



**13<sup>th</sup> Annual Report 2012-2013**

**GULSHAN POLYOLS LIMITED**  
(ISO 9001:2000 Company)

## Gulshan Polyols Limited

### BOARD OF DIRECTORS

Dr. Chandra Kumar Jain	: Managing Director
Mr. K. K. Pandey	: Independent Director
Mr. A. K. Maheshwari	: Independent Director
Mr. Ajay Jain	: Independent Director
Mr. A. K. Vats	: Whole Time Director
Ms. Arushi Jain	: Whole Time Director
Ms. Aditi Pasari	: Whole Time Director
Mr. S. K. Tewari	: Whole Time Director

### COMPANY SECRETARY

Ms. Nisha Gupta

### CHIEF FINANCIAL OFFICER

Mr. Rajesh Agarwal

### REGISTERED OFFICE

9th K. M., Jansath Road,  
Muzaffarnagar, Uttar Pradesh-251 001

### CORPORATE OFFICE & INVESTOR CELL

G-81, Preet Vihar, Delhi - 110 092  
Tel. : 011-49999200, Fax : 011-49999202

### PLANT LOCATION

1. Plot No. 762,  
Jhagadia Industrial Estate,  
Bharuch-393110 (Gujarat)
2. 9th K. M., Jansath Road,  
Muzaffarnagar,  
Uttar Pradesh-251001
3. Plot no. 769/2, G.I.D.C.  
Industrial Estate,  
Distt. Bharuch - 393110 (Gujarat)
4. Village Rampur Majri,  
Dhaura Kuan, Distt.  
Sirimour (H.P.)-173001
5. Plot No.-10, 11 & Part of 9,  
Boregaon Industrial Growth  
Centre, Tehsil - Sausar,  
Dist. Chhindwara, Madhya Pradesh
6. E-21& 22, RIICO Growth Centre  
Phase-II, Abu Road, Disst.  
Sirohi, (Rajasthan)
7. On-site Plant of PCC, Patiala (Punjab)

### VISIT US AT

[www.gulshanindia.com](http://www.gulshanindia.com)

### AUDITORS

M/s Shahid & Associates  
Chartered Accountants  
Muzaffarnagar (UP).

### BANKERS

Bank of Baroda

### REGISTRAR & SHARE TRANSFER AGENT

M/s Alankit Assignments Limited  
2E/21, Alankit House, Jhandewalan  
Extension, New Delhi 110055,  
Phone No: 011-42541234/ 42541955  
Fax No: 011-4254196  
E-mail: [rta@alankit.com](mailto:rta@alankit.com)

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## NOTICE

Notice is hereby given that the 13<sup>th</sup> Annual General Meeting of **GULSHAN POLYOLS LIMITED** will be held on Wednesday, 17<sup>th</sup> July, 2013 at 12.30 P.M. at its Registered Office at 9<sup>th</sup> K.M., Jansath Road, Muzaffarnagar, Uttar Pradesh - 251001 to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2013 and the Statement of Profit & Loss of the Company for the year ended on that date together with the Reports of Board of Directors and the Auditors thereon.
2. To declare a dividend on Preference Shares.
3. To declare a dividend on Equity Shares.
4. To appoint a director in place of Mr. Ajay Jain who retires by rotation and being eligible offers himself for re-appointment.
5. To re-appoint the retiring Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

### SPECIAL BUSINESS

#### 6. Payment of Commission to Non Executive Directors of the Company

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, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, the Non-Executive Directors of the Company (i.e. Directors other than the Managing Director and Whole-time Directors) be paid, by way of an annual payment, in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof, a commission as the Board of Directors may from time to time determine, not exceeding 1% (one percent) of net profits of the Company, to be calculated in accordance with the provisions of Sections 198, 349 and 350 and other provisions, if any, of the Companies Act, 1956, for a period of 5 (five) years with effect from 1<sup>st</sup> April, 2013."

#### 7. Revision in terms of remuneration of Dr. C. K. Jain, Managing Director of the Company

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

**"RESOLVED THAT** pursuant to sections 198, 269, 309, 310 and 311 read with schedule XIII and other applicable provisions of the Companies Act, 1956, and pursuant to the Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the revision in remuneration payable to Dr. C. K. Jain, Managing Director of the company with effect from 1<sup>st</sup> April, 2013 on the following terms:

- |                    |  |
|--------------------|--|
| <b>Salary:</b>     | (a) In the range of ₹ 6 lacs to ₹ 8 lacs per month. (With such annual/ special increments within the aforesaid range as may be decided by the Board, on recommendation of Remuneration Committee, from time to time)   |
| <b>Commission:</b> | (b) In addition to the salary, perquisites and allowances payable, commission shall be paid, as may be decided by the Board of Directors on the recommendation of Remuneration Committee for each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Section 198 and 309 read with Schedule XIII of the Companies Act, 1956. |
|                    | (c) Company's contribution towards Provident Fund, Gratuity and Encashment of accumulated Leaves as per rules of the company. The Gratuity shall not exceed an amount equal to half month's salary for each completed year of service. However,  |

all these shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

- (d) Company shall provide him suitable owned/ leased accommodation. Company's Car for use on Company's business and telephone at residence and Mobile phone will be provide but shall not be considered as perquisites. Personal long distances calls and use of car (if any) for private purpose, shall be billed by the company.

**RESOLVED FURTHER THAT** necessary forms be filed to Registrar of Companies within stipulated period and Dr. C.K. Jain, Managing Director, Ms. Aditi Pasari, Director and Ms. Nisha Gupta, Company Secretary be and are hereby severally authorized to take all necessary steps in the matter."

### 8. Re-appointment of Ms. Arushi Jain as Whole Time Director of the Company

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

"**RESOLVED THAT** pursuant to sections 198, 269, 309 and 310 read with schedule XIII and other applicable provisions of the Companies Act, 1956, the approval of the shareholders, be and is hereby accorded to the re-appointment of Ms. Arushi Jain as Whole Time Director of the Company for a further period of 3 years with effect from 1<sup>st</sup> January, 2013 on the Remuneration, Perquisites and other benefits and amenities as set out in the resolution with a liberty to the Board of Directors to make and /or accept any variation in the terms & conditions and also to consider annual increment in remuneration within the limits specified in above sections and Schedule XIII of the Companies Act, 1956 or any other applicable provisions of the Act and guidelines issued by the Central Government from time to time."

- Salary:**
- (i) ₹ 80,000/- (Rupees Eighty Thousand Only) per month with effect from 1<sup>st</sup> January, 2013 for a period of three years (subject to deduction of tax at source).
  - (ii) Company's contribution towards Provident Fund, Gratuity and Encashment of accumulated Leaves as per rules of the company. The Gratuity shall not exceed an amount equal to half month's salary for each completed year of service. However, all these shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
  - (iii) Company's Car for use on Company's business and telephone at residence and Mobile phone will be provide but shall not be considered as perquisites. Personal long distances calls and use of car (if any) for private purpose, shall be billed by the company.

### 9. Re-appointment of Ms. Aditi Pasari as Whole Time Director of the Company

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

"**RESOLVED THAT** pursuant to sections 198, 269, 309 and 310 read with schedule XIII and other applicable provisions of the Companies Act, 1956, the approval of the shareholders, be and is hereby accorded to the re-appointment of Ms. Aditi Pasari as Whole Time Director of the Company for a further period of 3 years with effect from 1<sup>st</sup> January, 2013 on the Remuneration, Perquisites and other benefits and amenities as set out in the resolution with a liberty to the Board of Directors to make and /or accept any variation in the terms & conditions and also to consider annual increment in remuneration within the limits specified in above sections and Schedule XIII of the Companies Act, 1956 or any other applicable provisions of the Act and guidelines issued by the Central Government from time to time."

- Salary:**
- (i) ₹ 80,000/- (Rupees Eighty Thousand Only) per month with effect from 1<sup>st</sup> January, 2013 for a period of three years (subject to deduction of tax at source).
  - (ii) Company's contribution towards Provident Fund, Gratuity and Encashment of accumulated Leaves as per rules of the company. The Gratuity shall not exceed an amount equal to half month's salary for each completed year of service. However, all these shall not be

included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

- (iii) Company's Car for use on Company's business and telephone at residence and Mobile phone will be provide but shall not be considered as perquisites. Personal long distances calls and use of car (if any) for private purpose, shall be billed by the company.

#### **10. Revision in terms of remuneration of Ms. Arushi Jain, Whole Time Director of the Company**

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

**"RESOLVED THAT** pursuant to sections 198, 269, 309 and 310 read with schedule XIII and other applicable provisions of the Companies Act, 1956, and pursuant to the Articles of Association of the Company, consent of the Shareholders, be and is hereby accorded to the revision in remuneration payable to Ms. Arushi Jain, Whole Time Director of the company with effect from 1<sup>st</sup> April, 2013 on the following terms:

- Salary:** (a) In the range of ₹ 80,000 (Eighty Thousand) to ₹ 2,00,000 (Two Lacs) per month. (With such annual/ special increments within the aforesaid range as may be decided by the Board on recommendation of Remuneration Committee from time to time)
- Commission:** (b) In addition to the salary, perquisites and allowances payable, commission shall be paid, as may be decided by the Board of Directors on the recommendation of Remuneration Committee for each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Section 198 and 309 read with Schedule XIII of the Companies Act, 1956.
- (c) Company's contribution towards Provident Fund, Gratuity and Encashment of accumulated Leaves as per rules of the company. The Gratuity shall not exceed an amount equal to half month's salary for each completed year of service. However, all these shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
- (d) Company's Car for use on Company's business and telephone at residence and Mobile phone will be provided but shall not be considered as perquisites. Personal long distances calls and use of car (if any) for private purpose shall be billed by the Company.

**RESOLVED FURTHER THAT** necessary forms be filed to Registrar of Companies within stipulated period and Dr. C.K. Jain, Managing Director, Ms. Aditi Pasari, Director and Ms. Nisha Gupta, Company Secretary be and are hereby severally authorized to take all necessary steps in the matter."

#### **11. Revision in terms of remuneration of Ms. Aditi Pasari, Whole Time Director of the Company**

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

**"RESOLVED THAT** pursuant to sections 198, 269, 309 and 310 read with schedule XIII and other applicable provisions of the Companies Act, 1956, and pursuant to the Articles of Association of the Company, consent of the Shareholders be and is hereby accorded to the revision in remuneration payable to Ms. Aditi Pasari, Whole Time Director of the company with effect from 1<sup>st</sup> April, 2013 on the following terms:

- Salary:** (a) In the range of ₹ 80,000 (Eighty Thousand) to ₹ 2,00,000 (Two Lacs) per month. (With such annual/ special increments within the aforesaid range as may be decided by the Board on recommendation of Remuneration Committee from time to time)
- Commission:** (b) In addition to the salary, perquisites and allowances payable, commission shall be paid, as may be decided by the Board of Directors on the recommendation of Remuneration Committee for each financial year calculated with reference to the

## Gulshan Polyols Limited

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net profits of the Company, subject to the overall ceiling stipulated in Section 198 and 309 read with Schedule XIII of the Companies Act, 1956.

- (c) Company's contribution towards Provident Fund, Gratuity and Encashment of accumulated Leaves as per rules of the company. The Gratuity shall not exceed an amount equal to half month's salary for each completed year of service. However, all these shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
- (d) Company's Car for use on Company's business and telephone at residence and Mobile phone will be provided but shall not be considered as perquisites. Personal long distances calls and use of car (if any) for private purpose shall be billed by the Company.

**RESOLVED FURTHER THAT** necessary forms be filed to Registrar of Companies within stipulated period and Dr. C.K. Jain, Managing Director, Ms. Aditi Pasari, Director and Ms. Nisha Gupta, Company Secretary be and are hereby severally authorized to take all necessary steps in the matter."

**By the order of the Board of Directors**

Date : 25<sup>th</sup> May, 2013  
Place: Delhi

Sd/-  
**Nisha Gupta**  
Company Secretary

### NOTES:

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- (b) The relevant details as required by Clause 49 of the Listing Agreement entered into with Stock Exchange of persons seeking appointment/ re-appointment, as directors under item no. 4, 7, 8 & 9 set out above are annexed hereto.
- (c) The register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 6<sup>th</sup> June, 2013 to Friday, 7<sup>th</sup> June, 2013 (both days inclusive).
- (d) Dividend on the Shares, if declared, will be paid at par after 17<sup>th</sup> July, 2013 to those Members/Beneficial owners whose names appear on the Company's Register of Members/Register of Beneficiaries as at the end of business hours on 5<sup>th</sup> June, 2013.
- (e) The Company has designated an exclusive e-mail id called **nishagupta@gulshanindia.com** for redressal of shareholders' / Investors' complaints. In case you have any queries / complaints or grievances, then please write to us at the above e-mail address.
- (f) Members who have not yet en-cashed their dividend for the financial years 2005-06, 2006-07, 2007-08, 2008-09 2009-10, 2010-11 and 2011-12 are requested to lodge their claims to the Company accordingly, without any delay. All the monies towards unpaid/ unclaimed dividend are lying in a separate bank account of the Company for the respective years. Members are hereby informed that upon expiry of seven years from the date of transfer to the unpaid dividend account shall be transferred by the Company to the investor Education and Protection Fund (IEPF) established by the Central Government in terms of section 205C(2) of the companies Act, 1956.  
Further, unpaid/unclaimed dividend for the financial year 2005-06 shall become transferable to the IEPF. No Claim shall lie against the Company or the said Fund for such transfer and upon such transfer.
- (g) Members are advised to submit their Electronic Clearing System (ECS) mandates, to enable the Company to make remittance by means of ECS. Those holding shares in physical form may obtain and send the

ECS Mandate Form to RTA of the Company. Those holding shares in Electronic Form may obtain and send the ECS mandate form directly to their DP.

- (h) Members holding shares in electronic form may please note that the bank account details and 9 digit MICR code of their Bankers, as noted in the records of their depository, shall be used for the purpose of remittance of dividend through Electronic Clearing Service (ECS), or for printing on dividend warrants wherever applicable. Members are therefore requested to update their bank account details particulars, change of address and other details with their respective Depository Participants for the shares held in demat mode and to the registrar and share Transfer Agent for shares held in physical form.
- (i) In terms of Section 109A of Companies Act, 1956, the members (only Individual) can avail of the nomination facility by filling & filing form 2-B with the company. Blank forms will be supplied on request.
- (j) Members who holds shares in physical form in multiple folios, in identical names or joint holding in the order of names are requested to send share certificates to Company's Share Transfer Agent for consolidation into a single folio.
- (k) Members/Proxies are requested to bring copy of the Annual Report with them, as copies of the Report will not be distributed at the Meeting.

#### **INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:**

As required under the listing agreement, the particulars of Directors who are proposed to be appointed/ re-appointed are given below:

Name : **Mr. Ajay Jain**  
 Age : 52 years  
 Qualifications : FCA, ACS  
 Experience : 26 years  
 Other Directorships : None  
 He is Chairman of Audit Committee and Remuneration Committee of the Company.  
 He is also member of Shareholders' Grievance Committee.

Name : **Dr. C. K. Jain**  
 Age : 64 years  
 Qualifications : B.Sc., Ph.D. (Chemistry)  
 Experience : 41 years  
 Other Directorships : Gulshan Lamee Pack Pvt. Ltd., Gulshan Sugars and Chemicals Limited, Gulshan Holdings Pvt. Ltd. and Gulshan Specialty Minerals Pvt. Ltd.  
 He is a member of Audit Committee.

Name : **Ms. Arushi Jain**  
 Age : 35 years  
 Qualifications : BBA, Master in Marketing from Baruch, CUNY, USA  
 Other Directorships : Gulshan Sugars and Chemicals Ltd.

Name : **Ms. Aditi Pasari**  
 Age : 34 years  
 Qualifications : MBA from Cardiff University, (UK)  
 Other Directorships : Gulshan Lamee Pack Pvt. Ltd., East Delhi Importers & Exporters Pvt. Ltd., Gulshan Sugars and Chemicals Limited and Reliance Expovision Private Limited.  
 She is a member of Shareholder's Grievance Committee

## **Gulshan Polyols Limited**

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### **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

#### **ITEM No 6**

The Board of Directors are of the opinion that, in order to remunerate the Non-Executive and Independent Directors of the Company (other than the Managing Director and/or Whole-time Directors), for the responsibilities entrusted upon them under the law particularly with the requirements of the Corporate Governance Policies, the current trends and commensurate with the time devoted and the contribution made by them, the Board at their Meeting held on 25<sup>th</sup> May, 2013 has approved, subject to such Statutory approvals as may be necessary, payment by way of Commission, to be paid to the Non- Executive and Independent Directors of the Company.

Board of Directors of the Company has approved payment of Commission to Non- Executive and Independent Directors of the Company, within the maximum limit of 1% of net profits of the Company, to be determined by the Board of Directors for each Non-Executive and Independent Director for each financial year, over a period of five years with effect from 1<sup>st</sup> April, 2013, in addition to the sitting fees paid for each of the Board and the Committees meetings attended by them.

Section 309 of the Companies Act, 1956 requires approval of members of the Company by passing a Special Resolution in General Meeting for payment of remuneration by way of Commission to Non-Executive Directors of the Company.

All the Non-Executive Directors of the Company may be deemed to be concerned or interested in the said resolution to the extent of the commission payable to them.

#### **ITEM NO 7**

The Board of Directors at their meeting held on 25<sup>th</sup> May, 2012, re-appointed Dr. C. K. Jain, Managing Director of the Company for three years and fixed payment of remuneration of ₹ 72 Lacs per annum plus Perquisites and Allowances, with effect from 1<sup>st</sup> April, 2012, thereafter approved by the shareholders in their meeting held on 22nd September, 2012.

Subsequently, at a meeting of Board of Directors held on 25<sup>th</sup> May, 2013, it was decided to revise the remuneration of Dr. C. K. Jain as set out in the above resolution with effect from 1<sup>st</sup> April, 2013.

Accordingly, your Directors recommend the resolution for the approval of shareholders for revision of remuneration of Dr. C. K. Jain, Managing Director with effect from 1<sup>st</sup> April, 2013.

None of the directors except Dr. C. K. Jain being himself and Ms. Aditi Pasari and Ms. Arushi Jain being his daughters are interested or concerned in the proposed resolution.

#### **ITEM NO 8, 9, 10 & 11**

Ms. Arushi Jain and Ms. Aditi Pasari were re-appointed as Whole Time Directors of the Company for a further period of 3 years with effect from 1<sup>st</sup> January, 2013 at remuneration of ₹ 80,000/- per month to each plus Perquisites and Allowances. The said remunerations were in accordance with schedule XIII of the Companies Act, 1956 and were approved by Remuneration Committee and Board of Directors of the Company in their meeting held on 9<sup>th</sup> February 2013. You may like to approve the same by approving the item No. 8 & 9 of the Notice. None of the directors except Ms. Arushi Jain and Ms. Aditi Pasari being themselves and Dr. C. K. Jain being their father are interested or concerned in the proposed resolution.

However, later on Board of Directors, realized, in their meeting held on 25<sup>th</sup> May, 2013 that in view of kind and volume of role and responsibilities of both the above said directors of the Company, it was decided to revise their salary structure, as prevailed in the market, for similar role and responsibilities and in similar kind. None of the directors except Ms. Arushi Jain and Ms. Aditi Pasari being themselves and Dr. C. K. Jain being their father are interested or concerned in the proposed resolution.

Your directors recommend the resolution No. 10 & 11 for your approval.



## DIRECTORS' REPORT

Dear shareholders,

Your Directors are pleased to present the 13<sup>th</sup> Annual Report on the business operations and financials of the Company for the Financial Year ended 31<sup>st</sup> March 2013

### FINANCIAL HIGHLIGHTS

(₹ Lacs)

Particulars	As at 31 <sup>st</sup> March, 2013	As at 31 <sup>st</sup> March, 2012
Gross Turnover	<b>30487.13</b>	29034.21
Less : Excise Duty	<b>2255.94</b>	1752.84
Net Turnover & Other Income	<b>28437.40</b>	27393.23
Expenditure	<b>23727.86</b>	23576.75
Profit before Depreciation, Finance Charges & Tax (PBDIT)	<b>4709.54</b>	3816.48
Depreciation	<b>1420.72</b>	1327.96
Finance Charges	<b>426.46</b>	327.45
Profit Before Tax (PBT)	<b>2862.37</b>	2161.07
Provision for Taxation		
- Current Tax	<b>569.19</b>	427.51
- Deferred Tax	<b>(119.76)</b>	(57.74)
Net Profit after Tax (PAT)	<b>2412.94</b>	1791.31
Dividend & Dividend Tax		
- Equity shares	<b>245.47</b>	122.74
- Preference shares	<b>95.30</b>	95.30
Gross Cash Accruals	<b>3833.66</b>	3119.27
Equity Share Capital	<b>422.42</b>	422.42
Earning per Share - Basic & diluted (₹)	<b>27.43</b>	20.07

### BUSINESS OPERATIONS

You will be pleased to know that your Company has recorded a turnover of ₹ 30487.13 lacs as compare to previous year of ₹ 29034.21 lacs. The Net Profit after tax (PAT) for the FY 2012-13 at ₹ 2412.94 lacs, increased by 34.70% as compare to previous year PAT of ₹ 1791.31 lacs. The Cash Accruals was ₹ 3833.66 lacs (Previous year ₹ 3119.27 lacs).

An amount of ₹ 300 lacs has been transferred to General Reserve Account. There have been no material changes and commitments affecting the financial position of the Company occurred between the end of the financial years and the date of this report. The Company does not have any Employees Stock Option Scheme.

The company has no subsidiary or holding Company. During the year the business and affairs of the Company have been carried out in its normal course and no significant events have taken place, which are harmful to the business of the Company. There was no Buy-back Scheme of shares taken up by the Company during the year.

### DIVIDEND

In view of Gulshan's tradition of sharing its profitability with its shareholders, and keeping in view the growth achieved by the company, your Directors are pleased to recommend a higher rate of dividend of 50% (₹ 2.50 per equity share on face value of ₹ 5/- each) on the Equity Share Capital of the Company, as against 25% dividend paid in the previous year. On the Preference share capital of the Company, dividend at the rate of 8% has been recommended for the year ended 31<sup>st</sup> March, 2013, subject to approval of shareholders in ensuing Annual General Meeting.

## **Gulshan Polyols Limited**

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### **NEW BUSINESSES**

During the year, the Company has set up the facilities for Onsite Precipitated Calcium Carbonate (Onsite PCC) Plant at Patiala (Punjab) for a Company in Paper Industry namely M/s DSG Papers Private Limited.

### **DIRECTORS**

During the year, Ms. Arushi Jain and Ms. Aditi Pasari were re-appointed as Whole Time Directors of the Company with effect from 1<sup>st</sup> January, 2013 in the Board meeting held on 9<sup>th</sup> February, 2013.

The Remuneration Committee and the Board of Directors at their respective Meetings held on 25<sup>th</sup> May, 2013 have recommended and approved, subject to approval of the members at the General Meeting;

- a) Revision in terms of remuneration of Dr. C. K. Jain, Managing Director w.e.f. 1<sup>st</sup> April, 2013.
- b) Revision in terms of remuneration of Ms. Aditi Pasari, Whole Time Director w.e.f. 1<sup>st</sup> April, 2013
- c) Revision in terms of remuneration of Ms. Arushi Jain, Whole Time Director w.e.f. 1<sup>st</sup> April, 2013
- d) Payment of Commission to Non Executive Directors of the Company

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Ajay Jain, Non Executive Director of the Company, who held the office of directors till the date of the forthcoming Annual General Meeting, is liable to retire by rotation and being eligible has offered himself for re-appointment.

### **PUBLIC DEPOSITS**

The Company invited Fixed Deposits from the Shareholders & Public during the year. The Fixed Deposits mobilized and outstanding aggregated to ₹ 345.47 lacs as on 31<sup>st</sup> March 2013 (Previous year ₹ 378.77 Lacs). There was no Fixed Deposit remained unclaimed as on 31<sup>st</sup> March, 2013. There was no delay/default in the payment of any of the Deposit.

The Company has complied with the provisions of section 58-A of the Companies Act, 1956 and rules made hereunder.

### **CONTRIBUTION TO EXCHEQUER**

Your Company has paid a substantial amount of ₹ 3348.15 lacs to the Exchequer during the year in the form of Excise Duty, VAT/CST and Direct Tax.

### **INSURANCE**

The Assets of the Company including Buildings, Plant & Machinery, and Stocks & Stores etc. have been adequately insured.

### **DEMAT OF SHARES**

Necessary arrangements are made for Dematerialization of Shares, with NSDL and CDSL. Out of the total, 94.82% of the equity shares of the company are already in Demat form. Since the shares of the company are traded on stock exchange in compulsory Demat form, the shareholders holding shares in physical form may avail this facility in their own interest.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pursuant to section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 and as amended and to the extent applicable to the Company are given as per prescribed Forms in Annexure-1 forming part of this report.

### **CORPORATE GOVERNANCE**

Pursuant to Clause 49 of the Listing Agreement, the Management Discussion & Analysis, the Corporate Governance Report, together with the Auditors' Certificate on Compliance with the Conditions of Corporate Governance as laid down, forms part of the Annual Report.