

**DECO-MICA LIMITED**

<b>Board of Directors</b>	: Shri Vijay kumar Agarwal	Chairman & Managing Director
	Shri Vishal V. Agarwal	Director
	Shri Udaybhan V. Tripathi	Director
	Shri Harishbhai Joshi	Director
	Smt. Lalita Devi Shyamsundar Murarka	Director
<b>Auditors</b>	: J.T.Shah & Co. Chartered Accountants Ahmedabad	
<b>Bankers</b>	: State Bank of India Ahmedabad	
<b>Registered Office</b>	: 306, ISCON Mall, Star bazaar building, Jodhpur Char Rasta, Ahmedabad-15	
<b>Factory</b>	: Plot No. 1195, Rajpur, Chhatral-Mehsana Highway, Taluka-Kadi, Gujarat	

**NOTICE**

Notice is hereby given that the Annual General Meeting of the Members of DECO MICA LIMITED will be held on Wednesday, the 30<sup>th</sup> September, 2015 at 9-30 a.m. at 408-10, Milestone Building Nr. Drive-in Cinema, Ahmedabad-54 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors.
2. To appoint a Director in place of Shri Vijaykumar Agarwal who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration thereto.

RESOLVED THAT pursuant to Section 139, 140, 141 and other provisions applicable if any, M/S J.T. Shah & Co. (Firm Reg. No. 109616W) Chartered Accountant, be and is hereby appointed as Statutory Auditor of the Company for four (4) financial years i.e from 2015-16 to 2018-19 on such remuneration as may be decided by the Board of Directors and the Statutory Auditor, In addition to service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Account of the Company.

**SPECIAL BUSINESS**

4. **TO APPOINT SMT. LALITADEVI SHYAMSUNDER MURARKA AS DIRECTOR LIABLE TO RETIRE BY ROTATION**

To Consider and if thought fit to pass with or without modification the following resolution as Ordinary Resolution.

**RESOLVED THAT** Smt. Lalitadevi Shyamsunder Murarka (DIN: 07168017) who was appointed as Additional Director in terms of Section 161 of the Companies Act, 2013 with effect from 27th April, 2015 to hold the office up to the date of this Annual General Meeting and in respect to which the proposal under Section 160 of the Companies Act, 2013 has been received be and is hereby appointed as Women Director under Section 149 of the Companies Act, 2013 and as per Listing Agreement.

**RESOLVED FURTHER THAT** pursuant to the proviso of Section 152(5) of the Companies Act, 2013 and having noted the statement given by the Board that in its opinion Smt. Lalitadevi Shyamsunder Murarka (DIN: 07168017) fulfils the conditions specified in the Companies Act, 2013 for such appointment, this meeting approves the appointment of Smt. Lalitadevi Shyamsunder Murarka (DIN: 07168017) as Independent Director for five years from 04/09/2015 as well as payment of the sitting fees to him as contained in the explanatory statement pertaining to this resolution and recommended by the Board.

5. **TO APPOINT SHRI VIJAYKUMAR AGARWAL AS THE MANAGING DIRECTOR OF THE COMPANY.**

To Consider and if thought fit to pass with or without modification the following resolution as Special Resolution.

**RESOLVED FURTHER THAT** Subject to approval of Shareholders and pursuant to Section 196 / 203 of the Companies Act, 2013 at the ensuing Annual General Meeting, Shri Vijay Kumar Dindayal Agarwal (DIN: 01869337) be and is hereby appointed as the Managing Director of the Company for the period of 5 years effected from 1<sup>st</sup> October, 2015 and Key Managerial Personnel under section 203 of the Companies Act, 2013 at Following Remuneration:

Total Monthly Remuneration Rs. 2,50,000 (Rupees Two Lakhs Fifty Thousand only) per month in scale of Rs. 2,50,000-50,000-5,00,000.

Following Perquisites be payable to Managing Director exclusive of monthly salary as above.

**Category A**

- a) Reimbursement of Expenses: Incurred by the appointee on gas, electricity and water.
- b) Medical Reimbursement: Reimbursement of Medical Expenses incurred in connection with the medical treatment of self and family members.
- c) Leave Travel Concession (LTC): Reimbursement of travelling expenses for self and family members twice in a block of four years with a facility to encash the LTC not availed in the said block.
- c) Club Fees: Membership Fees not more than two clubs. However, admission fees shall not be admissible.
- d) Insurance Premium: Insurance Premium for the personal accident for self and dependents not exceeding Rs.20, 000(Rupees Twenty Thousand only) P.A.

**Category B**

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceilings on perquisites to the extent these either singly or put together are not taxable under Income Tax Act.

Privileged Leave: As per the rules of the Company. Unclaimed Privileged Leave will be encashed at the time of separation.

Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

**Category C**

Provision of car for use on Company's Business and telephone at residence will not be considered as perquisites.

**RESOLVED FURTHER THAT** any Director and Mr. D.N. Motwani, Practicing Company Secretary be authorised to upload and certify Form MR-1 for the aforesaid appointment.

**6. TO APPOINT SHRI VIJAYKUMAR AGARWAL AS THE CHIEF EXECUTIVE DIRECTOR OF THE COMPANY.**

To Consider and if thought fit to pass with or without modification the following resolution as Special Resolution

**RESOLVED THAT** pursuant to Section 203 of Companies Act, 2013 Shri Vijay Kumar Dindayal Agarwal (DIN: 01869337) the Managing Director of the Company be and is hereby appointed

as Key Managerial Personnel that is Chief Executive Officer (CEO) for the period of 5 Years commencing from 1st October , 2015 to 30th September,2019.

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorized to file Forms and other documents with Registrar of Companies for giving effect to the aforesaid resolution with an authority to Mr. Dilip N. Motwani Practicing Company Secretary to Certify the documents required for the purpose.

**7. TO ALTER THE MEMORANDUM OF ASSOCIATION OF COMPANY AS PER COMPANIES ACT, 2013**

To Consider and if thought fit to pass with or without modification the following resolution as Special Resolution.

**RESOLVED THAT** Pursuant to Section 13 of Companies Act, 2013 and other applicable provision if any, New set of Memorandum of Association as per the provisions of Companies Act, 2013 placed on the table be substituted with existing Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the draft copy of Memorandum of Associations as per Companies Act, 2013 placed before the meeting be and is hereby approved and authority be given to any Director of the Company and the Practicing Company Secretary to complete the relevant formality for the Registration of Memorandum Of Association with the Registrar of Companies.

**8. TO ALTER THE ARTICLE OF ASSOCIATION OF COMPANY AS PER COMPANIES ACT, 2013**

To Consider and if thought fit to pass with or without modification the following resolution as Special Resolution.

**RESOLVED THAT** Pursuant to Section 14 of Companies Act, 2013 and other applicable provision if any, New set of Article of Association as per the provisions of Companies Act, 2013 placed on the table be substituted with existing Article of Association of the Company.

**RESOLVED FURTHER THAT** the draft copy of Article of Association as per Companies Act, 2013 placed before the meeting be and is hereby approved and authority be given to any Director of the Company and the Practicing Company Secretary to complete the relevant formality for the Registration of Article Of Association with the Registrar of Companies.

**For, Deco Mica Limited,**

**Date : 27-05-2015**  
**Place: Ahmedabad**

**Vijaykumar Agarwal**  
**(DIN: 01869337)**  
**Chairman**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
2. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOK OF COMPANY WILL REMAIN CLOSED FROM 26th SEPTEMBER, 2015 TO 29th SEPTEMBER, 2015 (BOTH DAYS INCLUSIVE).
3. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED TO NOTICE IN RESPECT OF ITEM NO. 4 – 7.
4. THE MINISTER OF CORPORATE AFFAIRS HAS TAKEN A 'GREEN INITIATIVE IN CORPORATE GOVERNANCE' BY ISSUING CIRCULARS ALLOWING PAPERLESS COMPLIANCES BY COMPANIES THROUGH ELECTRONIC MODE. THE SHAREHOLDERS CAN NOW RECEIVE VARIOUS NOTICES AND DOCUMENTS THROUGH ELECTRONIC MODE BY REGISTERING THEIR E-MAIL ADDRESSES WITH THE COMPANY. SHAREHOLDERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESS WITH THE COMPANY CAN NOW REGISTER THE SAME BY SUBMITTING DULY FILLED IN 'E-COMMUNICATION REGISTRATION FORM ATTACHED AT THE END OF THIS REPORT (ALSO AVAILABLE ON OUR WEBSITE [www.decomicaltd.com](http://www.decomicaltd.com)), THE MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE REQUESTED TO REGISTER THEIR E-MAIL ADDRESS WITH THEIR DEPOSITORY PARTICIPANTS ONLY.
5. A BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IS GIVEN IN THE CORPORATE GOVERNANCE SECTION OF THE ANNUAL REPORT.
6. THE SHARES OF THE COMPANY ARE LISTED ON BOMBAY STOCK EXCHANGE LTD. (BSE) AND AHMRDABAD STOCK EXCHANGE (ASE) AND THE LISTING FEES IN RESPECT THEREOF FOR THE YEAR 2014-15 HAVE BEEN PAID TO BSE.
7. ALL ENQUIRIES AND CORRESPONDENCE REGARDING TRANSFER OF SHARES, DEMATERIALIZATION, ETC. SHOULD BE MADE WITH THE SHARE TRANSFER AGENTS OF THE COMPANY, MCS LIMITED, 101, SATHADAL COMPLEX, OPPOSITE BATA SHOWROOM, AHMEDABAD PIN CODE- 380009.
8. COPIES OF THE ANNUAL REPORT 2014-15 ARE BEING SENT BY ELECTRONIC MODE ONLY TO ALL THE MEMBERS WHOSE E-MAIL ADDRESSES ARE REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANT(S) FOR COMMUNICATION PURPOSES UNLESS ANY MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES, PHYSICAL COPIES OF THE ANNUAL REPORT 2015 ARE BEING SENT BY THE PERMITTED MODE.
9. MEMBERS ARE REQUESTED TO NOTE THAT PURSUANT TO AMENDED CLAUSE 5A(II) IN THE LISTING AGREEMENT WITH THE STOCK EXCHANGE, THE COMPANY IS REQUIRED TO TRANSFER ALL THE UNCLAIMED SHARES INTO ONE FOLIO IN THE NAME OF 'UNCLAIMED SUSPENSE ACCOUNT' AND THESE SHARES ARE TO BE DEMATERIALIZED AND KEPT WITH DEPOSITORY PARTICIPANTS. IN COMPLIANCE OF

SAID CLAUSE, THE COMPANY HAS ALREADY ISSUED THREE REMINDERS TO THE SHAREHOLDERS WHOSE SHARES WERE UNCLAIMED. THE COMPANY HAS INITIATED NECESSARY STEPS FOR DEMATERIALIZATION OF SHARES WHICH HAVE REMAINED UNCLAIMED, AND SAME WILL BE TRANSFERRED INTO ONE FOLIO IN THE NAME OF 'UNCLAIMED SUSPENSE ACCOUNT' AND DEMATERIALIZED IN DUE COURSE.

10. THE NOTICE OF THE AGM AND INSTRUCTIONS FOR E-VOTING, ALONG WITH THE ATTENDANCE SLIP/PROXY FORM, IS BEING SENT BY ELECTRIC MODE TO ALL MEMBERS WHOSE E-MAIL ADDRESSES ARE REGISTERED WITH COMPANY/DEPOSITORY PARTICIPANT(S) UNLESS A MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES, PHYSICAL COPIES OF THE AFORESAID DOCUMENTS ARE BEING SENT BY THE PERMITTED MODE. MEMBERS MAY ALSO NOTE THAT THE NOTICE OF THE AGM AND THE ANNUAL REPORT 2014-15 WILL BE AVAILABLE ON THE COMPANY'S WEBSITE, [www.decomicaltd.com](http://www.decomicaltd.com). THE PHYSICAL COPIES OF THE AFORESAID DOCUMENTS WILL ALSO BE AVAILABLE AT THE COMPANY'S REGISTERED OFFICE FOR INSPECTION DURING NORMAL BUSINESS HOURS ON WORKING DAYS. MEMBERS WHO REQUIRE COMMUNICATION IN PHYSICAL FORM IN ADDITION TO E-COMMUNICATION, OR HAVE ANY OTHER QUERIES, MAY WRITE TO US.

11. **VOTING THROUGH ELECTRONIC MEANS:**

- a) PURSUANT TO THE 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 THE 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 SERVICES PROVIDED BY CENTRAL DEPOSITORY SERVICES LIMITED (CDSL).
- b) A MEMBER MAY EXERCISE HIS VOTE AT ANY GENERAL 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.
- c) 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. 18<sup>TH</sup> SEPTEMBER, 2015 MAY CAST THEIR VOTE ELECTRONICALLY.
- d) **THE E-VOTING PERIOD COMMENCES AT 9:00 A.M. ON FRIDAY, 25<sup>TH</sup> SEPTEMBER, 2015 AND ENDS AT 5:30 P.M ON TUESDAY, 29<sup>TH</sup> SEPTEMBER, 2015. THE E-VOTING MODULE SHALL BE DISABLED BY CDSL FOR VOTING THEREAFTER.**
- e) **ONCE THE VOTE ON A RESOLUTION IS CAST BY THE SHAREHOLDER, THE SHAREHOLDER SHALL NOT BE ALLOWED TO CHANGE IT SUBSEQUENTLY.**
- f) VOTING RIGHTS SHALL BE RECKONED ON THE PAID-UP VALUE OF SHARES REGISTERED IN THE NAME OF THE MEMBERS AS ON THE DATE OF DISPATCH OF NOTICE.

- g) THE BOARD OF DIRECTORS AT THEIR MEETING HAVE APPOINTED MR. DILIP N. MOTWANI, PRACTICING SECRETARY AS THE SCRUTINIZER TO SCRUTINIZE THE E-VOTING PROCESS IN A FAIR AND TRANSPARENT MANNER.

**1. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

- (i) The voting period begins on 25th September, 2015 and ends on 29th September, 2015. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18-09-2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders".
- (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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user 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).
	<p>* 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. The Sequence Number is printed on _____</p> <p>* 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.</p>
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> <p>* Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (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 <150903008> for the relevant < DECO MICA LIMITED > 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 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 Non-Individual Shareholders and Custodians
  - Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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 compliance user 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 2. IN CASE OF MEMBERS RECEIVING NOTICE OF THE ANNUAL GENERAL MEETING BY POST AND WHO WISH TO VOTE USING THE E-VOTING FACILITY PLEASE FOLLOW ALL THE STEPS FROM SERIAL NO. ROMAN (ii) TO SERIAL NO. ROMAN (xix) ABOVE TO CAST YOUR VOTE.**

## **ANNEXURE TO NOTICE**

### **EXPLANATORY STATEMENT IN RESPECT OF ITEM NO. 4 TO 6, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

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

Smt. Lalitadevi Shyamsunder Murarka (DIN: 07168017) was appointed as an Additional Independent Director on 27<sup>th</sup> April, 2015 to hold the office up to the date of Annual General Meeting. The Company has received a notice from a member under section 160 of the Companies Act, along with the deposit of Rs.1,00,000/-(Rupees One Lakh only), refundable on election of the said Director as Independent Director under Section 149 of the Companies Act, 2013, with effect from 30<sup>th</sup> September, 2015.

#### **ITEM NO. 5 & 6**

Shri Vijaykumar Agarwal (DIN: 01869337) is commerce graduate with management degree and has vast experience of over 30 years in Industrial Finance.

There is no pecuniary relationship of transactions of the non-executive Director's vis-à-vis the Company except as mentioned above. The Company has not granted any stock option to any of its Directors.

**During 2014-15, the Company did not advance any loans to any of its Directors.**

<b>Sr. No</b>	<b>Name of Directors</b>	<b>DIN</b>	<b>Directorship in other Companies</b>
1.	Vijaykumar Agarwal	01869337	Salasar laminates limitedHeritage board limitedSalasar Agropanel private limited

In case of inadequate profits, the remuneration set out in the Resolution No. 5 shall be minimum remuneration.

None of the Directors except Shri Vijaykumar Agarwal (DIN: 01869337) and Shri Vishal Vijaykumar Agarwal (DIN: 01763739).

#### **ITEM NO. 7 & 8**

The company has in the Board Meeting held on 27<sup>th</sup> May of 2015 suggested to adopt the new set of Memorandum of Association according to the new Companies Act, 2013 in



substitution of the existing Memorandum of Association of Company. The Board recommends the Special Resolution stated in item no. 8 of notice convening the meeting.

The company has in the Board Meeting held on 27th May of 2015 suggested to adopt the new set of Article of Association according to the new Companies Act, 2013 in substitution of the existing Article of Association of Company. The Board recommends the Special Resolution stated in item no. 9 of notice convening the meeting.\

**For, Deco Mica Limited,**

**Date : 27-05-2015**  
**Place: Ahmedabad**

**Vijaykumar Agarwal**  
**(DIN: 01869337)**  
**Chairman**