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**Board of Directors**

Mr. B. Kamalaker Rao, Chairman  
Mr. H. Narsaiah  
Mr. H. Kishen, Managing Director  
Mr. H. Krishna Kumar, Whole-time Director  
Dr. K. Malhar Rao  
Dr. H. Anuradha  
Mr. P. Niroop

**Bankers**

Canara Bank  
State Bank of India  
Syndicate Bank

**Auditors**

M. Anandam & Co.  
Chartered Accountants,  
7A, Surya Towers, S.P. Road,  
Secunderabad.

**Registrar & Share Transfer Agent  
and Demat Registrar**

Venture Capital and Corporate Investments Pvt.Ltd.  
12-10-167, Bharat Nagar,  
Hyderabad - 500 018.

**Registered Office**

306-308, Chenoy Trade Centre,  
Parklane, Secunderabad – 500 003.  
Telangana, India.

**Factories:****Unit-I**

Plot No. 21/A  
Industrial Development Area  
Patancheru  
Medak Dist.,  
Telangana

**Unit-II**

Survey No. 132 & 133  
Nandigaon Village  
Patancheru Mandal  
Medak Dist.,  
Telangana

**Unit-III & Unit – III Expansion**

Survey No. 165& 166  
Nandigaon Village  
Patancheru Mandal  
Medak Dist.,  
Telangana

**Depot/ Marketing Offices****Kalyan**

Plot No.681,  
At Post Kon (Near Water tank)  
Kon Village, Kalyan,  
Bhiwandi Road, Taluka-Bhiwandi.  
Dist. Thane – 421 302

**Kolkata**

P-175  
Kalindi Housing Estate  
Kolkatta – 700 089

**New Delhi**

35B & 36  
Samaspur Village  
Patpar Ganj,  
Delhi- 110 091.

**Hosur**

SF No.44/2Q1, 2Q2, PLOT No.31-32,  
RVS Complex Rajeshwari Layout  
Near Sipcot Industrial Estate,  
Hosur, Krishnagiri – 635 126  
Tamilnadu.

**Gurgaon**

Shed No.02,Saraya Ka Rasta,  
Behind Prince Vatika,  
Opp.Sector-05,  
Gurgaon (Haryana) – 122 001

**Roorkee**

D.K. Cold Storage Compound,  
Sunhera Road, Kashipuri  
Pragna & Tehsil Roorkee-247 667  
Distt.Hardwar (Uttarakhand)

**Baddi**

Bhud Road, Vill. Gullarwala  
Teshil. Nalagarh, P.O. Karuana,  
Dist. Solan, Baddi (HP)

**Indore**

EA-05, Scheme No.94,  
Sector- 'A' Ring Road  
Dewas Naka,  
In Front of Mittal Toll Kanta  
Indore – 452 018

**Attibele**

Kaveri Nilaya  
Bhuvaneshwari Nagar  
Attibele,  
Karnataka – 562 107

**Ludhiana**

# 2805, Arya Colony,  
Moti Nagar,  
Near Hari Om Mandir,  
Ludhiana – 141 010  
Punjab.

**Mumbai**

Unit No.5  
Neeta 'C' Wing,  
Tejapal Scheme Road No.5, Vile Parle (East)  
Mumbai-400 057.

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## NOTICE

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of the members of the Company will be held on Monday the 29<sup>th</sup> day of September, 2014 at 9.30 A.M. at Kapu Sangam, 1-7-155, M.G.Road, Secunderabad-500003, to transact the following items of business:

### ORDINARY BUSINESS:

1. To consider and adopt the Accounts of the Company for the financial year ended 31<sup>st</sup> March, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Dr.H.Anuradha (DIN : 02623626), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration and in this regard 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 139,141 and 142 of the Companies Act, 2013, M/s. M. Anandam & Co, Chartered Accountants, (Registration No. 000125S), Hyderabad, be and are hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Meeting for a period of 3 years, subject to ratification by the members at every Annual General Meeting, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending March 31, 2015.”

### SPECIAL BUSINESS:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr.B.Kamalaker Rao (DIN : 00038686) Director of the Company, whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from ensuing Annual General Meeting.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr.K.Malhar Rao (DIN : 00294715) Director of the Company, whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from ensuing Annual General Meeting.”

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

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**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr.P.Niroop (DIN : 03110997) Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from ensuing Annual General Meeting.”

**7. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Rules made there under read with Schedule V of the Companies Act, 2013 and in supersession of resolution passed at 38<sup>th</sup> Annual General Meeting and such other approvals and consents as may be required, the consent and approval of the Company, be and is hereby accorded to the re-appointment of Mr.H.Kishen (DIN : 00160625) as Managing Director of the Company for a period of 3 years with effect from 1<sup>st</sup> April, 2014 on the terms and conditions as set out in the explanatory statement, with liberty to the Board of Directors to alter or vary the same so as not to exceed the limits set out in the said explanatory statement.”

**8. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Rules made there under read with Schedule V of the Companies Act, 2013 and in supersession of resolution passed at 38<sup>th</sup> Annual General Meeting and such other approvals and consents as may be required, the consent and approval of the Company, be and is hereby accorded to the re-appointment of Mr.H.Krishna Kumar (DIN : 002060198) as Whole-time Director of the Company for a period of 3 years with effect from 1<sup>st</sup> April, 2014 on the terms and conditions as set out in the explanatory statement, with liberty to the Board of Directors to alter or vary the same so as not to exceed the limits set out in the said explanatory statement.”

**9. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII of the Companies Act, 1956 and corresponding provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions of Companies Act, 1956 and Companies Act, 2013, if any and subject to the approval of the Central Government, if required, the Members do hereby ratify and confirm the remuneration paid in excess of the limits prescribed under the provisions of Sections 198, 309 read together with Schedule XIII of the Companies Act, 1956 amounting to ₹.26.82 lacs paid to Mr. H.Kishen (DIN: 00160625), Managing Director of the Company, for the Financial Year ended March 31, 2014 and waive the recovery of the above mentioned sum from him, being the remuneration agreed to be paid to him, as per the terms of appointment, as approved by the Members, to the extent it exceeds the statutory limit laid down under the Companies Act, 1956 and also approve the consequential retention thereof by him.”

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**10. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII of the Companies Act, 1956 and corresponding provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions of Companies Act, 1956 and Companies Act, 2013, if any and subject to the approval of the Central Government, if required, the Members do hereby ratify and confirm the remuneration paid in excess of the limits prescribed under the provisions of Sections 198, 309 read together with Schedule XIII of the Companies Act, 1956 amounting to ₹.30.61 lacs paid to Mr. H.Krishna Kumar (DIN: 00260198), Whole-time Director of the Company, for the Financial Year ended March 31, 2014 and waive the recovery of the above mentioned sum from him, being the remuneration agreed to be paid to him, as per the terms of appointment, as approved by the Members, to the extent it exceeds the statutory limit laid down under the Companies Act, 1956 and also approve the consequential retention thereof by him.”

**11. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing, from time to time, as they may consider fit, any sums of money, on such terms and conditions as the Board may deem fit notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so that the total amounts of monies so borrowed for the purpose of the Company at any time shall not exceed the sum of ₹.150 Crores (Rupees One Hundred and Fifty Crores only).”

**12. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to Section 180(1)(a) 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), the consent of the Company be and is hereby accorded to the Board to mortgage and /or create charge to the extent of Borrowing Limits of the Board of Directors, on all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertakings of the Company to or in favour of any Financial Institutions, Banks, NBFCs or any other Agencies/Lenders to secure the term loans and / financial assistance/ other obligations that has already been granted or may in future be granted by them to the Company from time to time.”

**For and on behalf of the Board of Directors**

**H.Kishen**  
Managing Director

Place: Secunderabad  
Date: 09-08-2014

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## 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 ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE Company. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than Forty-eight hours before the meeting.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business items is annexed hereto.
3. The register of members and Share Transfer Books of the Company will remain closed during the period from **18-09-2014 to 27-09-2014 (both days inclusive)**.
4. Members are requested to send all communications relating to shares and any change in address to the Registrar and Share Transfer Agent, M/s.Venture Capital And Corporate Investments Private Limited. Members holding shares in identical order of names in more than one folio are requested to write to the Company enclosing the share certificates to enable the Company to consolidate their holding into one folio.
5. Members/ Proxies are requested to bring their copies of Annual Report to the meeting and the attendance slip duly filled in for attending the meeting. Additional copy of Annual Report and duplicate attendance slip will not be issued at the place of the meeting.
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least seven days before the date of the meeting, so that the information required by them may be made available at the meeting.
7. Pursuant to the requirements on the Corporate Governance under the Listing Agreement entered into with the Stock Exchanges, the information about the directors proposed to be re-appointed/ appointed is given in the **Annexure-A** to the notice.
8. Trading in the Equity shares of the Company is compulsorily in dematerialized form for all investors. The ISIN (International Securities Identification Number) allotted to the Company's equity shares is INE138D01014.
9. The members who hold shares in dematerialized form are requested to bring their Client ID and DPID numbers for easy identification of attendance at the meeting.

### 10. Instructions about Voting:

The Members are requested to opt for only one mode of voting, i.e. either through e-voting or Physical ballot. If a Member casts votes by both modes, then voting done through a valid e-Voting shall prevail and voting done through Physical ballot shall be treated as invalid. Please refer the following detailed instructions for both modes of voting.

#### A) Voting through electronic means:

1. 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 providing Members facility to exercise their right to vote by electronic means through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

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

- (i) Log on to the e-voting website **www.evotingindia.com**
- (ii) Click on **“Shareholders”** tab.
- (iii) Select the **“FENOPLAST LIMITED”** from the drop down menu and click on **“SUBMIT”**
- (iv) 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 and then enter the Captcha Code as displayed and Click on Login.
- (v) 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.
- (vi) Fill up the following details in the appropriate boxes:

<b>PAN*</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
<b>DOB</b>	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/yy format.
<b>DIVIDEND BANK DETAILS#</b>	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 use the first two letters of their name and the 8 digits of the Folio number in the PAN field. 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 1 then enter RA00000001 in the PAN field.
- # Please enter the 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 'Set Password' 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN for **FENOPLAST LIMITED**.
- (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 Resolutions.
- (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.
- (xiv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.

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- (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 changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
  - (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then 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.
- II. The voting period begins on **24-09-2014 (9.00 AM) and ends on 25-09-2014 (5.00 PM)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as of 17-09-2014 (i.e., the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- III. 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)
- IV. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 17-09-2014.
- V. N.Vanitha, Practicing Company Secretary (C.P.No:10573), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

**B) Other Instructions:**

- I. The Scrutinizer will collate the votes downloaded from the e-voting system to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.
- II. The results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website [www.fenoplast.com](http://www.fenoplast.com) and be communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd.
- III. Members may address any query to Mr.V.B.V.R.Ratnaji, Compliance Officer at the Registered Office of the Company, Tel. No.040-27840322, e-mail address: [ratnaji@fenoplast.com](mailto:ratnaji@fenoplast.com), Website: [www.fenoplast.com](http://www.fenoplast.com).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**Item No. 4 to 6:**

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from 1<sup>st</sup> April, 2014 the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and the amended Listing Agreement.



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The Directors proposed to be appointed under these resolutions are the Non-Executive Independent Directors of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. B. Kamalaker Rao, Dr. K. Malhar Rao and Mr.P.Niroop, being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for a term as stated in the Resolutions.

The Nomination and Remuneration Committee and the Board of Directors have recommended the appointment of Mr. B. Kamalaker Rao, Mr.K.Malhar Rao and Mr.P.Niroop as Independent Directors of the Company.

Mr.B.Kamalaker Rao, Dr.K.Malhar Rao and Mr.P.Niroop, non-executive independent directors of the Company, have given declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Companies Act, 2013 and Rules made there-under for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

Copies of the draft letter for appointment of Mr. B. Kamalaker Rao, Dr.K. Malhar Rao and Mr.P.Niroop as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of Independent Directors to be appointed, including nature of their expertise and other disclosure as required under Clause 49 of the Listing Agreement, is provided at **Annexure A** of this Notice.

Except the Directors themselves, being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at **item Nos. 4 to 6**.

The Board recommends the resolutions in relation to the appointment of these Directors as Independent Directors, for the approval by the shareholders of the Company.

#### **Item No.7:**

On the recommendation of the Nomination and Remuneration Committee the Board of Directors at its meeting held on 09.08.2014 has proposed to re-appoint Mr. H. Kishen as Managing Director of the Company for a period of 3 years with effect from 01.04.2014 subject to the approval of the members of the Company and in supersession of resolution passed at 38<sup>th</sup> Annual General Meeting. Mr. H. Kishen is associated with the Company since inception and is responsible for its growth over the years. In view of his vast experience and knowledge, the Board is of the view that his continued appointment will benefit the Company and accordingly recommends his re-appointment and payment of remuneration as per terms and conditions mentioned below.

The principal terms and conditions of his appointment, inter-alia, contains the following:

Remuneration and perks of Mr. H. Kishen:-

- 1] **Basic Salary:** ₹. 4,40,000/- (Rupees Four Lakhs and Forty Thousand only) per month
- 2] **Perquisites:** In addition to the basic salary, he shall be entitled to the following perquisites classified into three categories A, B & C.

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**Category – A**

- i. House rent allowance: House rent allowance at the rate of **FORTY** percent of salary (Basic Salary)
- ii. Medical Reimbursement: Expenses incurred for self and family, subject to a ceiling of **ONE** month salary in a year or three months salary over a period of three years.

**Category – B**

- i. The Company's contributions to provident fund, superannuation fund or annuity fund shall be payable in accordance with the rules and regulations of the Company.
- ii. Gratuity shall be payable in accordance with the rules and regulations of the Company.
- iii. He is eligible for Leave Encashment.  
Such Contributions/Gratuity/ Encashment shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are exempt under the Income Tax act, 1961
- iv. Reimbursement of expenses: Reimbursement of reasonable entertainment and other expenses actually and properly incurred in connection with the business of the Company.

**Category – C**

He will be provided chauffeur driven car, mobile and telephone at residence to carry out his responsibilities. All personal long distance calls on the telephone shall be recovered by the Company. The provisions of car and telephone will not be considered as perquisites.

- 3] The above said remuneration shall be paid as minimum remuneration to the Managing Director in case of loss or inadequacy of profit for any financial year .
- 4] Mr.H Kishen shall not while continuing to be the Managing Director, be subject to retirement by Rotation.
- 5] The appointment can be terminated by either party giving three months notice in writing.

Approval of the members is being sought to the reappointment of Mr. H. Kishen as Managing Director of the Company for a period of three years w.e.f.01-04-2014 on the terms and conditions set out in the draft agreement. This resolution shall be in supersession of the previous resolution passed on 08-08-2013 for re-appointing Managing Director. The resolution set out in item No.7 of the Notice is intended for the purpose.

Mr.H Kishen along with Mr.H. Narsaiah, Director, Mr. H. Krishna Kumar, Whole-time Director & Dr H. Anuradha, Director who are related to him, are considered interested in the resolution.

A copy of the draft agreement referred to in the resolution will be available for inspection of the members at the Company's Registered Office on any working day between 11 a.m. to 1.00 p.m. prior to the date of the meeting and will also be available at the meeting.

**STATEMENT PURSUANT TO SECTION II OF PART II OF SCHEDULE V, OF THE COMPANIES ACT, 2013:****I. GENERAL INFORMATION**

- (1) Nature of Industry: PVC Leather and PVC Film
- (2) Expected date of commencement of commercial production: NA
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- (4) Financial performance during last three years: