

# **KAISER**

## **CORPORATION LIMITED**

(Formerly Kaiser Press Ltd)

Twenty Second Annual Report  
2014-2015

## **BOARD OF DIRECTORS**

Jehangir R Patel

Bhushanlal Arora

Anagha Korde

Rohinton Daroga

Rajendra R. Vaze

## **AUDITORS**

SURASH SURANA & ASSOCIATES LLP  
308-309, A Wing, Technopolis Knowledge Park,  
Mahakali Caves Road, Andheri (E),  
Mumbai - 400093. India

## **BANKERS**

Bank of India  
HDFC Bank  
State Bank of India

## **REGISTERED OFFICE**

2nd Floor, Plot No 112,  
13th Road, MIDC, Andheri (East),  
Mumbai - 400093.  
website: [www.kaiserpress.com](http://www.kaiserpress.com)  
CIN: L22210MH1993PLC074035

---

# TWENTY SECOND ANNUAL REPORT 2014-15

## NOTICE

Notice is hereby given that the TWENTY SECOND ANNUAL GENERAL MEETING of the members of KAISER CORPORATION LIMITED will be held on Wednesday the 30th September, 2015 at 11.00 a.m. at K.K.(Navsari) Chambers, 39B Ground Floor, AK Nayak, Marg, Fort, Mumbai-400001 to transact the following business:-

### ORDINARY BUSINESS:

1. a To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31<sup>st</sup> March, 2015 together with the reports of the Board of Directors and the Auditors thereon; and
- b. The Audited consolidated Financial Statements of the company for the financial year ended 31<sup>st</sup> March 2015 together with the reports of the Auditors thereon :
2. To Appoint M/s. Suresh Surana & Associates LLP Chartered Accountants as the Auditors of the company To consider and if thought fit , to pass with or without modifications, if any the following as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions if any of The Companies Act, 2013 read with Companies (Audit and Auditors) rules 2014, M/S. Suresh Surana & Associates LLP Chartered Accountants ( Firm Registration No 121750W/W 100010) be and is hereby appointed as the Auditors of the company, to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company, on such remuneration as shall be fixed by the Board of Directors.”

### SPECIAL BUSINESS :

3. Appointment of Managing Director.

**To consider and if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution.**

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 200, 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 ( Appointment and Remuneration of Managerial Personnel) Rules 2014 and all other applicable rules and guidelines for managerial remuneration issued by the Central Government from time to time, including any statutory modifications or re-enactments thereof and subject to the approval of the Central Government, if necessary and such other approvals, permissions and sanctions as may be required and subject to such conditions and modifications as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions consent of the Company be and is hereby accorded for the appointment of Mr. Bhushanlal D. Arora (DIN No 0416032) as the Managing Director of the Company, not liable to retire by rotation, with substantial powers of management to be exercised by him, subject to the superintendence, control and direction of Board of Directors of the company, for a period of 3 ( Three years ) with effect from 01/07/2015 including the payment of remuneration, on the terms and conditions as per the draft agreement set out below, with the liberty to the Board of Directors of the Company to alter and vary the terms and conditions, not exceeding the limits specified under The Act or any Statutory modification or re-enactment thereof.”

“FURTHER REOLVED THAT in the absence or inadequacy of profits in any financial year, the company shall pay to Mr. Bhushanlal D. Arora remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013 as decided by the Board or any committee thereof from time to time as minimum remuneration with the approval of the shareholders if necessary .”

4. Adoption of new Articles.

**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 Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof ,

for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the company."

"RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and to take such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of Mr. Rajendra Vaze as a Non Executive Independent Director of the Company.

**To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of The Companies Act, 2013 and in terms of Clause 49 of the Listing Agreement, Mr. Rajendra Vaze (DIN – 02244651), whose candidature has been proposed by a Member of the Company and the Company has obtained consent letter and declaration that he is not disqualified and is eligible to be appointed as an Independent Director of the Company, be and is hereby appointed as a Non Executive Independent Director of the Company for a term of 5 (Five) consecutive years commencing from this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the calendar year 2020 and that he shall not be liable to retire by rotation."

6. Appointment of Mr. Rohinton Erach Daroga as a Non Executive Independent Director of the Company.

**To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:-**

"RESOLVED THAT pursuant to provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and Schedule IV of the Companies Act, 2013 and in terms of Clause 49 of the Listing Agreement, Mr. Rohinton Erach Daroga (DIN – 01018971), whose candidature has been proposed by a Member of the Company and the Company has obtained consent letter and declaration that he is not disqualified and is eligible to be appointed as an Independent Director of the Company, be and is hereby appointed as a Non Executive Independent Director of the Company for a term of 5 (Five) consecutive years commencing from this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the calendar year 2020 and that he shall not be liable to retire by rotation

7. **Appointment of Mrs. Anagha Korde as a Non Executive Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV of the Companies Act, 2013 and in terms of Clause 49 of the Listing Agreement, Mrs. Anagha Korde (DIN – 02562003), whose candidature has been proposed by a Member of the Company and the Company has obtained consent letter and declaration that she is not disqualified and is eligible to be appointed as an Independent Director of the Company, be and is hereby appointed as a Non Executive Independent Director of the Company for a term of 5 (Five) consecutive years commencing from this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the calendar year 2020 and that she shall not be liable to retire by rotation

8. **Making of loans or Investments and to give guarantees or to provide any Securities in connection with a loan made under Section 186 of the Companies Act, 2013.**

To consider and if thought fit, to pass, with or without modification, the following as a Special Resolution:

"RESOLVED THAT pursuant to Section 186 and other applicable provisions if any of the Companies Act 2013 read with applicable rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) the consent of the members be and is hereby accorded to the Board of Directors of the company to:

1. To give any loan to any person or to any other Body Corporate;
2. To give any guarantee or to provide any security in connection with a loan to any other body corporate or to any person ;  
and

3. Acquire by subscription, purchase or otherwise the securities of any other body corporate;

exceeding 60% of the paid up share capital, free reserves and securities premium account or 100% of its free reserves and

securities premium account, whichever is more provided that the maximum amount of aggregate of such loans, guarantees, securities and acquisition by the company shall not at any time exceed 50,00,00,000 (Fifty Crores) only.”

“ FURTHER RESOLVED THAT the board of Directors of the company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary in this regard for and on behalf of the company, including but not limiting, to filing of necessary forms, returns , submissions under The Companies Act, 2013 and to settle any questions or disputes that may arise in relation thereto.”

By order of the Board  
For KAISER CORPORATION LIMITED

Jehangir R Patel  
Managing Director

Place : Mumbai  
Date : 28/05/2015

#### REGISTERED OFFICE:

2<sup>nd</sup> Floor, Plot No 112,  
13<sup>th</sup> Road, MIDC Andheri (E),  
Mumbai-400 093.

#### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 22<sup>ND</sup> ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A 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 DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. 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 or shareholder.

Every member entitled to vote at the 22nd Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.

2. The Register of Members and Share Transfer Books of the company shall remain closed from 25th September, 2015 to 30th September, 2015 (both days inclusive).

3. The members/proxies should bring their attendance slips sent herewith, duly filled in for attending the meeting.

4. Entry in the meeting hall shall be strictly restricted to the members/valid proxies only carrying the attendance slip.

5. The members are requested to notify any change in their registered address/residential status immediately to the Registrars M/S . Purva Sharegistry (India) Pvt. Limited, Unit No. 9, Shiv Shakti Indl. Estate, J.R. Boricha Marg, Off N. M. Joshi Marg, Near Lodha Excelus, Lower Parel (E), Mumbai-400 011. In case of Dematerialised shares, the aforesaid information should be given to the depository participant with whom the member has an account.

6. Members may note that The Companies Act, 2013 and Rules there under, allow the Company to send notices and documents, including Annual Report to the shareholders through electronic mode to the Registered e-mail addresses of shareholders.

6.1. Keeping in view the green initiative taken by the MCA and to save the cost involved in printing and despatch, we propose to send all future communications including all the notices of General Meetings, Financial Statements and Postal

Ballot Notices etc. of the Company, in electronic mode.

6.2. In order to facilitate the same, we request you to furnish your consent with e-mail ID quoting your folio number to our Registrar & Share Transfer Agents M/S. Purva Sharegistry (India) Pvt. Limited.

6.3 In case of any changes in your email address , the same may be communicated immediately.

6.4 In case you are holding shares in electronic form, please update your e-mail ID with your depository participant.

6.5 Please note that as a member of the Company, you will always be entitled to receive all communications in, Physical form, upon request.

7. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the item nos. 3 to 8 of the Notice is annexed herewith.

8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 A.M. to 5:00 P.M.) on all working days except Saturdays, Sundays and Holidays, up to and including the date of the Annual General Meeting of the Company.

9. In compliance with the provisions of Section 108 of the Companies Act, 2013, the Rules framed there under and as per the Listing Agreement the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice. All shareholders holding shares as on 24<sup>th</sup> September, 2015 (end of the day) being the cut-off date [i.e record date for the purpose of Rule 20(3)(vii) of the Companies (Management and Administration) Rules, 2014] fixed for determining voting rights of members will be entitled to participate in e-voting process.

10. Members who do not have access to e-voting facility may send duly completed Ballot form ( attached with this notice ) so as to reach the scrutinizer Mr. G.S.Jambekar, the Practicing Company Secretary C/O Purva Sharegistry (India) Pvt Ltd., 9 Shiv Shakti Ind. Estate, J R Boricha Marg, Off N. M. Joshi Marg, Near Lodha Excelus, Lower Parel (East), Mumbai 400011 not later than 29<sup>th</sup> September 2015 Ballot forms received after this date will be treated as invalid.

11. Members can opt for only one mode of voting. i.e. either by Ballot Form or e –voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through the Ballot form shall be treated as invalid. The members who have cast their votes by remote E voting prior to the meeting can also attend the meeting but shall not be entitled to cast their votes.

12. The Board, vide its Resolution passed on 28th May 2015, has appointed Mr. G.S. Jambekar, Practicing Company Secretary (Membership No. FCS 1569 CP NO.3735 ) as Scrutinizer for conducting the remote e-voting and Ballot form process in accordance with the law and in a fair and transparent manner.

13. Members may contact Mrs. Anagha Korde the Director of the company for any grievances connected with electronic means at the Registered office of the company i.e. at 2nd Floor, Plot No.112, 13th Road, MIDC, Andheri (East), Mumbai 400093.

14. The Scrutinizer shall, after the conclusion of the voting at the general meeting, first count the votes cast at the meeting and then unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make not later than two days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the chairman of Company/Meeting in writing, who shall countersign the same and declare the results of the voting forthwith. The results declared with the Scrutinizer's report shall be placed on the website of the company and will be forwarded to the BSE Limited.

#### **PROCESS AND MANNER FOR MEMBERS OPTING FOR E- VOTING**

**The instructions for members for voting electronically are as under:-**

(i) The voting period begins on **9.00 am on Sunday the 27<sup>th</sup> September 2015** and ends on **5.00 p.m on Tuesday the 29<sup>th</sup> September 2015** . 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 24<sup>th</sup> September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) **The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period**

(iii) **Click on “Shareholders” tab.**

(iv) **Now, select the “Kaiser Corporation Limited ” from the drop down menu and click on “SUBMIT”**

(v) Now Enter your User ID

- a. **For CDSL: 16 digits beneficiary ID,**
- b. **For NSDL: 8 Character DP ID followed by 8 Digits Client ID,**
- c. **Members holding shares in Physical Form should enter Folio Number registered with the Company.**

(vi) **Next enter the Image Verification code/Captcha code as displayed and Click on Login.**

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and cast your vote earlier for EVSN of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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 their PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account maintained with the DP of CDSL or with the company records for the said demat account or folio in dd/mm/yyyy format.

(ix) After entering these details appropriately, click on “SUBMIT” tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

**(xii) Click on the EVSN for the relevant Kaiser Corporation Limited on which you choose to vote.**

(xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xix) Note for Institutional Shareholders**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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)

**Other Instructions:**

1. The e-voting period commences on Sunday the 27<sup>th</sup> September 2015 from 9:00 A.M. onwards and ends on Tuesday the 29<sup>th</sup> September 2015 at 5:00 P.M. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on 24<sup>th</sup> September 2015, may cast their vote electronically. The e-voting module shall 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.
2. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 24<sup>th</sup> September 2015.
3. Mr. G.S. Jambekar Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
5. Members who do not have access to e-voting facility may send duly completed Ballot Form (Attached to this notice) so as to reach the Scrutinizer, Mr. G. S. Jambekar, Practicing Company Secretary, C/O Purva Sharegistry (India) Pvt. Ltd. 9 Shiv Shakti Ind. Estate, J R Boricha Marg, Off N. M. Joshi Marg, Near Lodha Excelus, Lower Parel (East), Mumbai 400 011 not later than 29<sup>th</sup> September 2015. Ballot Form received after this date will be treated as invalid.
6. In case of any queries, you may refer the frequently asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the "downloads" section of [www.evoting.com](http://www.evoting.com) or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
7. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

**ANNEXURE TO NOTICE:**

Explanatory statement Pursuant to Section 102 of the Companies Act, 2013

**Item No. 3**

The Board of Directors of the Company had appointed Mr. Bhushanlal D. Arora as the Whole Time Director at the Board meeting of the Company held on 30<sup>th</sup> May 2014 for the period from 1st October 2014 to 30th September 2017 on the terms and conditions as mentioned and the same has already been approved by the shareholders of the company at the Twenty



First Annual General Meeting of the company held on 30<sup>th</sup> September 2014.

Mr. Jehangir R Patel the Managing Director of the company intends to resign from the Board with effect from 1<sup>st</sup> July 2015 and hence the Board of Directors of the company considered it proper to appoint Mr. Bhushanlal D. Arora as the Managing Director of the company in place of Mr. Jehangir Patel, for the period of three years from 1st July 2015 to 30th June 2018 on the basis of the following terms and conditions and remuneration. as set below:

- 1) Remuneration: Rs.1,85,000/- per month including Basic, HRA, Bonus, and conveyance Allowance & Medical Allowance.
- 2) Other Allowances and Perquisites: In accordance with the rules of the company.

The terms and condition of the appointment of the Managing Director may be altered and varied from time to time by the Board as the Board of directors may consider necessary and deem fit, so as not to exceed the limits prescribed in 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act 2013

The total remuneration payable to Mr. Bhushanlal Arora will be as per the provisions of Schedule V of The Companies Act, 2013 and the same has already been approved by the Remuneration Committee.

His appointment is required to be approved by Special Resolution by the shareholders of the Company as per Schedule V

In view of this the Board of Directors of the Company have placed the matter before the shareholders for approving the appointment of Mr. Bhushanlal Arora as the Managing Director by special resolution.

Notwithstanding, where in any financial year during the currency of tenure of the Managing Director, the Company has no profits or if the profits are inadequate, it may continue to pay him remuneration by way of salary and perquisites as above, as minimum remuneration in accordance with the provisions of Schedule V of the Act.

The Managing Director shall be entitled to leave in accordance with the rules of the Company. Leave accumulated but not availed of at the time of leaving the services of the Company on any ground shall be allowed to be encashed. This will not be considered as a perquisite.

The appointment of Mr. Bhushanlal Arora as the Managing Director may be terminable by either party by giving two months notice in writing.

Disputes between the Company and the Managing Director or with the heirs or with the legal representatives may be settled by Arbitration under the INDIAN ARBITRATION ACT, 1996.

Apart from the aforesaid remuneration, the Managing Director shall also be entitled to reimbursement of entertainment and conveyance expenses, other expenses actually incurred by him in the course of and for the purpose of the Company's business.

The Managing Director shall not be paid any sitting fees for attending the meetings of Board of Directors or Committee thereof.

The Managing Director shall not become interested or otherwise concerned directly or through his wife or through his minor children in any selling agency of the Company except with the consent of the Company as per the provisions of the law in forces as applicable to the Company.

The total remuneration payable to Mr. Bhushanlal Arora shall be subject to the provisions of Schedule V of The Companies Act, 2013.

The draft agreement to be entered into between the Company and Mr. Bhushanlal Arora and the remuneration to be payable on his appointment is placed for the approval of the Members.

A copy of the draft agreement to be entered into by the Company with Mr. Bhushanlal Arora is open for inspection by Members at the Registered Office of the Company between 11.00 a.m. and 5.00 p.m. on all working days except Saturdays, Sundays and Holidays.

Mr. Bhushanlal Arora is interested in the resolution pertaining to his appointment. No other Director is interested in the Resolution.

The Resolution is set out in Item No.3 of the accompanying notice and accordingly the Board recommends the same for the approval of the Shareholders.

The Disclosure to be made as required under the provisions (IV) of Para (B) of Section II of Part II of Schedule V of The Companies Act, 2013 to the extent applicable given hereunder:

#### I. GENERAL INFORMATION:

(i) Nature of Industry: The Company is primarily in the business of Compounding for Heat shrinkable accessories, Jointing kits, Trunk project management, Engineering services and Printing of labels, Packaging Materials, Magazines and Articles of Stationery.

(ii) Date or expected date of commencement of Commercial production: The company started its business activities and commercial production since 1st July, 2007.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NotApplicable.

(iv) Financial performance: Based on the Audited financial results for the year ended 31st March, 2015:

Particulars	(Rupees )
Turnover & Other Income	217,307,397
Gross Profit before Interest, Depreciation & Tax	14,984,238
Net Profit after Tax	3,470,333

(v) Foreign investments or collaborators, if any :. NotApplicable

#### II. INFORMATION ABOUT THE APPOINTEES:

(i) Background details:

Name of Director	Bhushanlal Arora
Designation	Managing Director
Education	B.com. Inter C A
Past Experience	Whole time Director since the year 01/07/2012 and actively involved in the day to day business transactions and policy matters.

ii) Past remuneration during the financial year ended 31st March, 2015:

Name of Director	Bhushanlal Arora
Remuneration	Rs. 1,224,691/-

(iii) Recognition or Awards: N.A.

(IV) Job Profile and their suitability :

Mr. Bhushanlal Arora is involved in the day to day business activities and business policies of the company and considering his vigour for growth of the Company, he was appointed as the Managing Director of the company. He has been entrusted with the substantial powers of the management of the Company.

Decision making in any business requires guidance and advice on ongoing basis and his knowledge and vast experience will be going to be immensely beneficial to the Company.

(v) Remuneration proposed: As specified in the Resolution.

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in