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20th Annual General Meeting

Date	30th September, 2013
Day	Monday
Time	10.00 A.M.
Place	339, Kishan Garh, Vasant Kunj, New Delhi 110070

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Jai Bhagwan Aggarwal
Mr. Tarun Aggarwal
Mr. Shailesh Gupta
Mr. Yashpal Sharma
Mr. Pankaj Gupta
Mr. Dinesh Kumar Dwivedi

Managing Director
Whole Time Director
Non Executive Director
Independent Director
Independent Director
Independent Director

REGISTERED OFFICE

D-1004, First Floor,
New Friends Colony,
New Delhi 110065.
Tel. 011 2684 8636

CORRESPONDENCE OFFICE

A-71/72, Sector- 58, Noida,
Uttar Pradesh 201301
Tel :91-120-2580088, 2580937
Fax: 91-120-2580514

AUDITORS

PVSP & Co.
(Formerly known as Bhatia Praveen & Co.)
Chartered Accountants
5 Pusa Road New Delhi 110005
Tel. No.+91-11-47177000

REGISTRAR AND SHARE TRANSFER AGENTS

M/s Skyline Financial Services Private Limited
1st Floor, D-153A, Okhla Industrial Area,
Phase I, New Delhi 110 020
Tel No. +91-11-26812682, 26812683

BANKERS OF THE COMPANY

State Bank of Bikaner & Jaipur
HDFC Bank

LISTED AT

BSE Limited
Delhi Stock Exchange Limited

COMPANY SECRETARY

Ms. Seema Mathur

COMPLIANCE OFFICER

Mr. Tarun Aggarwal

EMAIL AND WEBSITE

For Company & Investor grievances -
investor.kuwer@gmail.com
For Compliance Officer -
info@kuwer.com, tarun@kuwer.com
Website- www.kuwer.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 20th Annual General Meeting of the members of the Company will be held on Monday, the 30th September, 2013 at 10.00 A.M. at the 339, Kishan Garh, Vasant Kunj, New Delhi 110070 to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013, the statement of Profit & Loss Account for the year ended on that date together with the reports of the Directors and Auditors thereon for the year ended 31st March, 2013.
2. To re-appoint Mr. Shailesh Gupta as director who retires by rotation and being eligible offers himself for Re-appointment.
3. To re-appoint Mr. Pankaj Gupta as director who retires by rotation and being eligible offers himself for Re-appointment.
4. To appoint M/s PVSP & Co. (Formerly known as Bhatia Praveen & Co.), Chartered Accountant as Statutory Auditors of the Company having Firm Registration No. 08940N to hold office from the conclusion of this Annual General Meeting until the conclusion of Next Annual General Meeting and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS:-

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

“RESOLVED THAT pursuant to Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 (the Act) as amended or re-enacted from time to time, read with Schedule XIII of the Act, the Company hereby approves of the reappointment and revision in terms of remuneration of Mr. J.B. Aggarwal, Managing Director of the Company for the period from 1st October, 2013 to 30th September, 2018 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Mr. J.B. Aggarwal.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

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

“RESOLVED THAT pursuant to the provision of section 198, 269, 309, 310 and Schedule XIII of the Companies Act, 1956, and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or reenactment thereof for the time being in force) and pursuant to the Article of Association of the Company, the Company hereby approves of the revision in the terms of remuneration of Mr. Tarun Aggarwal, Whole Time Director of the Company by way of an increase in the amount of his salary as mentioned in the explanatory statement annexed herewith to the notice with effect from October 1, 2013.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

For Kuwer Industries Limited
Sd/-
Tarun Aggarwal
Whole Time Director

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANY OTHER PERSON AS HIS / HER PROXY TO ATTEND AND VOTE (IN CASE OF POLL) INSTEAD OF HIMSELF / HERSELF AND THE 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 LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH ADMISSION SLIP.**
2. Corporate members are requested to send the Company a duly certified copy of the Board Resolution, pursuant to section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23rd September, 2013 to Monday, 30th September, 2013 (both days inclusive).
4. As a measure of economy and a step toward green initiative, Members are requested to bring their copy of Annual Report to the meeting. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
5. 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.
6. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. up to and inclusive of the date of the Annual General Meeting.
7. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to submit to the Registrars and Transfer Agents the details as required in Form 2B. Members holding Shares in Electronic form should send the above information to the respective Depository Participants only.
8. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their Bank details, nominations, power of attorney, change of address/name etc. to their depository participants only and not to the company or its Registrar and Transfer Agent and Company. The said changes will automatically be reflected in Company's records.
9. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio No. in the attendance slip for attending the meeting.
10. The Company is desirous of sending various documents in electronic form to the email addresses provided by the members and made available by the depositories. All the members of the company are requested to register their email addresses and changes therein, from time to time, with the concerned depositories.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF ITEM 5 & 6.

ITEM NO. 5: REAPPOINTMENT OF MR. J. B. AGGARWAL AS THE MANAGING DIRECTOR OF THE COMPANY AND REVISION IN THE SALARY PAID TO MR. J. B. AGGARWAL

5. Mr. J. B Aggarwal was appointed as the Managing Director of the Company in the Annual General Meeting of the Company by the Shareholders. His tenure is due to be terminated in the ensuing Annual General Meeting. Further his continuous association with the Company is necessary for conducting the business successfully, hence it is thought expedient to reappoint Mr. J.B. Aggarwal as the Managing Director of the Company for a further term of 5 years. The existing remuneration of Mr. J. B. Aggarwal, Managing Director of the Company was approved by the members of the Company at the time of first appointment as Managing Director of the Company and it was not increased since then, taking into consideration the increased business activities of the Company and the responsibilities cast on Mr. J. B. Aggarwal, the remuneration committee in its meeting held on 14th Day of August, 2013, has approved the revision in the salary of Mr. J. B. Aggarwal from Rs. 25,000 p.m. to 50,000 p.m., with effect from October 1, 2013 and all other perquisites as were approved by the shareholders initially at the time of appointment of Mr. J.B Aggarwal as the Managing Director of the Company for first time shall remain unchanged.

In compliance with the provisions of Sections 198, 309, 310 and all other applicable provisions, if any, of the Act, read with Schedule XIII of the Act, the revised terms of remuneration of Mr. J. B. Aggarwal as specified above are now being placed before the Members for their approval by way of special Resolution.

Mr. J. B. Aggarwal and Mr. Tarun Aggarwal are concerned or interested in Item No. 5 of the accompanying Notice.

The Board commends the Resolution at Item No. 5 for approval by the Members.

ITEM NO. 6: TO APPROVE THE REVISION IN SALARY OF MR. TARUN AGGARWAL THE WHOLE TIME DIRECTOR OF THE COMPANY.

6. Existing remuneration of Mr. Tarun Aggarwal, Whole Time Director of the Company was approved by the members of the Company. Taking into consideration the increased business activities of the Company and the responsibilities cast on Mr. Tarun Aggarwal, the remuneration committee, in its meeting held on 14th Day of August, 2013, has approved the revision in the salary of Mr. Tarun Aggarwal from Rs. 20,000 p.m. to 40,000 p.m., with effect from October 1, 2013.

In compliance with the provisions of Sections 198, 309, 310 and all other applicable provisions, if any, of the Act, read with Schedule XIII of the Act, the revised terms of remuneration of Mr. Tarun Aggarwal as specified above are now being placed before the Members for their approval.

Mr. Tarun Aggarwal and Mr. J.B. Aggarwal shall be deemed concerned or interested in Item No. 6 of the accompanying Notice.

For Kuwer Industries Limited

Date: 30.08.2013
Place: New Delhi

Sd/-
Tarun Aggarwal
Whole Time Director

Details of Directors seeking Re-appointment at the Annual General Meeting (In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Shailesh Gupta	Mr. Pankaj Gupta	Mr. J.B. Aggarwal
Date of Birth	10.07.1971	04.11.1961	04.04.1937
Age	42 Years	51 Years	76
Date of Appointment	16.07.2001	01.10.2003	01.10.2013
Qualification	B Com. (Hons)	B.A. (Hons.)	B.Com
Expertise in specific functional areas	Financial Management	Operational Management	Strategic Management
Directorship held in Other Companies	R.K. Motels (India) Private Ltd., Seth Daulat Ram Sri Ram Private Limited, Indraprastha Kutir Udyog Private Limited, Harish Chandra Infrastructure Pvt. Ltd, Harish Chandra (India) Ltd.	Nil	New Delhi Auto Finance Private Limited, Ellora Mechanical Products Pvt Ltd, Kuwer Packaging Pvt. Ltd., JTV Labels Private Limited.
Committee Positions*in the Board of Director of Company	2, Chairman in Shareholder Grievances Committee and Member in Remuneration Committee	1, Member in Audit Committee	Nil
Committee Positions*in other Public Companies	Nil	Nil	Nil
Number of Shares held	Nil	Nil	1112150

BOARD OF DIRECTORS' REPORT

Dear Stakeholders,

Your Directors are pleased to present herewith their Report on the business and Operation of the Company together with the Audited financials for the year ended on 31st March, 2013.

FINANCIAL RESULTS

(Rupees in Lacs)

Particulars	For the Year Ended 31.03.2013	For the Year Ended 31.03.2012
Sales	1526.82	1846.58
Other Income	93.51	80.36
Total Income	1620.33	1926.94
Total Expenditure	1391.83	1705.10
Profit/(Loss) before Finance Cost & Depreciation	228.50	221.84
Finance Cost	134.74	122.52
Depreciation	86.19	85.31
Profit/(Loss) before tax	7.57	14.01
Tax	5.88	9.19
Net Profit & (Loss)	1.69	4.82
Paid Up Share Capital	509.50	509.50

REVIEW OF OPERATIONS

During the year under review the Company has recorded total revenue of Rs. 1620.33 Lacs as compared to Rs. 1926.94 Lacs for the previous year and Net Profit of Rs. 1.69 Lacs for the year as compared to a Profit of Rs. 4.82 Lacs in the previous year. The net profit for this financial year has declined by approximately by 65 percent which was due to increase in the finance cost and decline in the sales of the product of the Company. The sales for the year under review were Rs. 1526.82 as compared to Rs. 1846.58 for the last year therefore registered a reduction in sales of 17.32 percent. Decline in the sale is on account of sluggish economic condition which affect the demand function. The other income for the year under review was up by 16.36 percent approximately amounting to Rs. 93.51 Lacs as compared to 80.36 Lacs for last year.

Your Company performed satisfactorily during the year, despite challenging economic conditions, Your Directors is of the opinion that the Company has the immense potential and adequate resources to achieve the rapid rate of growth in the coming years. Your Company hopes to increase its presence in the business in whole market in the coming years, which will significantly increase the top line and also its profitability.

DIVIDEND

The Board of Directors of your Company is of the opinion that during the year Company has not generated much profit and keeping in view the future fund requirements of the Company, your directors do not recommended any dividend for the financial year ended March 31, 2013. The Board assures you to present a much strong financial statements in coming years.

CHANGE IN SHARE CAPITAL

During the year under consideration the Authorised share Capital of the Company increased from Rs. 60000000 to Rs. 150000000. The Issued Subscribed and Paid-up Share capital of the Company remained unchanged during the year under review which is Rs. 50950000.

FAILURE OF PREFERENTIAL ISSUE

During the year under review Company has decided to allot 9500000 Equity Shares on the preferential basis to promoters and non promoters, by passing Special resolution through postal ballot, the result of which was declared on 27th March, 2013. All the related Compliances were duly made by the Company however the in-principle approval for the listing of Equity as aforesaid was rejected by the BSE Limited on the grounds of delay in filling the in-principle application and directed to seek fresh consent of the Shareholders, therefore the Company could not made the allotment of the Equity Shares.

LISTING

The securities of the Company are listed at BSE Limited and Delhi Stock Exchange Limited but the trading of the Equity Shares of the Company was suspended by BSE Limited. The Company has complied with all the compliances required to revoke the suspension of the trading of the Company and the suspension has been revoked successfully. Trading in Equity Shares of the Company has been commenced at BSE trading platform w.e.f 13th July 2012.

DEPOSITORY SYSTEM

Your Company's equity shares are available for dematerialisation through National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2013, 72.64% of the equity shares of your Company were held in demat form.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis, forming part of this report, as required under Clause 49(IV) (F) of the Listing Agreement with the stock exchanges is attached separately to this Annual Report. **Annexure A**

DIRECTORATE

In accordance with the requirements of the Companies Act, 1956 and the Company's Articles of Association, Mr. Shailesh Gupta and Mr. Pankaj Gupta, the Directors of the Company retires by rotation and being eligible offers themselves for Re- appointment.

Mr. J.B. Aggarwal who was appointed as the Managing Director of the Company by the shareholders in the Annual General Meeting of the Company and whose term is due to determine in the ensuing Annual General Meeting. Having regard to the services rendered by Mr. J.B. Aggarwal the board recommends the re-appointment of Mr. J.B. Aggarwal as appended in the notice to the general meeting.

The remuneration of Mr. J. B. Aggarwal the Managing Director of the Company and Mr. Tarun Aggarwal the Whole Time Director of the Company are receiving the remuneration as decide at the time of their initial appointment and has not been increased since then. Having regards to the increased business responsibility and recommendation of remuneration committee it has been decided that the salary of both is to be increased subject to the approval of shareholders.

Brief resume of Directors proposed to be re-appointed, nature of their experience in their specific functional areas, name of the companies in which they hold directorship and membership/chairmanship of the Board Committees, shareholding as stipulated under Clause 49 of the Listing agreement with the stock exchanges forms part of the Notice.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to provisions of sub section (2AA) of section 217 of the Companies Act, 1956, the Directors confirm that:

- i. In the preparation of annual accounts for the financial year ended March 31, 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures.

- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended March 31st 2013 and of the profit or loss of the Company for that period.
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE

The Corporate Governance Report, as stipulated under Clause 49 of the Listing Agreement entered into by the Company with the stock exchanges forms the part of this Report. The requisite Certificate issued by M/s PVSP & Co., Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, is attached to this report.

PARTICULARS OF EMPLOYEES

During the period under review, the Company does not have any employee who is covered under Section 217(2A) of the Companies Act 1956.

PUBLIC DEPOSIT

During the year under review, Your Company has not invited any deposits from the Public U/s 58 A of the Companies Act, 1956.

AUDITORS

The Auditors, PVSP & Co., (Formerly Bhatia Praveen & Co.) Chartered Accountants, having firm registration No. 08940N, hold office until the conclusion of the forthcoming Annual General Meeting and offer themselves for re-appointment. Auditors have confirmed that, their re-appointment, if made would be in the limits prescribed under section 224(IB) of the Companies Act, 1956 and also they are not disqualified in terms of section 226 of the Companies Act, 1956.

AUDITOR'S REPORT

The Auditor's Report dated 30th May 2013 on the financials statements of the company for the financial year 2012-13 does not have any reservation, qualification or adverse remarks. The report of auditor for financial year 2012-2013 is self explanatory and does not require any further comments or explanation from the Directors.

GREEN INITIATIVE IN THE CORPORATE GOVERNANCE

In view of the 'Green Initiative in Corporate Governance' introduced by the Ministry of Corporate Affairs vide its circular no. 17/2011 dated 21st April 2011, all members who are holding shares of the Company in physical mode, are requested to register their e-mail IDs with the Company, so as to enable the company to send all notices/ reports/ documents/ intimations and other correspondences etc. through e-mails, in the electronic mode instead of receiving physical copies of the same.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO.

Information pursuant to section 217(1)(e) of the Companies Act, 1956 read with the Companies (disclosure of particulars in the Report of Board of directors) Rules, 1988 are given in the enclosed **ANNEXURE –B**.

INDUSTRIAL RELATIONS

The Industrial relations continue to be very cordial. Your Directors wish to place on record their deep appreciation for depreciation and work put in the employees at their levels.

ACKNOWLEDGMENT

Your Directors wish to place on record, their deep gratitude to our Bankers, Stock Exchanges and other Government Authorities for their continued support and patronage.

Your Directors wish to express their deep gratitude to all stakeholders for their continued support and patronage.

**For & On the Behalf of Board of Directors
Of Kuwer Industries Limited**

**Sd/-
Tarun Aggarwal
Whole Time Director**

**Sd/-
J. B. Aggarwal
Managing Director**

**Date: 28.08.2013
Place: New Delhi**