

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Mr. J.B. Aggarwal (DIN:00315184)  
Managing Director

Mr. Tarun Aggarwal (DIN: 01320462)  
Joint Managing Director

Shailesh Gupta (DIN: 00079956)  
Non Executive Director

Yashpal Sharma (DIN:00446877)  
Independent Director

Pankaj Gupta (DIN: 01390045)  
Independent Director

Megha Agarwal (DIN: 07129138)  
Non- Executive Director

## REGISTERED OFFICE

D-1004, First Floor, New Friends Colony,  
New Delhi 110065  
Tel: 0120-2580 088

## CORPORATE OFFICE

A-71/72, Sector- 58, Noida, Uttar Pradesh  
201301  
0120-2580 088/937

## LISTED AT

**BSE Limited (Scrip Code: 530421)**  
P.J. Tower, Dalal Street  
Mumbai-400001

## EMAIL ID & WEBSITE

For Company & Investor grievances -  
[investor.kuwer@gmail.com](mailto:investor.kuwer@gmail.com)

For Compliance Officer-  
[info@kuwer.com](mailto:info@kuwer.com), [tarun@kuwer.com](mailto:tarun@kuwer.com)

Website- [www.kuwer.com](http://www.kuwer.com)

## AUDITORS

**RNK Bhatia & Associates LLP**  
Chartered Accountants  
5 Pusa Road,  
New Delhi 110005  
Tel. No.+91-11-47177000

## ADVISORS

**Corporate CapitalVentures Pvt. Ltd.**  
160, LGF, Vinoba Puri, Lajpat Nagar II  
New Delhi – 110024  
Tel: 011-41704066 Mob: +91-9212650228  
Email:[ccvindiaa@gmail.com](mailto:ccvindiaa@gmail.com)  
Website: [www.ccvindiaa.com](http://www.ccvindiaa.com)

## 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  
Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)  
Website: [www.skylinerta.com](http://www.skylinerta.com)

## BANKERS

STATE BANK OF BIKANER & JAIPUR  
HDFC BANK

## OTHER DETAILS

CIN:L74899DL1993PLC056627

ISIN: INE430F1010

### COMMITTEES OF BOARD OF DIRECTORS

<b>AUDIT COMMITTEE</b>	
Mr. Pankaj Gupta Independent Director	Chairman & Member
Mr. Tarun Aggarwal Joint Managing Director	Member
Mr. Yashpal Sharma Independent Director	Member
<b>NOMINATION AND REMUNERATION COMMITTEE</b>	
Mr. Yashpal Sharma Independent Director	Chairman & Member
Mr. Pankaj Gupta Independent Director	Member
Mr. Shailesh Gupta Non Executive Director	Member
<b>SHAREHOLDERS' GRIEVANCES COMMITTEE</b>	
Mr. Shailesh Gupta Non executive Director	Chairman & Member
Mr. Tarun Aggarwal Joint Managing Director	Member
Mr. Pankaj Gupta Independent Director	Member

### IMPORTANT COMMUNICATION TO THE MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, with the Registrar & Share Transfer Agent of the Company.

### ***IMPORTANT DATES***

*Book Closure Date: 23<sup>rd</sup> Sep 2018 to 29<sup>th</sup> Sep 2018*

*Cut Off Date: 22<sup>nd</sup> Sep 2018*

*E-Voting Start: 26<sup>th</sup> Sep 2018 at 9:00 AM*

*E-Voting Ends: 28<sup>th</sup> Sep 2018 at 05:00 PM*

### ***IMPORTANT COMMUNICATION***

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, with the Registrar & Share Transfer Agent of the Company.



**KUWER INDUSTRIES LIMITED**

**Regd. Off: D- 1004, First Floor, New Friends Colony, New Delhi – 110065 Tel: 011-2684 8636**

**Plant Address: A 71/72, Sector 58, Noida, U.P. 201301**

**Tel: 0120-2580 088/937 FAX: 0120-2580514**

Email: [investor.kuwer@gmail.com](mailto:investor.kuwer@gmail.com), [info@kuwer.com](mailto:info@kuwer.com) Web: [www.kuwer.com](http://www.kuwer.com)

**CIN: L74899DL1993PLC056627**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **26<sup>th</sup> (Twenty Sixth) Annual General Meeting** of the members of the Company will be held on **Saturday, the 29<sup>th</sup> September, 2018 at 04.00 P.M. at 339, Kishan Garh, Vasant Kunj, New Delhi 110070** to transact the following business:

**ORDINARY BUSINESSES:**

**ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31<sup>st</sup>, 2018 on that date together with the reports of the Directors and Auditors thereon for the year ended March 31<sup>st</sup>, 2018.

**ITEM NO. 2 – APPOINTMENT OF DIRECTOR**

To consider reappointment of Mrs. Megha Agarwal (holding DIN No. 07129138) who retires by rotation and being eligible, offers himself for re-appointment.

**By order of the Board  
of Kuwer Industries Limited**

**Sd/-  
Tarun Aggarwal  
Joint Managing Director  
DIN: 01320462  
D-1004, New Friends Colony,  
New Delhi-110065**

**Place: New Delhi  
Date: 31.08.2018**

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. Corporate members are requested to send to the Company, a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 23<sup>rd</sup> day of September, 2018 to Saturday, 29<sup>th</sup> day of September, 2018 (both days inclusive).
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. Members are requested to write their folio number/ DP ID/Client ID in the attendance slip for attending the meeting.
7. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
8. 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.
9. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
10. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s). Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
11. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means and business may transacted through such remote e-voting. The remote e-voting period will commence at 09.00 a.m. on Wednesday, 26<sup>th</sup> September, 2018 and will end at 5.00 p.m. on Friday, 28<sup>th</sup> September, 2018. The Company has appointed Mr. Yashlok Dubey Practicing Company Secretary, having Membership No. 39066 and CP No. 14742 to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to

vote through electronic mode may refer to the detailed procedure on e-voting given note no. 15.

12. The facility for voting through poll will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have cast their vote, by remote e-voting shall not be allowed to cast their vote at the AGM through poll.
13. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate 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 also such documents are available at the meeting.
14. In terms of Section 108 of the Companies Act, 2013 Read with the rule 20 of the Companies (Management & Administration) Rules, 2014 it is mandatory on the part of the Company to provide e-Voting facility. Company is providing facility for Voting by electronic means and the business may be transacted through such voting.

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

- (i) The voting period begins on 09:00 a.m. on Wednesday, 26<sup>th</sup> September, 2018 and ends at 05:00 p.m. on Friday, 28<sup>th</sup> September 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22<sup>nd</sup> September 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (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 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 voted on an earlier voting 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	<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 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>

	Please enter the <b>DOB OR DIVIDEND BANK DETAILS</b> in order to Login.
DOB	Enter the Date of Birth as recorded in your De-mat account or in the company records for the said De-mat account or Folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank details as recorded in your De-mat account or in the Company records for the said De-mat account or Folio.</p> <p>If the details are not recorded with the depository or company please enter the Member ID / Folio no. in the Dividend Bank details field.</p>

- (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 of the Kuwer Industries 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 changed 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) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non – Individual Shareholders and Custodians

- 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.
  - 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.
  - 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.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22<sup>nd</sup> September 2018 may follow the same instructions as mentioned above for e-Voting.

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 email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Details of Directors seeking Appointment or Re-appointment at the Annual General Meeting  
(In pursuance of Regulation 36 of SEBI Listing Regulations)**

Name of Director	Mrs. Megha Agarwal
Date of Birth	27/10/1975
Age (Years)	43 years approx
Date of Appointment	23/03/2015
Qualification & Expertiseness	He is Graduate by qualification and having rich experience of Administration and Management
Relations with Other Director (Inter-Se)	Mr. Tarun Aggarwal-Husband Mr. Jai Bhagwan Aggarwal- Father in Law
Directorship held in Other Companies as on date	NIL
Chairman/ Member of the Committee of the Board of Directors of the Company	NIL
Committee Positions* in other Public Companies	NIL
Number of Shares held	22, 727

**By order of the Board  
of Kuwer Industries Limited**

**Sd/-  
Tarun Aggarwal  
Joint Managing Director  
DIN: 01320462  
D-1004, New Friends Colony,  
New Delhi-110065**

**Place: New Delhi  
Date: 31.08.2018**



## REPORT OF BOARD OF DIRECTORS

Dear Members,

Your Directors are pleased to present herewith their Report on the business and Operation of the Company together with the Audited financials and Report of Secretarial Auditor for the financial year ended on 31<sup>st</sup>March, 2018.

### Financial Highlights

(Amount in Lakhs)

Details	Year Ended 31.03.2018	Year Ended 31.03.2017
Revenue from Operations	4565.58	3349.88
Other Income	27.27	7.88
Depreciation and amortization expenses	85.60	103.83
Finance Cost	51.70	43.56
Other expenditure	4423.77	3188.79
Profit/(Loss) before tax	31.78	21.58
Tax Expenses	17.39	20.36
Net Profit/(Loss) after tax	18.96	10.40

### REVIEW OF OPERATIONS AND FUTURE PROSPECTS

During the year under review the Company has recorded total revenue of Rs. 4592.84 Lakh as compared to Rs. 3357.76 Lakh for the previous year. There is increase in net profit as compare to previous year.

Your Company performed better 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 other Geographical Regions in the coming years, which will significantly increase the top line and also its profitability.

### CHANGE IN NATURE OF BUSNIESS

During the period under review, the Company has not changes its nature of business.

### BUSINESS STRATEGY

At Kuwer, we are constantly striving to achieve higher goals and have been adding new machinery and developing new products/ applications with the aim of meeting the ever-changing needs of the discerning customer. With a team of dedicated qualified professionals and Total Quality Management, we are able to deliver the right product to ensure total customer satisfaction. The Company continues to focus on quality and strives to exceed the customer expectations at all times we have extended its scope of working by using allied equipments.

We adhere to stringent quality control norms during all production stages, right from raw material sourcing till the shipment of goods. The whole procedures of quality control are perceived by our in-house Quality Assurance and Control (QA & C) department.

### CAPITAL EXPENDITURE

Your Company is continuously from past many years has tried and given its best to serve to its customer, industry and its environment in which its exist and in this regards has upgraded the Boilers in the plants to CNG engines from Diesel engines by investing 15-20 Lakh to perform its work more efficiently.

Your Company has made capital investments in various Machines like **Lamination Machine, Slitting Machine, etc.** during the previous years, and in other varied activities which has increased the Production capacity of your Company by approximately 200 tons per month.

### INDUSTRIAL RELATIONS

Your Company has always considered its workforce as its valuable asset and continues to invest in their excellence and development programs. Your Company has taken several initiatives for enhancing employee engagement and satisfaction.



### 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, 2018. The Board assures you to present a much strong financial statements in coming years.

### CHANGE IN SHARE CAPITAL

During the year under consideration there was no change in the Authorised Share Capital of the Company and also there was no change in the Paid up Capital of the Company.

### TRANSFER TO RESERVES

Addition to the reserve is as follows:

Particulars	Amount In Rs.		
	As at 31 <sup>st</sup> March		
	2018	2017	2016
<b>Surplus:</b>			
At the beginning of the accounting period	32,396,083	31,355,727	28,881,086
Add: Additions During The Year <i>(Balance as per statement of profit &amp; loss)</i>	1,895,732	1,040,357	1,474,641
Less: Adjusted Deprecation	-	-	
<b>At the end of the year</b>	<b>34,291,816</b>	<b>32,396,083</b>	<b>31,355,727</b>
Add: Share Premium	47,773,280	47,773,280	47,773,280
<b>Total</b>	<b>82,065,096</b>	<b>80,169,363</b>	<b>79,129,007</b>

### AUDITORS AND AUDITORS' REPORT

#### a. Statutory Auditor:

At the Annual General Meeting held on 29<sup>th</sup> September, 2017, M/s RNK Bhatia & Associates, LLP, having FRN N500043 Chartered Accountants, New Delhi were appointed as Statutory Auditors of the Company to hold the office till the conclusion of 30<sup>th</sup> Annual General Meeting of the Company. In terms of the provisions of amended Section 139(1) of the Companies Act, 2013,