



#### BOARD OF DIRECTORS

Mr. G.S. Kandoi	: Chairman cum Managing Director
Mr. Manish Singhal	: Executive Director
Mrs. Savitri Kandoi	: Additional Director (w.e.f. 10.7.2014)
Mr. R. C. Maheswari	: Whole Time Director
Mr. Nitin Jaipuria	: Independent Director
Mr. Rameshwar Pareek	: Independent Director
Mr. Kamlesh Sharma	: Independent Director
Mr. Raj Kumar Agarwal	: Independent Director

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#### BANKER

STATE BANK OF BIKANER & JAIPUR  
STATE BANK OF INDIA

#### AUDITORS

M/s. R Sogani & Associates  
Chartered Accountants  
C-Scheme, Jaipur-302015

#### CORPORATE ADVISOR

M/s. Arms & Associates  
Company Secretary in Practice,  
Jaipur

#### REGISTRAR & SHARE TRANSFER AGENT

M/s. Niche Technologies Pvt. Ltd  
D-511, Bagree Market, 71, B. R. B. Basu Road  
Kolkatta – 700001

#### DEPOSITORY PARTICIPANT

National Securities Depository Ltd.  
Central Depository Services (India) Ltd.

#### WORKS

1. SP-4/3, RIICO Industrial Area,  
Village & Post Keswana, Tehsil Kotputli,  
District Jaipur-303108
2. C-171, Road No.9 J, VKI Area, Jaipur  
302013



## **MISSION STATEMENT**

TO BE THE GLOBAL MANUFACTURER AND SUPPLIER OF THE  
HIGHEST QUALITY PRODUCTS AND SERVICES AT A  
REASONABLE PRICE TO SATISFY  
CUSTOMERS WORLDWIDE

## **VISION**

WE ARE DEDICATED TO DELIVER SUPERIOR  
STAKEHOLDER VALUE WITH PASSION AND  
ENTREPRENEURIAL SPIRIT

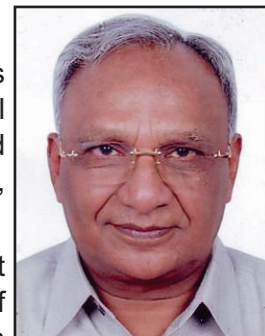
## **VALUE**

INTEGRITY - NEVER COMPROMISED

### **CHAIRMAN'S MESSAGE**

Dear Fellow Shareowners,

My colleagues on the Board and I extend warm welcome and express their gratitude to the all present here at this 34th Annual General Meeting of your Company. The Directors' Report and Audited Financial Statements of the Company for the year ended March 31, 2014 along with the Auditors' Report thereon have been with you.



Strengthening of the rupee against the US Dollar will adversely impact the realisation from exports and consequently affect the balance of payments of the country. The future economic policies will depend on the new government at the Centre. Global economy growth has been on decline for the last few years. Inspite of that, it is pleasing to report you that we delivered on our commitments. We are delighted to see our revenue from operation achieving new milestone of ₹15104.95 lacs in FY 2013-14 as against ₹12140.32 lacs in FY 2012-13, an increase of 24.42% on a year on year basis. KGPL also achieved its record level of export (FOB) at ₹10835.35 lacs as against ₹ 7095.65 lacs in FY 2012-13, thus increased by 52.70 %. Profit after tax was ₹ 685.21 lacs as against ₹333.51 lacs in previous year. These good results were fuelled by the remarkable acceptance of our product in overseas as well as in domestic market.

Expansion, which we planned and discussed at the time of last annual general meeting, is on the completion stage and we are expecting that production of both weaving & printing will commence from September 2014. After expansion, our capacity would be increased from 4000 MTPA to 6200 MTPA.

The KGPL under its executive management team is focused on capitalizing on new opportunities and investing in growth while exercising prudence where required in context of challenges in the environment. I believe this strategic approach will drive continued strong performance in the next year ahead. I would like to extend my gratitude to all our stakeholder including the staff members and customers for their continued support in shaping the performance of the company.

With best wishes

**G.S. KANDOI**

Chairman



## **NOTICE**

Notice is hereby given that the 34th Annual General Meeting of members of KG PETROCHEM LIMITED will be held on Saturday, 27th day of September, 2014 at 10.30 A.M at C-171, Road No 9J, VKI Area, Jaipur 302013, Rajasthan to transact the following business:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statement of the company for the year ended 31.03.2014 together with the report of the Board of Directors and Auditors.
2. To appoint a Director in place of Shri Ramesh Chand Maheshwari (DIN: 00091429), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the Next Annual General Meeting and to fix their remuneration:-

"RESOLVED THAT pursuant to Section 139(6) of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee of the Board of Directors M/s. R Sogani & Associates, Chartered Accountants (FRN 018755C), be and are, hereby appointed as Auditor of the company to hold from the conclusion of this AGM to the conclusion of the 39th AGM, for the financial year ending 2019 (subject to ratification of the appointment by the members at every AGM held after this AGM) at the remuneration to be determined by the Board of Directors of the Company."

### **SPECIAL BUSINESS:**

4. **To consider the regularization of additional director and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 Mrs. Savitri Kandoi (DIN 06921389), who was appointed as Additional Director by the Board of Directors of the company pursuant to section 161(1) of the Companies Act, 2013 and who holds office upto the conclusion date of this AGM and in respect of whom the Company has received a notice under section 160(1) of Companies Act, 2013 from a member proposing her candidature for the office of a Director, be and is, hereby, appointed as the Director of the Company liable to retire by rotation."

5. **To appoint Shri Nitin Jaipuria (DIN: 02723324) as an Independent Director 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 149, 150, 152 read with Schedule IV and all 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, Shri Nitin Jaipuria (DIN: 02723324), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for the period 27th September, 2014 to 26th September 2019, whose period of shall not be liable to retire by rotation."

6. **To appoint Shri Raj Kumar Agarwal (DIN 00127215), as an Independent Director 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 149, 150, 152 read with Schedule IV and all 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, Shri Raj Kumar Agarwal (DIN 00127215), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for the period 27th September, 2014 to 26th September 2019, whose period of shall not be liable to retire by rotation."

7. **To appoint Shri. Kamlesh Sharma (DIN 000375888), as an Independent Director 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 149, 150, 152 read with Schedule IV and all 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, Shri. Kamlesh Sharma (DIN 000375888), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for the period 27th September, 2014 to



26th September 2019, whose period of shall not be liable to retire by rotation.”

8. **To appoint Shri Rameshwar Pareek (DIN: 00014224) as an Independent Director 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 149, 152 read with Schedule IV and all 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, Shri Rameshwar Pareek (DIN: 00014224) who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for the period 27th September, 2014 to 26th September 2019, whose period of shall not be liable to retire by rotation.”

9. **To consider the re-appointment of SHRI GAURI SHANKAR KANDOI (DIN 00120330), Managing Director of the company and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri Gauri Shankar Kandoi (DIN: 00120330) as Managing Director of the Company, for a period of 3 (three) years from **01.08.2014 to 31.07.2017** on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting.

10. **To consider the increase in remuneration of Shri Manish Singhal (DIN 00120232) Executive Director of the company and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri Manish Singhal (DIN: 00120232) as Whole Time Director of the Company, for a period of 3 (three) years from **01.08.2014 to 31.07.2017** on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting.

11. **To consider the appointment of Shri Ramesh Chand Maheshwari (DIN: 00091429) as a Whole-time Director and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri Ramesh Chand Maheshwari (DIN: 00091429) as a Whole-time Director, for a period of 3 (three) years from **01.08.2014 to 31.07.2017** on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Ramesh Chand Maheshwari (DIN: 00091429), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

12. **To consider the adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013, and if thought fit, to pass with or without modification, the following resolution as Special resolution:**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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.”

By the order of the Board  
For KG Petrochem Limited

**Guari Shankar Kandoi**  
Managing Director  
DIN 00120330

Place: **JAIPUR**  
Date : **14th August, 2014**

#### NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty 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 as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
4. The Register of Member & Share Transfer Book of the company will remain closed from 23rd September, 2014 to 27th September, 2014 (both days inclusive).
5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
7. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
8. Members are requested to put their signature at the space provided on the attendance slip annexed to the proxy form and handover the slip at the entrance of the place of the meeting.
9. Members are requested to bring their copies of Annual Report to the meeting.
10. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
11. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

#### 14. VOTING THROUGH ELECTRONIC MEANS

- I. 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 pleased to provide members facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):
- II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:



III. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 21st September 2014 (9.a.m.) and ends on 23rd September 2014 (6.p.m.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th August, 2014 , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "**KG PETROCHEM LTD**" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc.</li> </ul> <p>Example:</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on 14<sup>th</sup> August 2014.</li> </ul>





- ix) After entering these details appropriately, click on “SUBMIT” tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant “**KG PETROCHEM LTD**” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders & Custodians:
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 14th August 2014.
- 16. Mr. Sandeep Jain, Company Secretary (Membership No. FCS 5398) of M/s. ARMS and Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 17. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- 18. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.





**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS**  
**PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No.4**

In order to strengthen the Board and to empower women and in compliance of Section 149(2) of Companies Act, 2013 board of directors has appointed Mrs. Savitri Kandoi as Additional Director of the company under the provision of sec. 161(1) of the Companies Act, 2013 with effect from 10.07.2014 to hold office up to conclusion of the following AGM.

Notice in writing from member under sec. 160(1) of the Companies Act 2013 has been received along with a deposit of Rs. 1,00,000/- proposing the appointment of Mrs. Savitri Kandoi as Director. Mrs. Savitri Kandoi, if appointed, will be liable to retire by rotation.

The Company has received from Mrs. Savitri Kandoi (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section (2) of section 164 of the Companies Act, 2013,.

Her brief resume is provided in the corporate governance report forming part of the Annual report.

The relatives of Mrs. Savitri Kandoi may be deemed to be interested in the resolutions set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

No director, Key Managerial Personnel or their relatives, except Mr. G.S. Kandoi, Mr. Manish Singhal and Smt. Savitri Kandoi, is interested or concerned in the resolution.

The Board commends the ordinary resolution set forth in Item No. 4 for the approval of the members.

**Item No.5, 6, 7 & 8**

Shri Nitin Jaipuria (DIN: 02723324), Shri Raj Kumar Agarwal (DIN 00127215), Shri. Kamlesh Sharma (DIN 000375888) and Shri Rameshwar Pareek (DIN: 00014224) are a Non- executive Independent Director of the Company liable to retire by rotation.

It is proposed to appoint Shri Nitin Jaipuria, Shri Raj Kumar Agarwal, Shri Kamlesh Sharma and Shri Rameshwar Pareek as independent directors in terms of Section 149 and any other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for a period of five years consecutive years.

Notice in writing from member under sec. 160(1) of the Companies Act 2013 has been received along with a deposit of Rs. 1,00,000/- proposing the appointment Shri Nitin Jaipuria, Shri Raj Kumar Agarwal, Shri Kamlesh Sharma and Shri Rameshwar Pareek as independent directors.

The Company has received consent in writing from Shri Nitin Jaipuria, Shri Raj Kumar Agarwal, Shri Kamlesh Sharma and Shri Rameshwar Pareek to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has received a declaration from Shri Nitin Jaipuria, Shri Raj Kumar Agarwal, Shri Kamlesh Sharma and Shri Rameshwar Pareek that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the Listing Agreement. In the opinion of the Board, Shri Nitin Jaipuria, Shri Raj Kumar Agarwal, Shri Kamlesh Sharma and Shri Rameshwar Pareek fulfill the conditions for appointment as Independent Director as specified in the Companies Act, 2013. Shri Nitin Jaipuria, Shri Raj Kumar Agarwal, Shri. Kamlesh Sharma and Shri Rameshwar Pareek are independent of the management.

Further, Shri Nitin Jaipuria, Shri Raj Kumar Agarwal, Shri Kamlesh Sharma and Shri Rameshwar Pareek are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

Copy of the draft letters for their appointment as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day upto the date of the AGM.

Shri Nitin Jaipuria, Shri Raj Kumar Agarwal, Shri. Kamlesh Sharma and Shri Rameshwar Pareek are interested in the resolutions set out respectively at Item Nos. 5, 6, 7 & 8 of the Notice with regard to their respective appointments.

The relatives of Shri Nitin Jaipuria, Shri Raj Kumar Agarwal, Shri Kamlesh Sharma and Shri Rameshwar Pareek may be deemed to be interested in the resolutions set out respectively at Item Nos. 5, 6, 7 & 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Except Shri Nitin Jaipuria, Shri Raj Kumar Agarwal, Shri. Kamlesh Sharma and Shri Rameshwar Pareek none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

**Item No.9, 10 & 11**

The Board of directors at their meeting held on 10<sup>th</sup> day of July, 2014 on the recommendation of the remuneration and nomination committee has approved re-appointment of Shri Gauri Shankar Kandoi as Managing Director, Shri Manish Singhal as Whole Time Director and Shri Ramesh Chand Maheshwari as Whole-time Director for a period of 3 three years on such terms and conditions as detailed below:

Name	Gauri Shankar Kandoi	Manish Singhal	Ramesh Chand Maheshwari
Designation	Managing Director	Executive Whole Time Director	Executive Whole Time Director
Salary inclusive of all allowances	Rs.400000 per month or as may be decided by the board of directors	Rs.400000 per month or as may be decided by the board of directors	Rs.34000 per month or as may be decided by the board of directors
Perquisites in addition to salary	<p>A. Housing: The expenditure incurred by the Company on hiring unfurnished accommodation subject to a Ceiling of sixty percent of the salary. In case the accommodation is owned or taken on lease by the Company, the company shall deduct ten percent of the salary of the appointee.</p> <p>B. Expenditure incurred by the company on Gas, Electricity, Water etc. will be valued as per Income Tax Rules, 1962.</p> <p>C. Medical/Hospitalization Expenses Reimbursement of Expenses incurred for the appointee and the family in accordance with the rules of the company.</p> <p>D. Leave Travel Concession: Leave Travel Concession for self and family in accordance with the rules of the company.</p> <p>E. Club Fees: Fees of Clubs subject to maximum of two clubs, admission and life membership fees to be paid as per rules of the Company.</p> <p>F. Personal Medical/ Accident Insurance etc.: Coverage for Personal Medical/ Accident Insurance/ Keyman Insurance or any other coverage as per rules of the Company and annual premium for the same to be paid by the Company.</p> <p>Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.</p> <p>Notes: For the purpose of perquisites stated herein above, family means spouse, dependent children and dependent parents of the appointee.</p> <p>Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule. Perquisites shall be evaluated at actual cost.</p>		
Retirement Benefits	<p>A. Company's Contribution towards Provident Fund, Super-annuation fund or Annuity Fund shall be as per the Rules of the Company and this amount 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 1961.</p> <p>B. Gratuity payable shall be in accordance with the rule of the company.</p> <p>C. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.</p>		
Other benefits	<p>A. Provision of car with Driver for use in Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.</p> <p>B. The appointee shall be entitled to reimbursement of entertainment expenses actually and properly incurred during the course of legitimate business of the company.</p> <p>C. The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company.</p>		
Minimum Remuneration	Where in any financial year during the currency of tenure of the managing director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above.		