



BOARD OF DIRECTORS

Mr. G.S. Kandoi	: Chairman cum Managing Director
Mr. Manish Singhal	: Executive Director
Mr. R. C. Maheswari	: Whole Time Director
Mrs. Savitri Kandoi	: Non-Executive 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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MANAGEMENT EXECUTIVE

Company Secretary & Compliance Officer
CS Navita Khunteta

Chief Financial Officer
Shiv Ratan Sharma

BANKER

STATE BANK OF BIKANER & JAIPUR
STATE BANK OF INDIA

AUDITORS

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

SECRETARIAL AUDITOR

M/s. Arms & Associates LLP
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

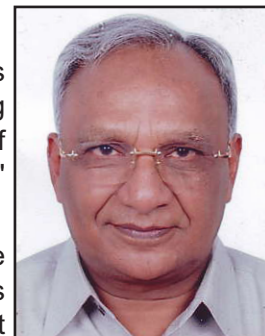
VALUE

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 35th Annual General Meeting of your Company. The Board Report and Audited Financial Statements of the Company for the year ended March 31, 2015 along with the Auditors' Report thereon has been with you.



Strengthening of the rupee against the US Dollar will adversely impact the realization from exports and consequently affect the balance of payments of the country. Global economy growth has been on decline for the last few years. In spite 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 Rs.18589.93 lacs in FY 2014-15 as against Rs.15104.95 lacs in FY 2013-14, an increase of 23.07% on a year on year basis. KGPL also achieved its record level of export (FOB) Rs. 14810.95 lacs in F.Y. 2014-15 as against Rs. 10835.35 lacs in FY 2013-14, thus increased by 36.69 %. These 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, has been completed successfully and production of both Printing and Weaving has commenced.

During this year the Ministry of Commerce and Industry, Government of India has introduced the new Foreign Trade Policy 2015-20 which replaced the Foreign Trade Policy 2009-2014. The new policy will adversely affect the profitability of the company during the F.Y 2015-16 onwards as the reward rate under Merchandise Export From India Scheme (MEIS) has been reduced from 4% of FOB Value to 2% of FOB Value and the applicability of the same is restricted to limited countries i.e. European Union, USA, Canada, Switzerland, Norway and Japan.

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 35th Annual General Meeting of members of K G PETROCHEM LIMITED will be held on Wednesday, 30th day of September, 2015 at 3.00 P.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 31.03.2015 together with the report of the Board of Directors and Auditors.
2. To appoint a Director in place of Shri Manish Singhal (DIN: 00120232), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To consider and ratify the appointment of Statutory Auditors of the Company for the financial year 2015-16 and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 and subject to approval by members of the Company, the appointment of M/s. R Sogani & Associates, Chartered Accountants (FRN 018755C), as the Statutory Auditors of the Company for a term of consecutive five years starting from conclusion of the 34th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company be and is hereby ratified at the 35th Annual General Meeting of the Company at such remuneration as may be finalized by the Board of Directors of the Company in consultation with the Auditors.”

SPECIAL BUSINESS:

4. **To consider the increase in remuneration of Shri Gauri Shanker 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), and on the recommendation of the Nomination and Remuneration Committee, Consent of the Company be and is hereby accorded to revise and increase the remuneration from Rs. 4.00 Lacs P.M. to Rs.6.00 Lacs P.M. of Shri Gauri Shanker Kandoi, Managing Director of the Company effective from 01.10.2015 and the detailed terms and conditions mentioned in the Statement annexed to the Notice convening this Meeting.

5. **To consider the increase in remuneration of Shri Manish Singhal (DIN 00120232) Whole Time 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), and on the recommendation of the Nomination and Remuneration Committee, Consent of the Company be and is hereby accorded to revise and increase the remuneration from Rs. 4.00 Lacs P.M. to Rs.6.00 Lacs P.M. of Shri Manish Singhal Whole Time Director of the Company, effective from 01.10.2015 and the detailed terms and conditions mentioned in the Statement annexed to the Notice convening this Meeting.

6. **To consider the increase in remuneration of Shri Ramesh Chand Maheshwari (DIN: 00091429) Whole-time 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), and on the recommendation of the Nomination and Remuneration Committee, Consent of the Company be and is hereby accorded to revise and increase the remuneration from Rs.34,000/- P.M. to Rs. 37000/- P.M of Shri Ramesh Chand Maheshwari Whole-time Director of the Company effective from 01.10.2015 and the detailed terms and conditions mentioned in the Statement annexed to the Notice convening this Meeting.

By the order of the Board
For KG Petrochem Limited

Gauri Shanker Kandoi
Managing Director
DIN NO. : 00120330

Date : **14th August, 2015**
Place: **JAIPUR**



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 authorized 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. The Register of Member & Share Transfer Book of the company will remain closed from 24rd September to 30th September, 2015 (both days inclusive).
4. 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.
5. 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
6. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
7. 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.
8. Members are requested to bring their copies of Annual Report to the meeting.
9. 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.
10. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules 2014, the company please to provide the member the facility to exercise their right to vote at 35th Annual General Meeting by electronic means. The Business may be transacted through e-voting service provided by CDSL.
11. A Statement pursuant to Section 102 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 Statement 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. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. **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 Central Depository Services (India) Limited (CDSL).
 - 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. 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.
 - III. The process and manner for remote e-voting are as under:
 - (i) The remote e-voting period commences on 27th September, 2015 (10:00 am) and ends on 29th September, 2015 (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 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period



- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>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</p>
Bank Account Number (DBD)	<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"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. K G Petrochem Limited on which you choose to vote.on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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.
 - After receiving the login details they have to create a compliance user which 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 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.
- (xiii) 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 under help section or write an email to helpdesk.evoting@cdslindia.com
16. Institutional Members / Bodies Corporate (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 through e-mail at cssandeep@armsandassociates.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 29th September, upto 5:00 pm without which the vote shall not be treated as valid.
 17. 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 of 23rd September, 2015.
 18. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 14th August, 2015.
 19. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 20. Since the Company is required to provide members the facility to cast their vote by , electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 21. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
 22. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 23rd September, 2015. are requested to send the written / email communication to the Company at jproffice21@bhavik.biz by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
 23. Mr. Sandeep Jain of M/s. ARMS and Associates LLP , Practicing Company Secretary (FCS 5398) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 24. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kgpetro.in and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Bombay Stock Exchanges where shares are Listed.



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

Item No.4, 5 and 6

The Board of directors at their meeting held on 14th day of August, 2015 on the recommendation of the remuneration and nomination committee has approved the revised increased remuneration of Shri Gauri Shankar Kandoi, Managing Director of the Company, Shri Manish Singhal and Shri Ramesh Chand Maheshwari Whole Time Directors of the Company effective from 01.10.2015 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.600000 per month or as may be decided by the board of directors	Rs.600000 per month or as may be decided by the board of directors	Rs.37000 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 Directors.</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 Directors 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 Directors.</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>		
Minimum Remuneration	Where in any financial year during the currency of tenure of the directors, 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.		



Statement of Particulars pursuant to Schedule-V of The Companies Act, 2013

1. General Information

Nature of industry	The Company is engaged in the business of manufacturing of Textiles, Garments, and distribution of Polymers with manufacturing facilities located at Rajasthan
Date or expected date of commencement of commercial production.	The Company is already in production from many years.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
Financial performance based on given indicators.	During the financial year ended on 31st March, 2014 the turnover of the Company was Rs. 151.05 Crores and Profit Before Tax (PBT) was Rs. 9.78 Crores. Whereas during the financial year ended on 31st March, 2015, the turnover of the Company is Rs.185.90 Crores and Profit Before Tax (PBT) is Rs.5.63 Crores. The management has worked efficiently in the best interest of the Company and the Company is expanding its activities despite sluggish market conditions.
Foreign Investments or collaborators, if any.	No such investment or collaboration except minor shareholding of Non Resident Indians, if any.

2. Information about the Directors

Name	Gauri Shankar Kanodi	Manish Singhal	Ramesh Chand Maheshwari
Background Details	He is founder of the company. He has completed his B.E. in Mechanical from BITS Pilani and is having experience of about 50 years in running and managing the industries.	He is son of Shri Gauri Shankar Kandoi founder of the company. He has completed his B.Tech from IIT Delhi and M.S. in Chemicals from University of Florida, USA and is having experience of more than 15 years.	He is a commerce graduate and is having experience of about 30 years in various industrial activities.
Past Remuneration	Rs.4,00,000 per month	Rs.4,00,000 per month	Rs. 34,000 per month
Recognition or awards			
Job profile and his suitability	Managing Director looking after Management and Finance	Executive Director and looking after production and marketing	Executive Director looking after marketing
Remuneration proposed	Rs.6,00,000 per month	Rs.6,00,000 per month	Rs.37000 per month



Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.		
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Relative of Manish Singhal and Savitri Kandoi and holds 1089107 equity shares in the company	Relative of Gauri Shankar Kandoi and Savitri Kandoi and holds 1237625 equity shares in the company	Nil

Justification of Remuneration of Shri Gauri Shankar Kandoi

Gauri Shankar Kandoi is more than 70 years old. He is the founder director and promoter of the company and is still actively involved in the business of the company. With his able guidance company is progressing to new heights. Therefore board is of the opinion to increase his remuneration in spite of his old age.

3. Other Information

Reasons of inadequate profit	Company has earned profit before tax of Rs.5.63 Crores during the year ended 31.03.2015. The company has managed to increase the profit on year to year basis but still the profit is inadequate to meet the minimum payment required to retain the senior executives.
Steps taken or proposed to be taken for improvement	Company is taking steps to improve the sales and profit margin.
Expected increase in the productivity and profits in measurable terms.	Company is expanding its business in new line of products this will help the company to increase its sales and profit

4. Disclosures

Information on the remuneration package of the managerial personnel	The shareholders are notified of the remuneration package of managerial personnel through abstracts of terms circulated to them as well as explanatory statement annexed to the notice of meeting in which proposal of their appointment is placed before the shareholders.
Disclosure on remuneration package and other terms of Directors under 'Corporate Governance' Report	The Corporate Governance Report forms part of the Annual Report for the year and the remuneration package and other terms applicable to the Directors have been disclosed therein.

Except Shri Gauri Shankar Kandoi, Shri Manish Singhal and Shri Ramesh Chand Maheshwari and their relatives none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in these resolutions.

Brief Details of Directors Seeking Appointment /Re- appointment As required under clause -49 of the Listing Agreement with the Stock Exchange(s)

Name of director	Mr. Gauri Shankar Kandoi	Mr. Manish Singhal	Mr. Ramesh chand Maheshwari
DIN	00120330	00120232	00091429
Date of Birth	07.11.1943	10.08.1972	18.05.1960
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	05.09.2003	01.06.2000	29.09.2011
Qualification	B.E. (Mechanical) from Bits Pilani	M.S. Chemical From University of Florida USA & B.Tech. From IIT Delhi	B.Com.
Expertise in Functional Areas	Management and Finance	Management and Marketing	Marketing
Shareholding in company	1089107	1237625	Nil
Directorship held in other companies	Lawreshwar Polymers Ltd.	Nil	Nil
Chairmanships/Memberships of committees of Board of Director of other companies	2	Nil	Nil