

**25<sup>th</sup>**  
**ANNUAL REPORT**  
**2015-16**

**PARTH ALLUMINIUM LIMITED**



**TWENTY-FIFTH ANNUAL REPORT 2015-16****KEY MANAGERIAL PERSONNEL AND BOARD OF DIRECTORS :**

Mr. Rameshlal B. Ambwani	Chairman (DIN: 02427779)
Mr. Chanderlal B. Ambwani	Managing Director (DIN: 01390563) (till 12/08/2016)
Mr. Jaikishan R. Ambwani	Managing Director (DIN: 03592680) (w.e.f 12/08/2016)
Mr. Alpeshkumar M. Patel	Director (DIN: 03554972)
Mr. Prakash U. Tekwani	Director (DIN: 03589658)
Mrs. Sarla Jaikishan Ambwani	Director (DIN: 06712878)
Mr. Nandubhai S. Patel	Director (DIN: 03056816) (till 12/08/2016)
Mr. Dilip Rasiklal Shah	Additional Director (DIN: 00329607) (w.e.f 12/08/2016)
Mr. Parth Joshi	Chief Financial Officer
Ms. Mauli S. Bhatt	Company Secretary and Compliance Officer (till 30/01/2016)
Ms. Barkha Deshmukh	Company Secretary and Compliance Officer (w.e.f 12/04/2016)

**AUDITORS :**

M/s. R. K. Mansharamani & Co  
Chartered Accountants  
Ahmedabad

**BANKER:**

Bank of India

**REGISTRAR & SHARE TRANSFER AGENT:**

Bigshare Services Private Limited  
A-802 Samudra Complex,  
Near Klassic Gold Hotel  
Off C G Road Navrangpura,  
Ahmedabad- 380 009  
E-Mail: bssahd@bigshareonline.com

**REGISTERED OFFICE:**

"Gayatri House", Ashok Vihar,  
Near Maitri Avenue Society,  
Opp. Govt. Eng. College,  
Motera, Sabarmati, Ahmedabad - 380 005  
Web site : [www.parthalluminium.com](http://www.parthalluminium.com)  
E-mail : [parth.alluminium@gmail.com](mailto:parth.alluminium@gmail.com)

<b>CONTENTS</b>	<b>PAGE NOS.</b>
Notice	02
Directors' Report	11
Management and Discussion Analysis Report	18
Auditors' Report	35
Balance Sheet	40
Statement of Profit & Loss	41
Cash Flow Statement	42
Notes Forming Part of Accounts	43
Proxy Form and Attendance Slip	51

**NOTICE**

[CIN:L45208GJ1991PLC016853]

**NOTICE** is hereby given that the **Twenty Fifth (25<sup>th</sup>)** Annual General Meeting of Members of the Company will be held on 20<sup>th</sup> September, 2016 at 3.00 p.m. at the Registered Office of the Company at "Gayatri House", Ashok Vihar, Near Maitri Avenue Society, Opp. Govt. Eng. College, Motera, Sabarmati, Ahmedabad - 380 005 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016, Statement of Profit & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statements") for the year ended on 31<sup>st</sup> March, 2016 and Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sarla Jaikishan Ambwani (DIN: 06712878), who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify the appointment of M/s. R. K. Mansharamani & Co., Chartered Accountants as Statutory Auditors of the Company.

**SPECIAL BUSINESS:**

4. To appoint **Mr. Dilip Shah (DIN: 00329607)** as an Independent Director of the Company.

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an **Ordinary Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and Schedule IV to the said Act, Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dilip Shah (DIN: 00329607) who was appointed as an Additional Director of the Company under the category of Independent director w.e.f. 12.08.2016 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

5. To appoint **Mr. Jaikishan R. Ambwani (DIN: 03592680)** as a Director and also as a Managing Director of the Company:

To consider and if thought fit, to give your assent/dissent to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, Mr. Jaikishan R. Ambwani (DIN: 03592680) who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company whose period of office is not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to appoint Mr. Jaikishan R. Ambwani (DIN: 03592680) as a Managing Director of the Company for a period of five (5) consecutive years with effect from 12<sup>th</sup> August, 2016, as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said in such manner as may be agreed to between the Board of Directors and Mr. Jaikishan R. Ambwani.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Jaikishan R. Ambwani shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

**6. Adoption of new set of Memorandum of Association of the Company**

To consider and if thought fit, to give your assent/dissent to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the new set of Memorandum of Association, as placed before the meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved and adopted as new Memorandum of Association of the Company in the place and exclusion of the existing Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do all such acts, deeds and take such steps as may be required to give effect to the above resolution."

**7. Adoption of new set of Article of Association of the Company**

To consider and if thought fit, to give your assent/dissent to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the new set of Article of Association, as placed before the meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved and adopted as new Article of Association of the Company in the place and exclusion of the existing Article of Association of the Company.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do all such acts, deeds and take such steps as may be required to give effect to the above resolution."

**8. To Change the name of the Company:**

To consider and if thought fit, to give your assent/dissent to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 13(2) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and subject to the approval of Central Government and any other regulatory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to change the name of the Company from **"PARTH ALLUMINIUM LIMITED"** to **"MAITRI ENTERPRISES LIMITED"** or any other name as may be approved by the office of the Registrar of Companies, Central Registration Centre.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 the Name Clause being Clause I of the Memorandum of Association of the Company be altered accordingly.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 14 and all other applicable Provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do all such acts, deeds, things and take such steps as may be required to give effect to the above resolution."

**Regd office:**

"Gayatri House", Ashok Vihar,  
Near Maitri Avenue Society,  
Opp. Govt. Eng. College,  
Motera, Sabarmati, Ahmedabad - 380 005  
Date : 12/08/2016  
Place : Ahmedabad

By Order of the Board  
For, **Parth Alluminium Ltd.**

**Rameshlal B. Ambwani**  
Chairman & Director  
(Din: - 02427779)

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable, issued on behalf of the nominating organisation.

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 carrying voting rights. 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 Member.

2. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
4. 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.
5. Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
6. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.
7. Profile of the Directors seeking appointment / re-appointment, as required in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 16<sup>th</sup> September 2016 to Tuesday, 20<sup>th</sup> September 2016 (both days inclusive).
9. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission / transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialised form or to Bigshare Services Private Limited, A-802 Samudra Complex, Near Klassic Gold Hotel Off C G Road Navrangpura, Ahmedabad- 380 009, Gujarat in case of holdings in physical form, mentioning your correct reference folio number.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact Bigshare Services Private Limited, A-802 Samudra Complex, Near Klassic Gold Hotel Off C G Road Navrangpura, Ahmedabad- 380 009, Gujarat for assistance in this regard.
11. The Annual Report of the year 2015-16 of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.parthalluminium.com](http://www.parthalluminium.com) and also on the website of the respective Stock Exchanges at [www.bseindia.com](http://www.bseindia.com).
12. Members desirous of getting any information about the Accounts of the Company are requested to write to the Company atleast seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.

**Process and manner for members opting for voting through Electronic means:**

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the Meeting.
- (ii) The Members whose names appear in the Register of Members / List of Beneficial Owners as on 13<sup>th</sup> September, 2016 (cut – off date) are entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (iii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 13<sup>th</sup> September, 2016, shall be entitled to exercise his/ her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- (iv) The remote e-voting will commence on 17<sup>th</sup> September, 2016 at 10.00 a.m. and ends on 19<sup>th</sup> September, 2016 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 13<sup>th</sup> September, 2016, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.
- (v) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (vi) The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the meeting, but shall not be entitled to cast their vote again.
- (vii) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 13<sup>th</sup> September, 2016.
- (viii) The Company has appointed Mr. Devesh Khandelwal, Proprietor of Khandelwal Devesh & Associates, Practising Company Secretary (Membership No. FCS: 6897; CP No: 4202), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

**The procedure and instructions for remote e-voting are, as follows:**

Step 1 : Open your web browser during the voting period and log on to the e voting website [www.evotingindia.com](http://www.evotingindia.com)

Step 2 : Now click on "Shareholders" to cast your votes.

Step 3 : Now, fill up the following details in the appropriate boxes:

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 the Folio Number registered with the Company.

Step 4 : Next, enter the Image Verification as displayed and Click on Login.

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.

Step 5 : If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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 sequence number in the PAN field. The Sequence Number will be intimated to such member by way of a letter.</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>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

Step 6 : After entering these details appropriately, click on "SUBMIT" tab.

Step 7 : Members holding shares in physical form will then reach directly 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.

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.

Step 8 : For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Step 9 : Click on the EVSN for the relevant <Company Name> on which you choose to vote.

Step 10 : 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.

Step 11 : Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

Step 12 : 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. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

Step 13 : You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



**Step 14 : 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.

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).

13. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.parthalluminium.com](http://www.parthalluminium.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com) within three days after the conclusion of the Annual General Meeting of the Company and shall also be communicated to Stock Exchanges where the shares of the Company are listed. (i.e. BSE Limited)

**BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 25<sup>th</sup> ANNUAL GENERAL MEETING**

(In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

<b>Name of Directors Particulars</b>	Mr. Jaikishan Rameshlal Ambwani	Mrs. Sarla Jaikishan Ambwani	Mr. Dilip Rasiklal Shah
Date of Birth	08/02/1983	11/05/1985	09/01/1957
Date of Appointment	12/08/2016	10/03/2015	12/08/2016
Qualification and experience in specific functional area	Diploma holder in Civil Engineering having more than 10 years of experience in construction business.	B.H.M.S.P.G. (HOM)	Graduate in Commerce and having more than 20 years of experience in construction business.
Relationships between directors <i>inter se</i>	Mr. Jaikishan Rameshlal Ambwani is related to Mr. Rameshlal Ambwani & Mrs. Sarla Ambwani <b>(Mr. Rameshlal B. Ambwani is father of Mr. Jaikishan Ambwani and Mrs. Sarla Ambwani is wife of Mr. Jaikishan Ambwani)</b>	Mrs. Sarla Ambwani is related to Mr. Rameshlal Ambwani & Jaikishan Ambwani <b>(Mr. Rameshlal Ambwani is father-in-law of Mrs. Sarla Ambwani and Mr. Jaikishan Ambwani is husband of Mrs. Sarla Ambwani)</b>	Mr. Dilip Rasiklal Shah is not related to any of the director of the Company.
Directorship held in other companies*	Nil	Nil	Nil
Membership / Chairmanships of Committee in other Public Companies	Nil	Nil	Nil
Shareholding of non-executive directors	Nil	Nil	Nil

\*Pvt. Companies excluded

**ANNEXURE TO THE NOTICE:****EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**

In conformity with the provisions of Section 102 of the Companies Act, 2013, following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice.

**Item No. 4**

Mr. Dilip Shah was appointed as an additional director under the category of Independent Director of the Company w.e.f 12.08.2016. Under section 161 of the Companies Act, 2013, Mr. Dilip Shah holds his office upto the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company along with the requisite deposit of Rs. 1,00,000. The Board is also of the opinion that based on the declarations submitted by Mr. Dilip Shah, he fulfills the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Mr. Dilip Shah does not hold any equity share of the Company. The period of office of Mr. Dilip Shah shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made thereunder.

Brief profile of Mr. Dilip Shah in terms of Regulation 36 (3) of the Listing Regulations are forming part of this notice. Mr. Dilip Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board recommends passing of the resolution as set out in Item No. 4 of this Notice.

None of the Director of the Company except Mr. Dilip Shah is concerned or interested in this resolution.

**Item No. 5**

Under Section 161 of the Companies Act, 2013 Mr. Jaikishan Ambwani was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 12.08.2016. Under section 161 of the Companies Act, 2013, Mr. Jaikishan Ambwani holds his office upto the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company along with the requisite deposit of Rs. 1,00,000.

Further, on the basis of recommendation of the Nomination & Remuneration Committee of the Company and subject to the approval of members of the Company, the Board of Directors in their meeting held on 12<sup>th</sup> August, 2016 appointed Mr. Jaikishan R. Ambwani, as a Managing Director of the Company for a period of 5 years with effect from 12<sup>th</sup> August, 2016. The period of office of Mr. Jaikishan Ambwani shall not be liable to determination by retirement of Directors by rotation.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The major terms and conditions of his appointment as recommended by the Remuneration Committee are as under:

**I. Period:**

For a period of 5 years from 12<sup>th</sup> August, 2016

**II. Salary:**

Upto Rs.1,00,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.

**III. Perquisites:**

The Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;

- i. Medical Re-imbursement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.
- ii. Leave Travel Concession:** For self and family every year incurred in accordance with the rules of the Company.