



Dedicated to Technology, Devoted to Service



**31<sup>st</sup>**

Annual Report 2013-14  
**Kabra Extrusiontechnik Ltd.**

## BOARD OF DIRECTORS

<b>Shri Shreevallabh G. Kabra</b>	(Chairman & Managing Director)
<b>Shri Satyanarayan G. Kabra</b>	(Vice-Chairman & Managing Director)
<b>Shri Anand S. Kabra</b>	(Technical Director)
<b>Shri Haridas S. Sanwal</b>	(Independent Director)
<b>Shri Mahaveer Prasad Taparia</b>	(Independent Director)
<b>Shri Nihalchand C. Chauhan</b>	(Independent Director)
<b>Shri Yagnesh B. Desai</b>	(Independent Director)

### CHIEF FINANCIAL OFFICER

**Jayant Sarpotdar**

### COMPANY SECRETARY

**Y. D. Sanghavi**

### AUDITORS

**Kirtane & Pandit**

Chartered Accountants, Pune

### BANKERS

State Bank of India  
Kotak Mahindra Bank Ltd

### SHARE TRANSFER AGENT

M/s. Sharepro Services (India) Pvt. Ltd.,  
Plot No. 13AB, Samhita Warehousing Complex,  
Sakinaka Telephone Exchange Lane,  
Sakinaka, Andheri (East), Mumbai – 400072  
Tel.: 022-67720300 / 400  
Fax.: 022-28591568 / 28508927  
Email: sharepro@shareproservices.com

### REGISTERED OFFICE

Kolsite House,  
Off. Veera Desai Road,  
Andheri (West), Mumbai – 400 053  
Tel. No. : +91-22-26734822-24  
Fax : +91-22-26735041  
Website : www.kolsite.com  
CIN : L28900MH1982PLC028535  
E-mail : ket\_sd@kolsitegroup.com

### WORKS

- Kabra Industrial Estate, Kachigam, Daman – 396210
- 259/260/265 (III), Coastal Highway, Dunetha, Daman – 396210

### 31<sup>st</sup> Annual General Meeting

**Date :** 9<sup>th</sup> September, 2014

**Time :** 1:45 p.m.

**Venue :** Hotel Karl Residency 36, Lallubhai Park Road, Next to Lallubhai Park, Andheri (West), Mumbai - 400 058

## CONTENTS

Notice	1
Directors' Report	13
Management Discussion and Analysis	17
Report on Corporate Governance	19
Auditors' Report	28
Balance Sheet	32
Statement of Profit and Loss	33
Cash Flow Statement	34
Notes to Accounts	35
Attendance slip and Proxy Form	

## NOTICE

NOTICE is hereby given that the THIRTY-FIRST ANNUAL GENERAL MEETING of the Members of KABRA EXTRUSIONTECHNIK LIMITED will be held on Tuesday, the 9<sup>th</sup> day of September, 2014 at 1:45 p. m. at Hotel Karl Residency, 36, Lallubhai Park Road, Next to Lallubhai Park, Andheri (West), Mumbai – 400 058 to transact the following business :

### ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon;
2. To declare a dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2014;
3. To appoint a Director in place of Shri Shreevallabh G. Kabra (DIN : 00015415), a Director, liable to retire by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment;
4. To consider and if thought fit, to pass, with or without modification(s), the following 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, and the rules framed thereunder and pursuant to the recommendation of audit committee, M/s. Kirtane & Pandit, (Firm Registration No 105215W), Chartered Accountants, the retiring auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of 31<sup>st</sup> Annual General Meeting until the conclusion of the 36<sup>th</sup> Annual General Meeting (AGM), subject to ratification by the Members at every Annual General Meeting, held after this AGM, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

### SPECIAL BUSINESS :

5. 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 (Act) 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 Haridas S. Sanwal (DIN 00017852), a Non-Executive Director of the Company 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 Act, from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director on Board of the Company to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting and that he shall not be liable to retire by rotation.”
6. 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 Mahaveer Prasad Taparia (DIN 00112461), a Non-Executive Director of the Company whose period of office was liable to determination by retirement of Directors by rotation under the provisions of Companies Act 1956, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting and that he shall not be liable to retire by rotation.”

7. 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 Yagnesh B. Desai (DIN 00021202), a Non-Executive Director of the Company whose period of office was liable to determination by retirement of Directors by rotation under the provisions of Companies Act 1956, 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 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting and that he shall not be liable to retire by rotation.”

8. 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 Nihalchand C. Chauhan (DIN 00021782), a Non-Executive Director of the Company whose period of office was liable to determination by retirement of Directors by rotation under the provisions of Companies Act 1956, 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 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting and that he shall not be liable to retire by rotation.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, of the Companies Act, 2013 read with rules framed thereunder, the consent and approval of the Members of the Company be and is hereby accorded to alter / amend existing Articles of Association of the Company to the extent and in the manner set out below :

Existing Article 1 be substituted by the following :

Article 1 : The regulation contained in Table “F” of Schedule – 1 of the Companies Act, 2013 shall apply to the Company in so far as they are not inconsistent with or repugnant to any of the regulations contained in the Articles of Association of the Company.

A New Article 18a be added after existing Article 18:

Article 18a : The Board may decide that the Managing Director of the Company shall also hold office of Chairman / Vice-Chairman / Chief Executive Officer of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such direction as it may in its absolute discretion deem necessary and to settle any questions that may arise.”

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable statutory provisions of the Companies Act, 2013 (Act) 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 Shreevallabh G. Kabra (DIN 00015415) as a Chairman & Managing Director of the Company, for a period of 5 (five) years w. e. f. 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019 on the terms, conditions and stipulations including remuneration detailed in the Explanatory Statement annexed hereto (which shall form part hereof), with a liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include Nomination and Remuneration Committee of the Board) to fix, increase, alter or vary from time to time,



the terms and conditions of the said appointment and remuneration and/or monetary value of the perquisites as may be agreed upon by the Board of Directors and Shri Shreevallabh G. Kabra, subject to the same not exceeding at any point of time, the ceiling specified in Schedule V to the said Act, (including any Statutory Modifications or re-enactment thereof for the time being in force) or any amendment and/or modifications that may hereinafter from time to time be made thereto by the Central Government.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of said appointee, the company has no profit or its profits are inadequate, the company shall pay salary & perquisites as provided under Schedule V as minimum remuneration.

RESOLVED FURTHER THAT the aforesaid consent of the Company is accorded without prejudice to his right of holding managerial position of whatsoever nature in any other company and draw remuneration therefrom, subject to the regulatory guidelines and ceiling stipulated in this regard.

RESOLVED FURTHER THAT any revision in the remuneration payable to him if made, shall be within the overall limits as approved by the Members in terms of this resolution and as recommended by the Nomination and Remuneration Committee to the Board for its approval, from time to time.

RESOLVED FURTHER THAT office of said appointee shall be liable to retire by rotation as provided in Section 152 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters or things as may be necessary, expedient or desirable in the best interest of the Company."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT in supersession of the earlier resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the 24<sup>th</sup> Annual General Meeting of the members of the Company held on 17<sup>th</sup> August, 2007, and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with Article 23 of the Articles of Association of the Company and all other enabling provisions, if any, of the Companies Act, 2013, and rules made thereunder, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow for and on behalf of the Company from time to time as they may consider fit such sum or sums of money in any manner and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian Rupees or any other foreign currency from any bank or banks or any financial institutions, other person or persons and whether the same be unsecured or secured and if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, in respect of all or any of the Company's assets and properties (including raw materials, stores, spares and components in stock or transit) notwithstanding that the monies so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans and credits obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that, the total amount so borrowed by the Directors and outstanding at any time shall not exceed Rs. 25.00 Crores (Rupees Twenty Five Crores only) over and above the paid-up capital of the Company and its free reserves."

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT in supersession of the earlier resolution passed under Section 293(1)(a) of the Companies Act, 1956 at the 24<sup>th</sup> Annual General Meeting of the members of the Company held on 17<sup>th</sup> August, 2007, and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create such charge by way of hypothecation and/or equitable mortgage on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on any of the company's movable and immovable properties and assets wherever situated, both present and future comprised in any undertaking or undertakings of the Company, as the case may be, in favour of the Banks, i.e. State Bank of India and Kotak Mahindra Bank Ltd. and / or any other bank / financial institution/(s) (hereinafter referred to as Lenders) to secure repayment of the present Working Capital facilities granted by them and/or such other amount as may be advanced by such Lender in future as a Cash Credit facility and / or Term Loan up to the extent of sum of Rs. 50 Crores (Rupees

Fifty Crores only) together with interest on the principal amounts at the respective agreed rates, compound interest, liquidated damages, commitment charges, cost, any other charges, expenses if any, and all other monies payable by the company to the concerned Banks / Institutions under the respective documents entered in to / to be entered in to by the Company.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgage and/or charges already created or to be created in future by the Company in favour of any Lender including existing Banks and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board or any Committee or Persons authorized by the Board, be and are hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid or otherwise considered to be in the best interest of the Company.

13. 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. Dhara Shah & Associates, Cost Accountants (Firm Regn. No. : 34932), appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending 31<sup>st</sup> March, 2015 on a remuneration of Rs. 1,20,000/- (Rupees One Lac Twenty Thousand Only) plus service tax as may be applicable and reimbursement of actual travel and out of pocket expenses incurred by them be and is hereby ratified and confirmed.”

14. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT, pursuant to the provisions of Section 152, 196, 197 read with Schedule V and the other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Rules made thereunder and in partial modification of the Special Resolution passed at Thirtieth Annual General Meeting held on 27<sup>th</sup> August, 2013 in relation to re-appointment of Shri Satyanarayan G. Kabra (DIN : 00015930) as a Vice-Chairman & Managing Director of the Company, for a period of 5 (five) years w. e. f. 1<sup>st</sup> July, 2013 to 30<sup>th</sup> June, 2018, the consent be and is hereby accorded to change terms of his appointment by inserting thereto the clause that Shri Satyanarayan G. Kabra, be liable to retire by rotation.

RESOLVED FURTHER THAT all other terms and conditions of his appointment shall remain unchanged.”

15. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution :

“RESOLVED THAT, pursuant to the provisions of Section 152, 196, 197 read with Schedule V and the other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Rules made thereunder and in partial modification of the Ordinary Resolution passed at Thirtieth Annual General Meeting held on 27<sup>th</sup> August, 2013 in relation to re-appointment of Shri Anand S. Kabra (DIN : 00016010) as a Technical Director of the Company, for a period of 5 (five) years w. e. f. 1<sup>st</sup> August, 2013 to 31<sup>st</sup> July, 2018, the consent be and is hereby accorded to change terms of his appointment by inserting thereto the clause that Shri Anand S. Kabra, be liable to retire by rotation.

RESOLVED FURTHER THAT all other terms and conditions of his appointment shall remain unchanged.”

By order of the Board

**For Kabra Extrusiontechnik Ltd.**

## NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT PROXY TO ATTEND AND ON A POLL VOTE, INSTEAD OF HIMSELF / HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING].**

A Person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.

2. The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013, in respect of the special business under item No. 5 to 15 are annexed hereto.
3. Corporate Members are requested to send to the Company, at its Registered Office, a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
4. Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, the 2<sup>nd</sup> September, 2014 to Tuesday, the 9<sup>th</sup> September, 2014 (both days inclusive).
5. Dividend recommended by the Board, if approved by the Members at the Annual General Meeting will be paid to those persons whose names appear as Beneficial Owners as at the end of business hours on Monday, 1<sup>st</sup> September, 2014 as per the list to be furnished by the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in demat form and to the Members holding shares in physical mode as per Register of Members of the Company after giving effect to all valid transfers in respect of which request were lodged with the R & T Agent of the Company on or before 1<sup>st</sup> September, 2014.
6. (i) The unclaimed dividend upto financial year 1993-94 have been transferred to the General Revenue Account of the Central Government in terms of the provisions of Section 205A of the Companies Act, 1956. Those shareholders who have so far not claimed their dividend for the financial years upto 1993-94 may claim their dividend from the Registrar of Companies, Maharashtra, Mumbai by submitting an application in the prescribed form.  
(ii) Those members who have not encashed their dividend warrants for the financial year 2006-2007 to 2012-2013 are requested to return the time barred dividend warrants or forward their claims to the Company for issue of Bankers' Cheque / Demand Draft in lieu thereof.  
(iii) Dividend for the financial year 2006-2007 and thereafter which shall remain unclaimed / unpaid for a period of 7 (Seven) years from the date of transfer to the unpaid dividend account is required to be transferred to the Investors Education & Protection Fund (IEPF). Accordingly, during September, 2014, the Company would be transferring such unclaimed or unpaid dividend for the financial year ended 31<sup>st</sup> March, 2007. Members are therefore requested to make claim thereof, before August, 2014 otherwise no claim shall lie against the Company in respect of such amount.  
(iv) Pursuant to the said provisions unclaimed / unpaid dividend for the financial year 1994-95 to 2005-06 have been transferred to the Investor Education and Protection Fund.
7. The Ministry of Corporate Affairs (MCA) on 10<sup>th</sup> May, 2012 notified the IEPF (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012, (IEPF Rules), which is applicable to the Company. The Objective of IEPF Rules is to help the Shareholders ascertain status of the unclaimed accounts and overcome the problems due to misplacement of intimation thereof by Post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the unclaimed dividends in respect of the financial years from 2006, as on date of the 30<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> August, 2013 on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in)
8. Dividend in respect of shares held in dematerialized form shall be credited to the beneficial owner's bank account directly through NECS / ECS wherever NECS/ ECS facility is available subject to availability of bank

account details / core banking account number and 9 digits MICR code number. In case the said details have not been provided to the concerned Depository Participant or there is any change, the same may be intimated to the concerned Depository Participant immediately. The Company will print the bank details, if available on the payment instrument for distribution of dividend.

9. The Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts or Arrangement in which the Directors are interested as maintained by the Company under Section 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the Members at the Annual General Meeting.
10. 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.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, Nomination, Power of Attorney, Change of Address, Change of Name, Email Address, Contact Numbers etc. to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and its Transfer Agents to provide efficient and better services. Members holding shares in Physical Form are requested to intimate such changes to Transfer Agents M/s. Sharepro Services (India) Pvt. Ltd. The address / bank mandate as furnished to the Company by the respective Depositories viz. NSDL and CDSL will be printed on the dividend warrants.
12. The old Share Transfer Form i.e. Form 7B will be treated as invalid effective April 01, 2014. To avoid any inconvenience, shareholders holding shares in physical mode are requested to execute the new Share Transfer Form SH-4 and ensure that the self attested copies of the PAN Cards of all the Transferee's (Buyer's) are attached alongwith the Share Certificates in original and that the signatures of the Transferors are attested by the Bank Manager under his/her official seal.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
14. Shareholders holding shares in physical form and desirous of availing NECS / ECS facility, should provide the bank details / core banking account number and 9 digits MICR code number and IFS code in NECS / ECS Mandate. Shareholders who have already given their Bank details to avail NECS / ECS facility should furnish the same only if there is any change.
15. Brief profile of the Directors retiring by rotation and being eligible for re-appointment and the Independent Directors proposed to be appointed and Managing Director proposed to be re-appointed at this Annual General Meeting has been furnished in this Annual Report.
16. Members desirous of obtaining any information with regard to accounts are requested to write to the Company Secretary at the Registered Office of the Company, at least 10 days in advance, so as to compile the same.
17. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 are requested to fill up the Form SH-13 and send to the office of the Company's Transfer Agent.
18. 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 the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Transfer Agent.



## VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 31<sup>st</sup> Annual General Meeting of the Company.

### The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (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.
- (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](http://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:

	<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 use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>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.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (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> 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 Non-Individual Shareholders & Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates or Custodians.
  - 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 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.
  - 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.
- (xix) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **General Instructions :**

- (a) The voting period begins on 2<sup>nd</sup> September, 2014 at 9:00 a.m. IST and ends on 4<sup>th</sup> September, 2014 at 6:00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 1<sup>st</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) 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 1<sup>st</sup> August, 2014.
- (c) A copy of this notice has been placed on the website of the Company and the website of CDSL.
- (d) M/s. Bhandari & Associates, Practising Company Secretary (Certificate of Practice Number 766) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- (e) 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.
- (f) The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.kolsite.com](http://www.kolsite.com) and 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 and National Stock Exchange of India Limited.