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**33<sup>rd</sup> ANNUAL REPORT 2015 - 16**

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## BOARD OF DIRECTORS

Shri Shreevallabh G. Kabra	Chairman & Managing Director
Shri Satyanarayan G. Kabra	Vice-Chairman & Managing Director
Shri Anand S. Kabra	Technical Director
Shri Mahaveer Prasad Taparia	Independent Director
Shri Nihalchand C. Chauhan	Independent Director
Shri Yagnesh B. Desai	Independent Director
Shri Bajrang Lal Bagra	Independent Director
Shri Varun S. Kabra	Director
Smt. Jyoti V. Kabra	Director

### CHIEF EXECUTIVE OFFICER

**S. Shenoy**

### COMPANY SECRETARY

**Y. D. Sanghavi**

### AUDITORS

Kirtane & Pandit LLP  
Chartered Accountants, Pune

### BANKERS

State Bank of India  
Kotak Mahindra Bank Ltd

### 33<sup>rd</sup> Annual General Meeting

Date : 21<sup>st</sup> July, 2016 Time : 2:00 p.m.

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

### REGISTERED OFFICE

Fortune Terraces, 10th Floor,  
New Link Road,  
Andheri (West), Mumbai - 400053  
Tel. : 022-26734822-24  
Fax.: 022-26735041  
website : www.kolsite.com  
CIN : L28900MH1982PLC028535  
Email : ket\_sd@kolsitegroup.com

### WORKS

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

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## NOTICE

**NOTICE** is hereby given that the **THIRTY-THIRD ANNUAL GENERAL MEETING** of the Members of **KABRA EXTRUSIONTECHNIK LIMITED** will be held on Thursday, the 21<sup>st</sup> day of July, 2016 at 2:00 p.m. at Hotel Karl Residency, 36, Lallubhai Park Road, Next to Lallubhai Park, Andheri (West), Mumbai - 400058 to transact the following business:

### **ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statements of the Company for the year ended March 31, 2016, the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend of ₹ 2.25 per share on equity share of face value of ₹ 5/- each, as dividend for the Financial Year 2015-16.
3. To appoint a Director in place of Shri Anand S. Kabra (DIN : 00016010), a Director, liable to retire by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.
4. 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 reappointment.
5. 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 Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution of the Members passed at the 31<sup>st</sup> Annual General Meeting (AGM) held on 9<sup>th</sup> September, 2014, the appointment of M/s. Kirtane & Pandit LLP (Firm Registration No 105215W / W100057), Chartered Accountants, to hold office from the conclusion of 31<sup>st</sup> AGM until the conclusion of the 36<sup>th</sup> AGM of the Company be and is hereby ratified by the Members on a remuneration as may be agreed by the Board of Directors and the said Auditors plus applicable service tax, reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

### **SPECIAL BUSINESS :**

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution :  
**"RESOLVED THAT** in accordance with the provisions of Sections 188, 196, 197, Schedule V of the Companies Act, 2013 (Act) and other applicable provisions of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company hereby accords its approval and consent to the appointment of Shri Varun Satyanarayan Kabra (DIN : 03376617) as a Director – Business Development, relatives of Shri Satyanarayan G. Kabra, Vice-Chairman & Managing Director and Smt. Jyoti V. Kabra, Director of the Company, for a period of 5 (five) years with effect from 1<sup>st</sup> August, 2016 to 31<sup>st</sup> July, 2021 on the terms, conditions and stipulations including remuneration as approved by the Nomination and Remuneration Committee and the Board which have been 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 term 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 and Shri Varun Satyanarayan 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 and 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 there from, 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** 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.”

7. 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 94 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, approval of the members be and is hereby accorded to keep the Register of Members, Index of Members and other such Registers as may be required to be maintained under Section 88 of the Companies Act, 2013, be kept at the office of the Registrar and Transfer Agent (RTA) of the Company viz. Sharex Dynamic (India) Pvt. Ltd., Unit 1, Luthra Ind. Premises, Safed Pool, Andheri –Kurla Road, Andheri (East), Mumbai – 400 072 or at such other office or place within Mumbai, where such RTA may shift from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

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 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, 2017 on a remuneration of ₹ 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.”

By order of the Board  
**For Kabra Extrusiontechnik Ltd.**

Place: Mumbai  
Date: 25<sup>th</sup> May, 2016

**Y. D. Sanghavi**  
Company Secretary

**REGISTERED OFFICE**

Fortune Terraces, “B” Wing,  
10th Floor, New Link Road,  
Opp. Citi Mall, Andheri (West),  
Mumbai – 400 053

## 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 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 of the Companies Act, 2013, in respect of the special business under item No. 6 to 8 of the accompanying notice is 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 15<sup>th</sup> July, 2016 to 21<sup>st</sup> July, 2016 (both days inclusive).
5. Shareholders may be aware that the Companies Act, 2013 permits service of the Notice of the Annual General Meeting through electronic mode. Electronic copy of the Annual Report including Notice of the 33<sup>rd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email Ids are registered with the Company / Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same to the Company.
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 2008-2009 to 2015-2016 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 2008-2009 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, 2016, the Company would be transferring such unclaimed or unpaid dividend for the financial year ended 31<sup>st</sup> March, 2009. Members are therefore requested to make claim thereof, before August, 2016 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 2007-08 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 2008, as on date of the 32<sup>nd</sup> Annual General Meeting held on 27<sup>th</sup> August, 2015 on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in).

8. 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.
9. 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.
10. 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 Agent to provide efficient and better services. Members holding shares in Physical Form are requested to intimate such changes to Transfer Agent. The address / bank mandate as furnished to the Company by the respective Depositories viz. NSDL and CDSL are considered for printing on the Dividend Warrants.
11. 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.
12. 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 to the Company. Shareholders who have already given their Bank details to avail such facility should furnish the same only if there is any change.
13. Brief profile of the Directors retiring by rotation and being eligible for re-appointment and the Director proposed to be appointed as a Director-Business Development at this Annual General Meeting has been furnished in this Annual Report.
14. 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.
15. 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.
16. 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

**Members are requested to follow the below instructions to cast their vote through e-voting:**

1. a. The company is providing facility for voting by electronic means and the business may be transacted through such voting;
- b. The facility for voting, through ballot or polling paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
2. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
3. The e-voting period commences on Monday, the 18<sup>th</sup> July, 2016 at 10:00 a.m. IST and ends on Wednesday the 20<sup>th</sup> July, 2016 at 5:00 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 (record date) of 14<sup>th</sup> July, 2016, may cast their vote electronically. The e-voting module shall also be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
5. Click on Shareholders.
6. 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.
7. Next enter the Image Verification as displayed and Click on Login.
8. 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.
9. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
<b>PAN</b>	<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>
<b>DOB</b>	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.
<b>Dividend Bank Details</b>	<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 No. 6</li> </ul>



10. After entering these details appropriately, click on “SUBMIT” tab.
11. 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.
12. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
13. Click on the EVSN for “KABRA EXTRUSIONTECHNIK LTD.” on which you choose to vote.
14. 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.
15. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
16. 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.
17. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
18. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
19. If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
20. **Note for Non – Individual Shareholders and Custodians.**
  - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. 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.
  - d. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. 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.
21. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
22. **Scrutiniser and Results**
  - a. The Board of Directors of the Company has appointed Shri S. N. Bhandari, Practising Company Secretary or failing him Ms. Manisha Maheshwari, Practising Company Secretary as the Scrutiniser to Scrutinise e-voting and voting through ballot or polling paper which shall be conducted at the Annual General Meeting.



- b. The Scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- c. The results declared along with the report of the Scrutiniser shall be placed on the website of the company [www.kolsite.com](http://www.kolsite.com) and on the website of the CDSL immediately after the result is declared by the Chairman.

## ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of Item Nos. 6 to 8 which sets out all material facts relating to the Special Business mentioned in the accompanying notice.

### Item No. 6

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 25<sup>th</sup> May, 2016, has approved the appointment of Shri Varun Satyanarayan Kabra, as a Director – Business Development w.e. f. 1<sup>st</sup> August, 2016, subject to the approval of the Members.

Shri Varun Satyanarayan Kabra aged 30 years holds degree as B.E. – Production Engineering, Mumbai University and M. Sc. – Industrial & Operations Engineering, University of Michigam, Ann Arbor (USA).

Shri Varun S. Kabra is also a Director in M/s. Plastiblends India Ltd. (PBI) a group company and hold shares in Paid-up Capital of PBI to the extent of 10.04%. He holds 1670884 (i.e. 5.24%) Equity Shares of Rs. 5/- each in the Company.

Shri Varun S. Kabra is relative of Shri Satyanarayan G. Kabra, Vice-Chairman & Managing Director of the Company and Smt. Jyoti Varun Kabra, Director of the Company.

He has over 6 years of Post-qualification experience and dealt with following areas of company's operation:

- (i) Material planning, procurement and management
- (ii) Implementation of Lean Management for Inventory Control
- (iii) Overseeing manufacturing operation
- (iv) Development of new product and business development.

The Board is of view that Shri Varun S. Kabra's qualification, knowledge and experience will be of immense benefit and value to the Company and therefore recommends his appointment to the Members.

His brief resume form part of this Annual Report. This statement, be regarded as disclosure under 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Section 188, 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the appointment of and remuneration payable to Shri Varun S. Kabra is placed before the Members at this Annual General Meeting for their approval as detailed here under:

Basic Salary : ₹ 1,10,000/- (Rupees One Lac Ten Thousand Only) per month, with an annual increment to be decided by the Board at such percentage up to 10% of the salary, subject to the same not exceeding at any point of time, the ceiling laid down under the provisions of the Companies Act, 2013 and Schedule thereto.

In addition to the above, he shall be entitled to the following perquisites:

- (i) Accommodation (Furnished or otherwise) or House Rent Allowance in lieu thereof subject to a ceiling of 50 % of above Salary.
- (ii) Medical Reimbursement : For self, spouse and family subject to a ceiling of one (1) month salary in a year or three (3) months salary in a block of three (3) years.

- (iii) Leave Travel Reimbursement: For self, spouse and family once in a year incurred in accordance with the rules specified by the Company.
- (iv) Personal Accident Insurance & Medi-Claim Policy : For self, spouse and family as per the rules of the Company.

Explanation: 'Family' means spouse, dependent children and dependent parents of the said appointee.

- (v) Provident and Superannuation Fund: Company's contribution to Provident and Superannuation Fund as per the Schemes of the Company will 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.
- (vi) Gratuity : As per rules of the Company.
- (vii) Encashment of leave : As per rules of the Company.

For the purpose of gratuity & encashment of leave, the period of service of said appointee shall be considered as service with the company without any break in service and on a continuous basis.

- (viii) Provision of car and telephone at residence for use of Company's business will not be considered as perquisites. However, personal long distance telephone calls and use of car for private purpose shall be billed by the Company to him.
- (ix) The office of said appointee may be terminated by the company or the concerned Director by giving the other three (3) months' prior notice in writing.
- (x) The terms and conditions set out for appointment as above and payment of remuneration herein may be altered and varied by the Board as it may, from time to time, deem fit.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Varun S. Kabra under Section 190 of the Act and subject to the relevant provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend passing of the resolution at Item No. 6 of the Notice as an Special Resolutions

Shri Varun S. Kabra is concerned or interested in the resolution as set out in the Notice at Item No. 6 since it pertains to his appointment and remuneration. His relatives also be deemed to be interested in aforesaid resolutions, to the extent of their respective shareholding interest, if any, held in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in these items of businesses, except to the extent of their respective shareholding interest, if any, held in the Company.

#### **Item No. 7**

As required under the provisions of Section 94 of the Companies Act, 2013 read along with the Companies (Management and Administration) Rules, 2013, there under certain documents such as the Register of Members, Index thereof and certain other registers, certificates, documents etc. as provided under Section 88 of the Companies Act, 2013 are required to be kept at the registered office of the Company. However, these documents can be kept at any other place in India, in which more than one-tenth of the total number of members reside, with the approval of the members by way of Special Resolution.

Currently, the Register/Index of Members etc. is being maintained at the office of its Registrar and Share Transfer Agents (RTA) Sharepro Services (India) Pvt. Ltd. ('Sharepro') having its office at Plot No. 13AB, Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane, Sakinaka, Andheri (East), Mumbai – 400072.

Operations of Sharepro are currently being investigated by statutory authorities over alleged misappropriation of dividends and securities of its client companies.