

GOVIND RUBBER LIMITED

30th Annual Report 2014-2015



Wheel of progress





LORD GANESH TEMPLE AT LUDHIANA PLANT

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BOARD OF DIRECTORS :

VINOD PODDAR
Executive Chairman

RAHUL PODDAR
Vice Chairman & Managing Director

DARSHIKA R. PODDAR
Non-Executive Director

K. M . GARG
Independent Director

UMESH LATHI
Whole time Director

SANDEEP JHUNJHUNWALA
Independent Director

REGISTERED OFFICE :

418, Creative Indl. Estate
72, N.M. Joshi Marg,
Lower Parel,
Mumbai-400 011.

AUDITORS :

M/s. JAYANTILAL THAKKAR & CO.
Chartered Accountants

WORKS :

- a) V.P.O. Jugiana,
G. T. Road, Ludhiana,
Punjab - 141 120.
- b) Kanganwal Road,
V.P.O. Jugiana,
G. T. Road, Ludhiana,
Punjab - 141 120.

BANKERS :

CENTRAL BANK OF INDIA
STATE BANK OF INDIA
BANK OF BARODA
INDIAN OVERSEAS BANK

GOVIND RUBBER LIMITED

Regd. Office: 418, Creative Industrial Estate, 72, N.M.Joshi Marg, Lower Parel, Mumbai - 400 011
Corporate Identity Number (CIN): L25110MH1985PLC036320
Tel: 022-30083800-02 . Fax: 022-23092296 . Email id: info@grltires.com . Website: www.grltires.com

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of Govind Rubber Limited will be held on Tuesday, 15th September, 2015 at 11.00 a.m. at Nehru Centre, Hall of Harmony, Dr. Annie Besant Road, Worli, Mumbai - 400 018 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Auditors of the Company 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 Sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Jayantilal Thakkar & Co, Chartered Accountants, (Firm Registration Number 104133W), be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be convened in the year 2017 and remuneration to be decided by the Board of Directors of the Company in consultation with Auditors.

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."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 152, 162 and any other applicable provisions of the Companies Act, 2013 and any rules made there under, Ms. Darshika R. Poddar (DIN: 07017325), who was appointed as an additional Director of the Company by the Board of Directors w.e.f. 14th November, 2014 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing the candidature of Ms. Darshika R. Poddar for the office of the Director of the Company, be and is hereby appointed as a Non-Independent Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, M/s K. G. Goyal & Associates, Cost Accountants, (Firm Registration Number 00024), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, be paid a remuneration, for the financial year ending 31st March, 2016, amounting to Rs. 30,000/- (Rupees Thirty Thousand only) plus service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit."

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

"In supersession of all earlier resolutions, RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the said Act (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) and subject to the approval of Central Government, if any, consent of the Members be and is hereby accorded to the appointment of Mr. Vinod Poddar (DIN-00182629) as Executive Chairman for a period of 3 years commencing from 1st August, 2015 and to the payment of remuneration as recommended by The Nomination & Remuneration Committee and set out in the explanatory statement.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Vinod Poddar, the Company shall pay him remuneration by way of salary and perquisite as per Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration payable to, and/or the terms and conditions of appointment/re-appointment of Mr. Vinod Poddar, to the extent the Board may consider appropriate and as permitted in accordance with any provision under the Act read with Schedule V, as amended from time to time and the Company will not have to take further approvals as long as the remuneration payable does not exceed the maximum permissible limit under the relevant Act, rules and regulations that are for the time being in force including

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any statutory modification or re-enactment thereof."

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

"In supersession of all earlier resolutions, **RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of Central Government, if any, consent of the Members be and is hereby accorded to the appointment of Mr. Rahul Poddar (DIN- 02232117) as Vice Chairman & Managing Director for a period of 3 years commencing from 1st August, 2015 and to the payment of remuneration as recommended by The Nomination & Remuneration Committee and set out in the explanatory statement.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Rahul Poddar, the Company shall pay him remuneration by way of salary and perquisite as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration payable to, and/or the terms and conditions of appointment/re-appointment of Mr. Rahul Poddar, to the extent the Board may consider appropriate and as permitted in accordance with any provision under the Act read with Schedule V, as amended from time to time and the Company will not have to take further approvals as long as the remuneration payable does not exceed the maximum permissible limit under the relevant Act, rules and regulations that are for the time being in force including any statutory modification or re-enactment thereof."

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

"In supersession of all earlier resolutions, **RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of Central Government, if any, consent of the Members be and is hereby accorded to the appointment of Mr. Umesh Lathi (DIN-01854584) as a Whole time Director for a period of 3 years commencing from 1st August, 2015 and to the payment of remuneration as recommended by The Nomination &

Remuneration Committee and set out in the explanatory statement.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of the Mr. Umesh Lathi, the Company shall pay him remuneration by way of salary and perquisite as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration payable to, and/or the terms and conditions of appointment/re-appointment of Mr. Umesh Lathi, to the extent the Board may consider appropriate and as permitted in accordance with any provision under the Act read with Schedule V, as amended from time to time and the Company will not have to take further approvals as long as the remuneration payable does not exceed the maximum permissible limit under the relevant Act, rules and regulations that are for the time being in force including any statutory modification or re-enactment thereof."

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

"RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 consent of the Company be and is hereby given to the Board of Directors of the Company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events in favour of the Financial Institutions/Banks/any other investing agencies/trustees for the holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any other person(s)/bodies corporate by way of private placement or otherwise, to secure rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs. 250 Crores (Rupees Two Hundred Fifty Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to

creating mortgage / charge as aforesaid and also to delegate all or any of the above powers to the Principal Officers of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

9. 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 section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties 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 expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

By order of the Board of Directors

Place: Mumbai **VINOD PODDAR**
Date: 15th July, 2015 Chairman & Managing Director
DIN : 00182629

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY/ PROXIES 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 TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY**

CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.

2. The Register of Members and the Share Transfer books of the Company will remain closed from 09th September, 2015 to 14th September, 2015 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2015.
3. Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to address their queries to the Compliance officer at the Registered Office of the Company, so as to reach him at least seven days before the date of Meeting.
4. Members / Proxies attending the Meeting are requested to bring their Attendance Slip, sent herewith, duly filled in and also their copies of the Annual Report.
5. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. The Company's Shares are listed on BSE Ltd and applicable listing Fees have been paid upto date including Financial Year 2015-16.
7. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
9. The instrument 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.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company or Registrar.
11. Details under Clause 49 of the Listing Agreement (amended) with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

12. Electronic copy of the Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. The Members who have not registered their email address, so far are required to register their email address for receiving all communication including Annual Report, Notices circular etc, from the Company electronically. The physical copies of the Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

13. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for financial year 2014-2015 will also be available on the Company's website www.grltires.com for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost.

14. All documents referred to in the Notice will be available for inspection at the registered office of the Company during normal business hours on working days up to the date of AGM.

15. Members are requested to kindly notify changes including email address, if any, in their address and write for all correspondence relating to share department; to the Company's Registrar & Transfer Agent, M/s. Sharepro Services (India) Pvt. Ltd., (Unit: Govind Rubber Limited) 13-AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai - 400072. Email: grubber@shareproservices.com

16. PROCEDURE FOR E-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 Clause 35B of the Listing Agreement, 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 National Securities Depository Limited (NSDL).

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.

III. 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.

IV. The remote e-voting period commences on 12th September, 2015 at 9:00 am and ends on 14th September, 2015 at 5:00 pm. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing password for casting the vote. If you have forgotten your password, you can reset your password by using "Forget User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login.

(iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

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- (vii) Select "EVEN" of "Govind Rubber Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (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, to the Scrutinizer through e-mail to cs@gmj.co.in with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below at the bottom of the Attendance Slip/Ballot Form for the AGM :
- EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN**
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8th September, 2015.
- X. Any person, who acquires shares of the Company and becomes Member of the Company after 14th August, 2015 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 8th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kumaresan@shareproservices.com.
- XI. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Prabhat Maheshwari, Partner, GMJ & Associates, Company Secretaries (Membership No. 2405), has been appointed for as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the Meeting and there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.grltires.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchanges where the shares of the Company are listed.

ANNEXURE TO NOTICE:

Statement pursuant to Section 102(1) of the Companies Act' 2013 for the item Nos. 3 to 9 of the accompanying notice is as under:-

Item No.3:- The Board of Directors appointed Ms. Darshika R. Poddar as an Independent Director w.e.f 14th November, 2014 pursuant to Section 152 of the Companies Act, 2013. She holds office till conclusion of this Annual General Meeting. The Status of Ms. Darshika R. Poddar is changed from Independent Director to Non Independent Director as now she is part of Promoter Group.

Ms. Darshika R. Poddar is a Commerce Graduate. She specializes in Finance domain. The Board considers that

her continued association would be of immense benefit to the Company and is desirable to continuously avail the services of Ms. Darshika R. Poddar. The Board recommends the appointment of Ms. Darshika R. Poddar as a Non Independent, Non - Executive Director, liable to retirement by rotation. Ms. Darshika R. Poddar also fulfills the conditions specified in the Companies Act, 2013 for appointment as Non - Executive Director.

None of the director or key managerial personnel (KMP) or relatives of directors or KMP is concerned or interested in the said Resolution, except Mr. Vinod Poddar & Mr. Rahul Poddar as relatives and Ms. Darshika R. Poddar as the resolution is for her appointment.

Accordingly the Board, recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice.

Item No.4:- The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the Audit of the cost records of the Company for the financial year ended 31st March, 2016.

In accordance with the provisions of section 148 of the act read with the Company's (Audit and Auditors) Rules, 2014 the remuneration 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 as set out at item No.4 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year ended 31st March, 2016.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way concerned or interested, financially or otherwise in the resolution set out at item No.4 of the Notice.

Accordingly the Board, recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice.

Item No.5:-

The Board of Directors in its Meeting held on 15th July, 2015 appointed Mr. Vinod Poddar as Executive Chairman for a period of three years commencing from 1st August, 2015. The Nomination and Remuneration Committee has recommended the terms of remuneration payment in its Meeting held on 15th July, 2015. The appointment is subject to the provisions of Sections 196, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of Central Government, if any. Mr. Vinod Poddar is currently holding the position of Chairman and Managing Director in the company and now it is proposed to appoint him as Executive Chairman. The main terms and conditions including remuneration of the appointment as approved by the Board of Directors are as under:-

REMUNERATION: (Salary, Perquisites & commission)

- i) Fixed Pay: Rs.3,50,000/- to Rs.7,00,000/- per month by way of salary, perquisites and other allowances.
- ii) Commission: May be decided by the Board for each financial year subject to the provisions of relevant Sections of the Companies Act, 2013 read with Schedule V of the said Act.

iii) OTHER FACILITIES

1. Medical Reimbursement:

Reimbursement of actual medical expenses incurred in India and/or abroad and including hospitalization, nursing home, surgical charges and Medical Insurance Premium for himself and his family.

2. Leave Travel Assistance:

Reimbursement of actual traveling expenses for proceeding on leave once in a year in respect of himself and his family.

3. Reimbursement of Car Expenses:

Reimbursement of actual car related expense.

4. Club Fees:

Reimbursement of Membership Fee for Clubs in India including admission and Life Membership Fees for maximum upto two clubs.

5. Telephone and Credit Card:

Telephone at Residence, mobile Phone and Credit Card shall be provided.

6. Personal Accident Insurance:

Personal Accident Insurance Policy for an amount, the annual premium of which shall not exceed Rs.5,00,000/- p.a.

7. Contribution to Provident Fund, Superannuation Fund or Annuity Fund:

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company applicable to the Executive Chairman of the Company.

8. Gratuity:

Gratuity shall be payable at half month's salary for each completed year of service.

9. Leave:

He will be entitled to leave with full pay as per the rules of the Company and will be entitled to encash the accumulated leave at the end of the tenure/ retirement.

10. Gas Supply, Electricity & Other:

Supply of Gas, Electricity and water at the residence of the Executive Chairman and value of the same shall not exceed 25% of the salary.

11. Accommodation:

The Company shall provide for himself and family, full

furnished accommodation in Mumbai and elsewhere.

However, all the above perquisites other than prescribed under Section IV of Schedule V shall not exceed Rs.42,00,000/- p.a.

The Company shall reimburse the Executive Chairman all business expenses incurred on entertainment, travelling and/or any other expenses incurred and that the same shall not be considered a part of remuneration.

In the event of Loss of Office for any reason, he will be paid compensation as per Section 202 of the Companies Act, 2013.

None of the director or key managerial personnel (KMP) or relatives of directors or KMP is concerned or interested in the said Resolution, except Mr. Rahul Poddar & Ms. Darshika R. Poddar as relatives and Mr. Vinod Poddar as the resolution is for his appointment and remuneration payment.

Accordingly the Board, recommends the passing of the Special Resolution as set out in the Item no. 5 of the Notice.

Item No.6:-

The Board of Directors in its Meeting held on 15th July, 2015 had appointed Mr. Rahul Poddar as Vice Chairman and Managing Director for three years commencing from 1st August, 2015. The Nomination and Remuneration Committee has recommended the terms of remuneration payment in its Meeting held on 15th July, 2015. The appointment is subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of Central Government, if any. The main terms and conditions including remuneration of the appointment as approved by the Board of Directors are as under:

i) **Salary** : Rs 3,00,000/- per month upto Rs.7,00,000/-per month by way of salary, perquisites and other allowances.

ii) Commission:

May be decided by the Board for each financial year subject to the provisions of relevant sections of the Companies Act, 2013 read with Schedule V of the said Act.

iii) Perquisites

In addition to the salary, he shall also be entitled to the following perquisites, as per the Rules of the Company:

1. Medical Reimbursement:

Reimbursement of medical expenses incurred for self and family, as per the Rules of the Company.

The Company shall take a separate Mediclaim Policy for Mr. Rahul Poddar and his family and

premium on such policy shall be paid by the Company.

2. Leave Travel Assistance:

Reimbursement of actual travelling expenses for proceeding on leave once in a year for self and family as per the Rules of the Company.

Explanation

For the purpose of the perquisites above, family shall mean the spouse, the dependent children and the dependent parents.

3. Personal Accident Insurance: Actual Premium paid.

4. Provident Fund, Superannuation Fund or Annuity Fund:

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company.

5. Gratuity: Gratuity shall be payable as per the Rules of the Company.

6. Leave and Encashment of Leave:

He will be entitled to leave with full pay and encashment of the accumulated leave, as per the Rules of the Company and will not be included in the computation of the ceiling on perquisites.

7. Use of Car:

The Company shall provide two fully maintained cars with drivers for business use.

8. Club Fees:

The Company shall reimburse the membership fees for two clubs in India which includes admission fees and life membership fees.

9. Bonus & Ex-gratia:

Bonus & Ex-gratia will be paid, as per the Rules of the Company.

10. Telephones, Facsimile and other communication facilities:

The Company shall provide telephones, Facsimile and other communication facilities at his residence and the same shall be borne by the Company.

11. Other allowances and benefits in terms of current employment including leave, provident fund, gratuity and other retiring benefits to which he may be entitled, as Vice Chairman & Managing Director.

However, all the above perquisites other than prescribed under Section IV of Schedule V shall not exceed Rs.42,00,000/- P.a.

The Company shall reimburse the Managing Director all expenses incurred on entertainment, travelling and/or any other expenses incurred and that the same shall not be considered a part of remuneration.

Notice



In the event of Loss of Office for any reason, he will be paid compensation as per Section 202 of the Companies Act, 2013.

None of the director or key managerial personnel (KMP) or relatives of directors or KMP is concerned or interested in the said Resolution, except Mr. Vinod Poddar and Ms. Darshika R Poddar as relative and Mr. Rahul Poddar as the resolution is for his appointment and remuneration payment.

Accordingly the Board, recommends the passing of the Special Resolution as set out in the Item no. 6 of the Notice.

Item No.7:-

The Board of Directors in its Meeting held on 15th July, 2015 appointed Mr. Umesh Lathi as a Whole time Director for a period of three years commencing from 1st August, 2015. The Nomination and Remuneration Committee has recommended the terms of remuneration payment in its Meeting held on 15th July, 2015. The appointment is subject to the provisions of Sections 196, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of Central Government, if any. The main terms and conditions including remuneration of the appointment as approved by the Board of Directors are as under:

i) Salary :

- a. Rs 2,00,000/- per month upto Rs.7,00,000/ per month by way of salary, perquisites and other allowances.
- b. The same is bifurcated as under:
 - i. Basic Salary: Rs 2,00,000/- per month with annual increment as decided.
 - ii. House Rent Allowance : 50% of the Basic Salary.

ii) Commission:

No commission is payable to him.

iii) Perquisites:

In addition to the salary, he shall also be entitled to the following perquisites, as per the Rules of the Company:

1. Medical Reimbursement:
Reimbursement of medical expenses incurred for self and family, as per the Rules of the Company.
The Company shall pay premium on Mediclaim Policy separately for self & family.
2. Leave Travel Assistance:
Reimbursement of actual traveling expenses for proceeding on leave once in a year for self and family as per the Rules of the Company.

Explanation

For the purpose of the perquisites above, family shall mean the spouse, the dependent children and the dependent parents.

3. Personal Accident Insurance: Actual Premium paid.
4. Provident Fund, Superannuation Fund or Annuity Fund:

Contribution to Provident Fund, Superannuation Fund of Annuity Fund is payable as per the Rules of the Company.

5. Leave and Encashment of Leave:

He will be entitled to leave with full pay and encashment of the accumulated leave, as per the Rules of the Company and will not be included in the computation of the ceiling on perquisites.

6. Use of Car:

The Company shall provide fully maintained car with driver for business and personal use.

7. Bonus & Ex-gratia:

Bonus & Ex-gratia will be paid, as per the Rules of the Company.

8. Telephones, Facsimile and other communication facilities:

The Company shall provide free telephones, Facsimile and other communication facilities at his residence.

9. Other allowances and benefits in terms of current employment including leave, provident fund, superannuation, gratuity and other retiring benefits to which he may be entitled, account shall be taken of his service with the Company prior to his appointment as Whole Time Director.

10. Accommodation:

The Company shall provide for himself and family, full furnished accommodation in Mumbai and elsewhere.

However, all the above perquisites other than prescribed under Section IV of Schedule V shall not exceed Rs.3,00,000/- p.m.

The Company shall reimburse the Whole time Director all expenses incurred on entertainment, travelling and/or any other expenses incurred and that the same shall not be considered as a part of remuneration

In the event of Loss of Office for any reason, he will be paid compensation as per Section 202 of the Companies Act, 2013. None of the Director or key managerial personnel (KMP) or relatives of directors or KMP is concerned or interested in the said Resolution, except Mr. Umesh Lathi as the resolution is for his appointment and remuneration payment.

Accordingly the Board, recommends the passing of the Special Resolution as set out in the Item no. 7 of the Notice.