedule III of the Act have been followed and there are no material departures from the same;
- (ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2016 and of the profit of the company for the year ended on that date;
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors have prepared the annual accounts on a going concern basis; and
- (v) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively.
- (vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has established vigil mechanism policy to report genuine concerns and grievances. It has been posted at Company's website- [www.ceeta.com](http://www.ceeta.com)

### **NUMBER OF MEETINGS OF BOARD OF DIRECTORS**

For the Financial Year 2015-16, the Company held 6 meetings of the Board of Directors on the following dates : - 30th May, 2015, 15th June, 2015, 14th August, 2015, 13th November, 2015, 12th February, 2016 and 10th March, 2016.

### **CONSTITUTION OF VARIOUS COMMITTEES AS PER COMPANIES ACT, 2013**

The company has constituted sub-committees of the board as per the provisions of Companies Act, 2013 with proper composition of its members.

#### **(a) The composition of the Audit Committee is as under:-**

- |    |                        |            |
|----|------------------------|------------|
| 1. | Sri A. De              | - Chairman |
| 2. | Sri S. K. Chhawchharia | - Member   |
| 3. | Sri O. P. Kedia        | - Member   |

The terms of reference, inter alia, includes, recommendation for appointment, remuneration and terms of appointment of auditors of the company, reviewing and monitoring the auditor's independence, performance and effectiveness of audit process, examination of the financial statement and the auditors' report thereon, approval or any subsequent modification of transactions of the company with related parties, scrutiny of inter-corporate loans and investments, valuation of undertakings or assets of the company, wherever it is necessary, evaluation of internal financial controls and risk management systems and monitoring the end use of funds raised through public offers and related matters.

## CEETA INDUSTRIES LIMITED

### **(b) The composition of the Nomination & Remuneration Committee is as under:-**

1. Sri S. K. Chhawchharia - Chairman
2. Sri A. De - Member
3. Sri O. P. Kedia - Member

The terms of reference, inter alia, includes formulating criteria for determining qualification, positive attributes and independence of directors, carrying out evaluation of Independent Directors and the Board, recommending to Board policy relating to remuneration of Directors, Key Managerial Personnel (KMP) and other employees, carrying out other function as is mandated by the Board from time to time and to perform such other functions which is necessary or appropriate for the performance of duties.

The abridged policy framed by Nomination & Remuneration Committee is as follows-

The company considers its human resources as its invaluable asset and harmonizes the aspirations of the same which are consistent with the goals of the company. The level and composition of Directors, KMP and Senior Management will be of the nature required to run the company smoothly and adequate to improve productivity and attract, retain and motivate them. The committee shall determine and recommend their appointment, term of service, qualifications and cessation as per statutory requirement and ethical standards of probity, rectitude, qualification, competence and experience of concerned person further subject to Board's approval.

The relationship of remuneration to performance is clear and meets appropriate performance benchmarks. The remuneration involves a balance between fixed and incentive pay reflecting short and long-term performance to achieve the Company's target. Members will elect the Chairman of the Committee. A member is not qualified to be present when his remuneration or performance is discussed or evaluated respectively. Matters shall be decided by majority of votes of Members present and voting and such decision shall for all purposes be deemed decision of the Committee. In case of equality of votes, the Chairman of the meeting will have a casting vote.

Non Executive Directors may be remunerated in the form of sitting fees for attending the Board Meeting as fixed by the Board occasionally. While deciding remuneration of Managing Director and Executive Directors the committee considers pay and comprehensive factors of industry and concerned person so as to remunerate them fairly and reasonably along with some perquisites, allowances and the likes as per the rules of the company, subject to statutory requirements.

The remuneration of the other employees is fixed occasionally as per the guiding principle outlined above and considering industry standard and cost of hiring. In addition to basic salary they are also provided other benefits as per scheme of the company and statutory requirements where applicable. The detailed policy can be viewed at Company's website at [www.ceeta.com](http://www.ceeta.com)

### **(c) The composition of the Stakeholder Relationship Committee is as under:-**

1. Sri A. De - Chairman
2. Sri S. K. Chhawchharia - Member
3. Sri O. P. Kedia - Member

The Board has delegated the power of transfer of securities and to look into the matters of redressing of the stakeholders/investors complaints to Ms. Sneha Binani, Compliance Officer of the Company in consultation with the Registrar to Issue & Share Transfer Agent of the Company M/s. Niche Technologies Pvt. Ltd. The formalities pertaining to transfer of securities is attended at least once in a fortnight and report on transfer of securities is placed before the board of directors in each meeting, as and when applicable. There being no investor grievances complaint pending, the committee reviewed the existing procedures for attending to complaints as and when they arise.