



***Kquantum Papers Ltd***  
*The Paper Makers*

## 18th Annual Report 2014-2015



***Kquantum Papers Ltd***  
*The Paper Makers*

Regd Office : Paper Mill Saila Khurd 144 529 Distt Hoshiarpur Punjab



#### BOARD OF DIRECTORS

Jagesh K Khaitan	Chairman
Justice (Rtd) S S Sodhi	
D C Mehandru	
Umesh K Khaitan	
Yashovardhan Saboo	
D S Sandhawalia	
Neena Singh	
Ashutosh Khaitan	
Pavan Khaitan	Managing Director

#### SENIOR EXECUTIVES

Roshan Garg	President (Finance)
R K Tandon	President (Works)
Somesh Jawa	President (Marketing)
D K Chawda	Vice President (Engineering)
Raghu Reganti	Vice President (Projects)

#### COMPANY SECRETARY

Vivek Trehan

#### STATUTORY AUDITORS

M/s B S R & Co. LLP  
Chartered Accountants  
Chandigarh

#### COST AUDITORS

M/s R.J. Goel & Co.  
Cost Accountants  
Delhi

#### BANKERS

Punjab National Bank  
State Bank of Patiala  
State Bank of India  
State Bank of Bikaner and Jaipur  
IndusInd Bank Ltd

#### REGISTERED OFFICE & WORKS

Paper Mill  
Saila Khurd 144529  
Distt Hoshiarpur Punjab

#### CORPORATE OFFICE

SCO 18-19 First Floor  
Sector 8-C Madhya Marg  
Chandigarh 160 009

#### CIN & CONTACT DETAILS

CIN- L21012PB1997PLC035243  
Ph. : 01884-230241, Fax : 01884-230244  
Email : kquantumcorp@kquantumpapers.com  
Website: www.kquantumpapers.com

CONTENTS	Page
Notice	1
Directors' Report	8
Management Discussion & Analysis	30
Report on Corporate Governance	36
Independent Auditors' Report	50
Balance Sheet	54
Statement of Profit & Loss	55
Cash Flow Statement	56
Notes to Accounts	57
Significant Accounting Policies	67
Other Notes to Accounts	71

## Our MISSION

**Achieving excellence and consistency in quality;**

**Preserving environment;**

**Operating in a cost economic manner with focus  
on productivity and growth;**

**Ensuring total satisfaction of the customer;**

**Enhancing values to shareholders, employees  
and associates;**

*thereby*

**Attaining supremacy in the industry.**



## NOTICE

Notice is hereby given that the 18<sup>th</sup> Annual General Meeting of the members of Kquantum Papers Limited will be held at Paper Mill, Saila Khurd-144529, Distt. Hoshiarpur (Punjab) on Friday, the 18<sup>th</sup> September 2015 at 11.30 am to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2015 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on the Preference and Equity Shares.
3. To appoint a Director in place of Shri Jagesh K Khaitan (DIN: 00026264), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modifications, the following resolution as ORDINARY RESOLUTION:  
"Resolved that pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s BSR & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), be and are hereby re-appointed as the Auditors of the Company to hold office for five years i.e. from the conclusion of this Annual General Meeting till the conclusion of 23<sup>rd</sup> Annual General Meeting to be held in the year 2020, subject to ratification at every Annual General Meeting, at such remuneration as may be fixed by the Board of Directors."

## SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modifications, the following resolution as SPECIAL RESOLUTION:  
"RESOLVED that pursuant to the provisions of Section 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approval of Central Government, if required, and pursuant to the recommendation of Nomination and Remuneration Committee and the Board, the consent and approval of the Company be and is hereby accorded to the re-appointment of Shri Jagesh K Khaitan (DIN No. 00026264), as Chairman of the Company w.e.f. 17<sup>th</sup> July 2015 for a period of five years on the remuneration, commission and other terms & conditions, as contained in the draft agreement/draft letter of re-appointment and as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER that consent of the shareholders of the company be and is hereby accorded for the remuneration and perquisites within the limits as set out in the draft letter of re-appointment/draft agreement be paid and allowed to Shri Jagesh K Khaitan (DIN No.00026264), during his tenure as Chairman of the Company for any financial years as Minimum Remuneration notwithstanding any loss or inadequacy of profits, during such financial year subject to necessary compliance of Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors/Nomination and Remuneration Committee be and are hereby authorised to alter or vary the terms of appointment of Shri Jagesh K Khaitan, including relating to remuneration, as it may, at its discretion, deem fit from time to time, so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto.

RESOLVED FURTHER that any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

6. To consider and if thought fit, to pass with or without modifications, the following resolution as SPECIAL RESOLUTION:  
"RESOLVED that in accordance with the provisions of Section 73 and Section 76 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules prescribed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the shareholders, be and is hereby, accorded to the Board of Directors of the Company to borrow money from public/shareholders by way of Fixed Deposits subject to compliance of all the conditions stated under Section 73(2) and Section 76 of the Act or any other applicable provisions of the Act, if any and subject to maximum limits provided under the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

RESOLVED FURTHER that the Deposits accepted by the Company may be cumulative or non-cumulative, Secured or unsecured, as per the scheme framed/approved by the Company and carrying rates of interest for periods varying from one year to three years, which shall not exceed the maximum rate of interest prescribed by the Reserve Bank of India and as specified in the Circular in the form of advertisement inviting deposits to be approved by the Board of Directors of the Company.

RESOLVED FURTHER that the Board of Directors, be and are hereby, authorised to do all such acts, deeds and things as may be necessary to give effect to the above said resolution and to settle any question, difficulty or doubt that may arise in this regard."

7. To consider and if thought fit, to pass with or without modifications, the following resolution as ORDINARY RESOLUTION:  
“RESOLVED that pursuant to Section 148(3) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable provisions if any, consent of the shareholders be and is hereby accorded for the payment of remuneration of Rs. 1,00,000/- (Rupees One lac only) to M/s R.J. Goel & Co., Cost Accountants, Delhi (Firm Registration No. 000026), who were appointed as Cost Auditors by the Board of Directors in their meeting held on 26.05.2015 for carrying out Cost Audit of the Company for financial year 2015-16, be and is hereby approved and ratified.”

By Order of the Board  
**For Kuantum Papers Ltd**

**Vivek Trehan**  
Company Secretary

Regd. Office:  
Paper Mill, Saila Khurd  
Distt. Hoshiarpur, Punjab  
Dated: August 08, 2015

#### **NOTES:**

1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself. The proxy need not be a member of the company. A blank form of proxy is enclosed and if intended to be used, it should be deposited duly completed at the Registered Office of the company not less than forty eight hours before the scheduled time of the meeting.  
A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
3. The details as required under Clause 49 of the Listing Agreement in respect of the Director retiring by rotation and, being eligible, seeking re-appointment, are annexed herewith.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 12<sup>th</sup> September 2015 to Friday, the 18<sup>th</sup> September, 2015 (both days inclusive).
5. Shareholders of the Company are informed that pursuant to the provisions of the Companies Act, the amount of dividend which remains unpaid/unclaimed for a period of 7 years would be transferred to the 'Investor Education & Protection Fund' constituted by the Central Govt. Accordingly the amount of dividend which remained unpaid/unclaimed for a period of 7 years for the year 2006-07 has already been transferred to the 'Investor Education & Protection Fund' constituted by the Central Govt. Shareholders who have not encashed their dividend warrant(s), for the years 2007-08, 2008-09, 2009-10 and 2010-11 are requested to make claim with the Company immediately as no claim shall lie against the Fund or the Company in respect of individual amount once credited to the said Fund. Unpaid/unclaimed amount for the year 2007-08 will be transferred to the 'Investor Education & Protection Fund' in October 2015. Unpaid dividend, outstanding, for the year 2007-08, as on date, is Rs. 5,24,865/-.
6. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.  
The share capital of the company is held by 14993 shareholders, out of which 4180 shareholders holding 97.01% of the capital are in dematerialised form and the balance 10813 shareholders holding 2.99% of the capital are in physical form. The shareholders having shares in physical form are requested to dematerialize the shares.
7. In terms of Section 56 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
8. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to President (Finance), atleast one week before the meeting.
9. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.

10. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
11. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of the meeting.
12. 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 authorizing their representative to attend and vote on their behalf at the meeting.
13. 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.
14. 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 account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
15. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
16. **Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically.**
17. **Voting through electronic means:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35-B of the listing agreement, Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

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

##### **Item no. 5**

- I. Shri Jagesh K Khaitan was appointed as Chairman of the Company w.e.f. 17<sup>th</sup> July 2010 for a period of five years by the members of the Company in their meeting held on 24<sup>th</sup> September, 2010. As his term is upto 16<sup>th</sup> July 2015, Nomination and Remuneration Committee and Board have proposed to re-appoint Shri Jagesh K Khaitan as Chairman of the Company w.e.f. 17<sup>th</sup> July 2015 for a period of five years at a salary given below:

##### **(i) Salary**

Salary @ Rs. 4,00,000/- per month in the grade of Rs. 4,00,000-25,000- 5,50,000

##### **(ii) Perquisites and allowances**

- a) The Chairman shall also be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof subject to a ceiling of 60% of the salary, house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, medical reimbursement for self and dependent family, medical accident/Keyman Insurance, leave travel concession for self and family, club membership subject to maximum of two clubs; such perquisites and allowances will be restricted to an amount equal to his annual salary.
- b) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of such Rules, perquisites and allowances shall be evaluated at actual cost.
- c) Provision for use of Company's car for official duties and telephone at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Personal long distance calls on telephone and use of car for personal purposes shall be billed by the Company.
- d) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

##### **(iii) Commission**

The Chairman shall be entitled to commission in addition to the salary, perquisites and allowances, as mentioned above, with reference to the net profit of the Company in a particular financial year as may be determined by the Board of Directors at the end of each financial year subject to the overall ceilings as stipulated in Section 197 and all other applicable provisions of the Companies Act, 2013.

- II. Shri Jagesh K Khaitan will not be entitled to sitting fee for attending meetings of the Board or Committee(s) thereof.
- III. Shri Jagesh K Khaitan shall be liable to retire by rotation.  
The Board of the Company on recommendation made by the Nomination and Remuneration Committee has approved the appointment and remuneration, subject to the approval of the members.

Your Directors recommend the resolution for approval by the members of the Company.



The resolution at Item No. 5 of the Notice alongwith explanatory statement thereto may be treated as abstract of the terms and memorandum of interest pursuant to the provisions of the Companies Act, 2013.

**Justification for appointing Shri Jagesh K Khaitan as Chairman of the Company after attaining the age of 70 years**

Sh. Jagesh Khaitan, aged 70 years, a Graduate with Marketing Management and Strategic Management courses from IIM, Ahmedabad, has been associated with the edible oil industry/paper industry for the last 46 years and has been the Chairman of Kuantum Papers Ltd. since 17<sup>th</sup> July 2010.

His vast experience and knowledge is coming to the aid and benefit of the Company. His astute direction adds value to the operations and helps in formulating the policies of the Company.

He has 46 years of varied experience and in view of his contribution to the organization, he would be undoubtedly an asset for the organization in future.

Shri Jagesh K Khaitan is interested or concerned in the proposed resolution. Shri Pavan Khaitan and Shri Umesh Kumar Khaitan, being related to Shri Jagesh K Khaitan, may also be deemed to be interested in the said resolution. None of the other Directors and/or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The particulars/statement as required pursuant to clause 49 of the Listing Agreement and the Schedule V of the Companies Act, 2013 are annexed with the Notice.

The members are requested to consider and approve the resolution set out at item no. 5 as Special Resolution.

**Item No. 6**

Section 73(2) and Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, makes it mandatory for the Company to obtain approval of the shareholders before accepting any deposits from the shareholders/public by way of Fixed Deposits.

As the conditions and maximum limits for accepting deposits from the Shareholders/public has been laid down in the Companies (Acceptance of Deposits) Rules, 2014, approval of the shareholders by way of special resolution, is being obtained for accepting deposits from the shareholders/public after complying with all the conditions stated in Section 73(2)/Section 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014, being the Company as the eligible company.

Pursuant to Section 76 read with Companies (Acceptance of Deposits) Rules, 2014, it is therefore necessary for the shareholders to pass a special resolution as set out at Item No. 6 of the Notice.

None of the Directors of the Company and /or Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

The Board recommends the resolution set out at item no. 6 for approval of the Members as Special Resolution.

**Item No. 7**

Pursuant to section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to approve and ratify the payment of remuneration of Rs. 1,00,000/- (Rupees One Lac only) to the Cost Auditors as approved by the Board of Directors in their meeting held on 26.05.2015 for the Financial Year 2015-16.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

The Board recommends the resolution set out at item no. 7 for approval of the Members .

By Order of the Board  
**For Kuantum Papers Ltd**

**Vivek Trehan**  
Company Secretary

Regd. Office:  
Paper Mill, Saila Khurd  
Distt. Hoshiarpur, Punjab  
Dated: August 08, 2015

## Details of Director seeking appointment/re-appointment at the 18th Annual General Meeting (Pursuant to clause 49 of the Listing Agreement)

Name of Director : Sh. Jagesh K Khaitan  
 Din : 00026264  
 Date of Birth : 10 February 1945  
 Nationality : Indian  
 Qualification : Graduate with Marketing Management and Strategic Management courses from IIM, Ahmedabad  
 Date of appointment : 23.06.2007 as Director and Chairman since 17 July 2010

### Brief Resume and nature of his expertise

Sh. Jagesh K Khaitan, aged 70 years, has been associated with the industry for the last 46 years. He is the Chairman of Kquantum Papers Ltd. since 17 July 2010.

Shri Khaitan was also an active member of American Oils Chemists' Society, USA and also associated with various trade associations and Chamber of Commerce & Industry and is member of Managing Committee of PHD Chamber of Commerce & Industry.

He is also on the Board of Directors of various companies including KDDL Ltd. He has been conferred the honour of "Legend" by Globe Oil India in recognition of his services and contribution to edible oil industry. Also he was the recipient of a prestigious award '**UDYOG RATNA**' honored by PHD Chamber of Commerce & Industry given by the then Chief Minister of Punjab, in the year 2005, towards his excellent and dedicated contribution to the State of Punjab through the industry.

His vast experience and knowledge is coming to the aid and benefit of the Company. His astute direction adds value to the operations and helps in formulating the policies of the Company.

### Other companies in which he holds the Directorships and Memberships of Committees of the Board

#### Directorships of the Board

KDDL Limited  
Esteem Finventures Ltd.

#### Committee(s) Membership

##### Audit Committee

KDDL Ltd.- Chairman

##### Nomination and Remuneration Committee

KDDL Ltd.- Member

##### CSR Committee

KDDL Ltd.- Member

No. of Shares held in the company as on 31.03.2015 -1,44,758

### Statement as required under Schedule V of the Companies Act, 2013

#### I. General Information

- Nature of Industry : Manufacturing of writing and printing paper
- Date or expected date of commencement of commercial production: The Company was incorporated on 28<sup>th</sup> May 1997. The commercial production of the unit was started in the year 1980. At that time it was a division of another company and demerged on 1.04.2006 and the business was transferred/vested in the present company.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable

1. Financial Performance based on given indicators		(Rs. Lacs)
		<b>2014-15</b>
	Sales Turnover (Gross)	52,779.85
	Capital Employed	74,151.76*
	Net worth	57,106.12*
	Profit after tax	2,503.79
	* includes land revaluation reserve amounting to Rs. 41,294.33 lacs.	
2. Foreign Investments or Collaborations, if any	Not Applicable	



**II Information about the Appointee:**

Sh. Jagesh K Khaitan, Chairman

1. Background Details	<p>Sh. Jagesh Khaitan, aged 70 years, a Graduate with Marketing Management and Strategic Management courses from IIM, Ahmedabad, has been associated with the edible oil industry/paper industry for the last 46 years. Earlier he was the Vice-Chairman &amp; Managing Director of Amrit Banaspati Co. Ltd., having business interest, inter alia, in edible oil and allied products.</p> <p>He is a Promoter Director of the Company.</p>								
2. Remuneration	<p>Remuneration comprises of salary, perquisites, retirement benefits and commission, the details of which are given below :</p> <p style="text-align: right;">(Rs. Lacs)</p> <p style="text-align: right;"><b><u>2014-15</u></b></p> <table> <tr> <td>Basic Salary and allowances</td><td>: 72.00</td></tr> <tr> <td>PF &amp; Perquisites</td><td>: 8.71</td></tr> <tr> <td>Commission</td><td>: <u>16.35</u></td></tr> <tr> <td><b>Total</b></td><td>: <b><u>97.06</u></b></td></tr> </table>	Basic Salary and allowances	: 72.00	PF & Perquisites	: 8.71	Commission	: <u>16.35</u>	<b>Total</b>	: <b><u>97.06</u></b>
Basic Salary and allowances	: 72.00								
PF & Perquisites	: 8.71								
Commission	: <u>16.35</u>								
<b>Total</b>	: <b><u>97.06</u></b>								
3. Recognition or Awards	<p>He has been conferred the honour of "Legend" by Globe Oil India in recognition of his services and contribution to edible oil industry. Also he was the recipient of a prestigious award 'UDYOG RATNA' honored by PHD Chamber of Commerce &amp; Industry given by the then Chief Minister of Punjab, in the year 2005, towards his excellent and dedicated contribution to the State of Punjab through the industry.</p>								
4. Job Profile and Suitability	<p>He is the Chairman of Kquantum Papers Ltd. since 17<sup>th</sup> July 2010 and is responsible for strategic Decisions and planning and is running the affairs of the Company under the supervision of the Board of Directors of the Company. He is also the Member of various Board Sub-committees.</p>								
5. Remuneration proposed	As per details given in the notice in Resolution no. 5 and the Explanatory Statement.								
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	Remuneration package is commensurate with his competence, wide experience and responsibility in the Company and also with remuneration paid by comparable companies for similar positions.								
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Only to the extent of his entitlement towards his remuneration and is related to Shri Umesh Kumar Khaitan and Shri Pavan Khaitan.								

**III. Other Information**

1. **Reasons for inadequate profits**  
Not applicable, as the Company has posted a net profit after tax of Rs. 2503.79 lacs for the year ended 31.03.2015.
2. **Steps taken or proposed to be taken for improvement**  
Not applicable, as the Company has adequate profits.
3. **Expected increase in productivity and profits in measurable terms**  
Not applicable, as the Company has adequate profits.

**IV. Disclosures**

1. **All elements of remuneration package such as salary, benefits, bonuses, stock option, pension, etc.**  
The information and disclosures of the remuneration package of the Chairman have been mentioned in the Annual Report in the Corporate Governance Report and the proposed remuneration details are given in the notice in Resolution no. 5 and the Explanatory Statement.
2. **Details of fixed component and performance linked incentives alongwith the performance criteria**  
The Chairman is only entitled to commission in addition to the salary, perquisites and allowances, as mentioned above, with reference to the net profit of the Company in a particular financial year as may be determined by the Board of Directors at the end of each financial year subject to the overall ceilings as stipulated in Section 197 and all other applicable provisions of the Companies Act, 2013.
3. **Service Contract, notice period , Severance fees**  
The information has been mentioned in the Annual Report in the Corporate Governance Report and the proposed remuneration details are given in the notice in the Explanatory Statement. He satisfies the conditions set out under section 196(3) of the Act for being eligible for his appointment and he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
4. **Stock option details, if any**  
The Company does not have any stock option scheme.