

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 110025
Tel: 0120-2580 088

CORPORATE OFFICE

A-71/72, Sector- 58, Noida, Uttar Pradesh
201301
Phone: 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

For Compliance Officer-
info@kuwer.com, tarun@kuwer.com

Website- www.kuwer.com

AUDITORS

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

SECRETARIAL AUDITOR

Amit Kumar
Company Secretary in Practice
310-A, Jaina Tower-1, Janakpuri,
District Centre, New Delhi-110058
M: +91-8826810670

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
Website: www.skylinerta.com

BANKERS

STATE BANK OF BIKANER & JAIPUR
HDFC BANK

OTHER DETAILS

CIN:L74899DL1993PLC056627
ISIN: INE430F1010

COMMITTEES OF BOARD OF DIRECTORS

AUDIT COMMITTEE	
Mr. Pankaj Gupta Independent Director	Chairman & Member
Mr. Tarun Aggarwal Joint Managing Director	Member
Mr. Yashpal Sharma Independent Director	Member
NOMINATION AND REMUNERATION COMMITTEE	
Mr. Yashpal Sharma Independent Director	Chairman & Member
Mr. Pankaj Gupta Independent Director	Member
Mr. Shailesh Gupta Non Executive Director	Member
SHAREHOLDERS' GRIEVANCES COMMITTEE	
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: 24th Sep 2019 to 30th Sep 2019

Cut Off Date: 23rd Sep 2019

E-Voting Start: 27th Sep 2019 at 9:00 AM

E-Voting Ends: 29th Sep 2019 at 05:00 PM

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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, info@kuwer.com Web: www.kuwer.com

CIN: L74899DL1993PLC056627

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **27th (Twenty Seven) Annual General Meeting** of the members of the Company will be held on **Monday, the 30th September, 2019 at 11.30 A.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 31st, 2019 on that date together with the reports of the Directors and Auditors thereon for the year ended March 31st, 2019.

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: 31.08.2019**

Notes:

- 1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**
- 2. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.**

3. Brief Resume of the Director(s) seeking re-appointment, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} is annexed hereto and forms part of Notice.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24th day of September, 2019 to Monday, 30th day of September, 2019 (both days will be inclusive).
6. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. They are also requested to bring their copy of the Annual report to the Annual General Meeting.
7. The route map and prominent landmark of the venue of the Annual General Meeting as required under Secretarial Standards on the General Meeting is annexed herewith as with this Report.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited ('the RTA') to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA.

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 participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Skyline Financial Services Private Limited (RTA).

9. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
12. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.

15. 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 DP and holdings should be verified.
16. The Notice of the AGM along with the Annual Report 2018-19 along with the Attendance Slip and Proxy Form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.inflameindia.com.
- 17. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs. The registered e-mail address will be used for sending future communications.**
18. Members are requested to: -
 - a) note that copies of annual Report will not be distributed at the AGM and they will have to bring their copies of annual Report;
 - b) bring the Attendance Slip at the venue duly filled-in and signed for attending the meeting, as entry to the AGM Place will be strictly on the basis of the Entry Slip available at the counters at the meeting venue in exchange of the attendance Slip;
 - c) quote their Folio / Client ID & DP ID Nos. in all correspondence with the Company / R&TA;
 - d) note that no gifts / coupons will be distributed at the AGM.

VOTING THROUGH ELECTRONIC MEANS:

19. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the Notice. The e-voting services provided by CDSL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
20. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
21. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

22. The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Friday, September 27, 2019 from 9.00 A.M and ends on Sunday, September 29, 2019 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Monday, September 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.
- A) Members whose e-mail address are registered with the Company / Depository Participants will receive an email from CDSL Informing your ID and password:
 1. Open e-mail and open PDF file viz., "remote e- voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

2. Launch internet browser by typing the following: URL: <https://www.evotingindia.com>.
3. Click on Shareholders/Member- Login
4. If you are already registered with CDSL for e-voting, then you can use your existing user ID and password for casting your vote.
5. If you are logging in for the first time, please enter the User ID and password provided in the pdf file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
6. Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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 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	
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"> 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. 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 6.

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 (190902037) of the Kuwer Industries Limited 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
19. If a demat account holder has forgotten the login 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. 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
21. 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 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.
 - 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 linked in the login should be mailed to 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.
22. 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 , under help section or write an email to helpdesk.evoting@cdslindia.com.
23. Any person who acquired shares of the company and becomes shareholders of the company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. Monday, September 23, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com of Issuer/RTA.

24. 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 dated Monday, September 23, 2019.
25. The board of directors has appointed Mr. Amit Kumar (Membership No. – 48528, COP. 21725), Practicing Company Secretary (310-A, Jaina Tower 1, Janak Puri, District Centre, New Delhi 110058, India) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
26. The Scrutinizer shall after the conclusion of voting at the general meeting will first count the votes cast at the meeting and 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 shall make, not later than three 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 or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
27. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kuwer.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchange.
28. The Company is not providing Video Conferencing facility for this meeting.
29. The entire Annual Report is also available on the Company's website www.kuwer.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)	44 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: 31.08.2019**

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 31st March, 2019.

Financial Highlights

(Amount in Lakhs)

Details	Year Ended 31.03.2019	Year Ended 31.03.2018
Revenue from Operations	4751.98	4565.58
Other Income	28.85	27.27
Depreciation and amortization expenses	131.04	85.60
Finance Cost	87.25	51.70
Other expenditure	4550.56	4309.46
Profit/(Loss) before tax	12.00	31.78
Tax Expenses	0.00	17.39
Net Profit/(Loss) after tax	(59.91)	18.96

REVIEW OF OPERATIONS AND FUTURE PROSPECTS

During the year under review the Company has recorded total revenue of Rs. 4780.83 Lakh as compared to Rs. 4592.84 Lakh for the previous year. There is loss in current year 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.