



22nd Annual Report 2014-15



Mount Shivalik Industries Ltd.

MOUNT SHIVALIK INDUSTRIES LIMITED

BOARD OF DIRECTORS

| | | |
|--------------------|--------------|------------------------------|
| Mr. B. D. Bali | DIN 00226629 | Chairman & Managing Director |
| Mr. Sanjiv Bali | DIN 00226806 | Managing Director |
| Mr. K. C. Garg | DIN 00227554 | Director Finance |
| Mr. Rajiv Bali | DIN 00227883 | Director |
| Mr. Kamal Dutt | DIN 00272426 | Director |
| Mr. J. M. Malhotra | DIN 00371421 | Director |
| Mr. Raghbir Singh | DIN 00146072 | Director |
| Mr. S. K. Chhibber | DIN 00019276 | Director |
| Dr. K. S. Chugh | DIN 00519261 | Director |
| Mrs. Kavita Bali* | DIN 07171633 | Additional Director |

**Appointed as An Additional Director w.e.f. 08.06.2015*

COMPANY SECRETARY

Mr. Mradul Gaur

AUDITORS

M/s. R. K. Relan & Co., Chartered Accountants, New Delhi

BANKERS

Oriental Bank of Commerce

REGISTRAR & SHARE TRANSFER AGENTS (RTA)

M/s. MAS Services Ltd.,

T-34, II Floor, Okhla Industrial Area, Phase-II, New Delhi – 110020

REGISTERED OFFICE

140th Milestone, Delhi - Jaipur Highway No.8,

Village Gunti, Tehsil Behror, Distt. Alwar-301 701, Rajasthan

CIN L15531RJ1993PLC007168

HEAD OFFICE

C-153/2, Okhla Industrial Area, Phase - I, New Delhi - 110 020

CONTENTS

| | PAGE NO. |
|---|-----------------|
| Notice of Annual General Meeting | 1 |
| Directors' Report | 12 |
| Corporate Governance Compliance Certificate | 32 |
| Report on Corporate Governance | 33 |
| Management Discussion and Analysis Report | 45 |
| Auditors' Report | 47 |
| Balance Sheet | 51 |
| Statement of Profit & Loss | 52 |
| Cash Flow Statement | 53 |
| Notes to Financial Statements | 54 |
| Proxy Form | 77 |

MOUNT SHIVALIK INDUSTRIES LIMITED

Regd. Office: 140th milestone, Delhi – Jaipur Highway No. 8,
Village Gunti, Tehsil Behror, Distt. Alwar-301 701, Rajasthan
E-mail Id: shares@mountshivalik.com, **Tel. No.** +91-01494-221170,71,72,81
Fax No. +91-01494-221180, **CIN:** L15531RJ1993PLC007168

NOTICE

NOTICE is hereby given that the **22nd Annual General Meeting** of the Members of **Mount Shivalik Industries Limited** will be held on Wednesday, the 30th day of December, 2015 at 12.00 P.M. at the Registered Office of the Company at 140th milestone, Delhi – Jaipur Highway No. 8, Village Gunti, Tehsil Behror, Distt. Alwar, Rajasthan to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Balance Sheet of the Company as at 30th June, 2015 and Statement of Profit & Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors' thereon.
2. To appoint a director in place of Shri Kamal Dutt (holding DIN 00272426), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Shri Rajiv Bali (holding DIN 00227883), who retires by rotation and being eligible offers himself for re-appointment
4. To ratify the appointment of M/s. R.K. Relan & Co., Chartered Accountants (ICAI Registration No. FRN: 002267N) to hold office of the Auditors of the Company.

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following Resolutions:

5. As an Ordinary Resolution:

APPOINTMENT OF SMT KAVITA BALI (DIN: 07171633) AS A DIRECTOR.

“RESOLVED THAT Smt Kavita Bali (DIN: 07171633) who was appointed as an additional director of the Company and whose period of the office expires on the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable for retirement by rotation.”

6. As an Ordinary Resolution:

RE-APPOINTMENT OF SHRI SANJIV BALI (DIN: 00226806) AS MANAGING DIRECTOR.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any applicable provisions of the Companies Act, 2013 and any rules made thereunder, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to the such approvals as may be necessary and further subject to the approval of shareholders and subject to the approval of the Central Government, if necessary, Shri Sanjiv Bali (DIN 00226806) be and is hereby re-appointed as managing director of the Company for a period of 3 (Three) years w.e.f. 01.08.2015 without any remuneration for the time being.

“RESOLVED FURTHER THAT Mr. Sanjiv Bali shall, however, be entitled to reimbursement of expenses, if any, incurred in connection with the discharge of official duties.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Mr. Sanjiv Bali, including relating to remuneration, as it may, at its discretion, deem fit from time to time, provided, however, that the remuneration when fixed, shall not exceed the limits specified in Schedule V of the Companies Act, 2013, or any statutory amendment or re-enactment thereof.”

7. As an Special Resolution

RE- APPOINTMENT OF SHRI K. C. GARG (DIN: 00227554) AS WHOLE TIME DIRECTOR.

“RESOLVED THAT pursuant to Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, subject to such other approvals as may be required and subject to approval of the members of the Company in the general meeting held next, the approval of the Board of

MOUNT SHIVALIK INDUSTRIES LIMITED

Directors of the Company be and is hereby accorded to the re-appointment of Mr. K. C. Garg (DIN: 00227554) as the Whole Time Director (Designated as Director Finance) of the Company, for a further period of three years w.e.f. 01st October, 2015, with remuneration."

I. REMUNERATION:

Salary Rs.2,45,000 (Rupees Two Lakhs Forty Five Thousands only) per month.

II. ANNUAL BONUS:

As per Company's rules as applicable to other employees.

III. PERQUISITES:

- a) REIMBURSEMENT OF MEDICAL EXPENSE: Reimbursement of medical expenses (including insurance premium for medical and hospitalization policy, if any) incurred for self and family, subject to ceiling of one month's salary, as per Rules of the Company. For the purpose, "Family" includes spouse, dependent children and parents.
- b) CONTRIBUTION TO PROVIDENT FUND: Contribution to Provident Fund, as per the rules of the Company.
- c) LEAVE AND ENCASHMENT OF LEAVE: As per rules of the Company.
- d) GRATUITY AND CONTRIBUTION TO PENSION FUND: As per rules of the Company.
- e) USE OF CAR AND TELEPHONE: Company maintained car with driver for use on Company's Business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite.
- f) REIMBURSEMENT OF EXPENSES: Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company.

"RESOLVED THAT the remuneration payable (including salary, bonus, perquisites, benefits, amenities and facilities) does not exceed the limits laid down in Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014."

"RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. K. C. Garg as whole time Director (designated as Director-Finance) of the Company, the remuneration by way of salary, bonus, perquisites, benefits, amenities and facilities shall be paid as per the limits specified in Schedule V of the Companies Act, 2013, and rules made thereunder."

8. As a Special Resolution:

ENHANCEMENT OF BORROWING LIMITS FROM 40 CRORES TO 50 CRORES.

"RESOLVED THAT in supersession of the 7th resolution passed in 20th Annual General Meeting of the Company held on 30th December 2013, the consent of the Company be and is hereby accorded in accordance with to Section 180 (1)(c) and other applicable provisions of the Companies Act, 2013 and pursuant to Articles of Association of the Company, to the Board of Directors of the Company to borrow from time to time any sum or sums of moneys on such terms and conditions and with or without security as the Board (or any authorized committee thereof) may think fit which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) at any time may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board (or any authorized committee thereof) shall not at any time exceed the limit of **Rs.50,00,00,000.00 (Rupees Fifty Crores Only)**;

RESOLVED FURTHER THAT in connection with the above, the Board / Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

**By Order of the Board of Directors
Mount Shivalik Industries Limited.**

Dated: 3rd December, 2015

Place New Delhi

CIN L15531RJ1993PLC007168

MOUNT SHIVALIK INDUSTRIES LIMITED

Registered Office:

140th Milestone, [Delhi-Jaipur] National Highway
No. 8, Village Gunti, Tehsil Behror, Distt. Alwar, Rajasthan
Email id: shares@mountshivalik.com

Sd/-
(Mradul Gaur)
Company Secretary
ACS 37049

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 / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED DULY COMPLETED AND SIGNED, BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. The Share Transfer Register and Register of Members of the Company will remain closed from 24th December, 2015 to 30th December, 2015 (both days inclusive).
5. Members / Proxies are requested to produce the enclosed Attendance Slip duly filled in and signed as per the specimen signatures recorded with the Company / Depository Participant for attending the meeting.
6. As an economy measure, copies of Annual Report will not be at Annual General Meeting. Shareholders are, therefore, requested to bring their copies of Annual Report to the Meeting.
7. Members, who hold shares in dematerialized form, are requested to write their Client ID and DP ID Nos. and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the meeting.
8. A Member desirous of getting any information on the accounts or operations of the Company, is requested to forward his / her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
9. Members holding shares in physical form, are requested to notify immediately any change in their address and Bank particulars to the Company or to its Share Transfer Agent and in case their shares are held in dematerialized form, this information should be furnished directly, without any delay, to their respective Depository Participants and not to the Company or the Share Transfer Agents.
10. Members holding shares in physical form who have not yet provided the Bank details are once again requested to provide their Bank Account No., Name of the Bank and address of the Branch, quoting their Folio No. to the Company.
11. In all correspondence with the Company, members are requested to quote their folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
12. Members wishing to claim dividend, which remains unclaimed, are requested to correspond with the Company at its Head Office at C-153/2, Okhla Industrial Area, Phase-I, New Delhi-110 020. Shareholders may please refer to table showing last date for claiming / due date for transfer to Investors Education and Protection Fund (IEPF) in respect of dividend declared after the Financial Year ended 31st March, 2008, given in the Corporate Governance Report published in the Annual Report, 2014-15.

| Financial Year ended | Date of declaration of dividend | Last date for claiming unclaimed dividend | Due date for transfer to IEP Fund |
|----------------------|---------------------------------|---|-----------------------------------|
| 31.03.2009 | 29.09.2009 | 28.10.2016 | 29.10.2016 |

13. At the ensuing Annual General Meeting, Shri Kamal Dutt and Shri Rajiv Bali, Director of the Company, who are liable for retires by rotation and being eligible, offer himself for re-appointment. In terms of Clause 49 of the Listing Agreement, the information or details relating to Shri Kamal Dutt and Shri Rajiv Bali,

MOUNT SHIVALIK INDUSTRIES LIMITED

Director of the Company is furnished in the statement on Corporate Governance, which is published in this Annual Report.

14. Notice along with the instructions for e-voting, attendance slip and proxy form are being sent by the permitted mode to those members who have not registered their email addresses and those who have requested for the same.
15. The information required in terms of Clause 49 of the Listing Agreement is given in Corporate Governance Report annexed to the Directors' Report which is published in the 22th Annual Report 2015.
16. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the Company/ RTA in order to comply with the SEBI guidelines.
17. In terms of the notification issued by the Securities and Exchange Board of India, equity shares of the Company are under compulsory demat trading by all investors w.e.f. January 29, 2001. Shareholders are, therefore, advised to dematerialize their shareholding to avoid inconvenience in future.
18. The members are requested to send the transfers, change of address, bank mandates and other related correspondence to the Registrars and Share Transfer Agents, M/s. MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110 020.
19. Members can contact to Mr. Mradul Gaur, Company Secretary, Tel. No. 011- 26371701/02/03/04/05 for any information relating to Annual General Meeting:
20. Members are requested to send the queries, if any, on the accounts and operations of the Company to the Company Secretary (e-mail: shares@mountshivalik.com) at least 10 days before the meeting so that the answers may be made readily available.
21. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on any day between 10.00 a.m. to 4.00 p.m. except holidays and shall also be available at the meeting.
22. SHAREHOLDERS MAY KINDLY NOTE THAT NO GIFTS / GIFT COUPONS OR CASH IN LIEU OF GIFTS WILL BE DISTRIBUTED AT THE MEETING, AS THE SAME HAS BEEN PROHIBITED UNDER THE SECRETARIAL STANDARDS FRAMED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA FOR HOLDING GENERAL MEETING.

The procedure and instructions for e-voting as given in the Notice of the 22nd Annual General Meeting are again reproduced hereunder for easy reference:

- I. **In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
 - a. Open e-mail and open PDF file viz. "MSIL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "**Mount Shivalik Industries Limited**".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested

MOUNT SHIVALIK INDUSTRIES LIMITED

specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csbibhabasu@gmail.com with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of 22nd Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)

- a. Initial password is provided in the box overleaf.
- b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd December, 2015.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd December, 2015, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. Shri Bibhabasu Chakraborty, Practicing Company Secretary (Membership No. FCS-24993 & CP No. 9519), Proprietor, M/s. B. Chakraborty & Co., Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, 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.
- K. The Results declared along with the report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

**By Order of the Board of Directors
Mount Shivalik Industries Limited.**

Dated: 3rd December, 2015

Place: New Delhi

CIN L15531RJ1993PLC007168

Registered Office:

140th Milestone, (Delhi-Jaipur) National Highway
No. 8, Village Gunti, Tehsil Behror, Distt. Alwar, Rajasthan
Email id: shares@mountshivalik.com

**Sd/-
(Mradul Gaur)
Company Secretary
ACS 37049**

EXPLANATORY STATEMENT

Item No. 2

Shri Kamal Dutt (holding DIN 00272426), Director of the Company retires by rotation and holds office up to this annual general meeting.

He has been steering the Company for decades. With his guidance the company has been expanding its business in diverse fields.

It is proposed that Shri Kamal Dutt be appointed as a Director liable to retire by rotation. His brief resume is given in the Corporate Governance Report. Details regarding remuneration, age, qualification and experience are being attached in compliance of SS-2 issued by ICSI and pursuant to other provisions of the Act for member's perusal. Except Shri Kamal Dutt, no other director is concerned or interested in this resolution.

Item No. 3

Shri Rajiv Bali (holding DIN 00227883), Director of the Company retires by rotation and holds office up to this annual general meeting.

He has been steering the Company for decades. With his guidance the company has been expanding its business in diverse fields.

It is proposed that Shri Rajiv Bali be appointed as a Director liable to retire by rotation. His brief resume is given in the Corporate Governance Report. Details regarding remuneration, age, qualification and experience are being attached in compliance of SS-2 issued by ICSI and pursuant to other provisions of the Act for member's perusal. Except Shri Rajiv Bali, no other director is concerned or interested in this resolution.

ITEM NO. 4

As per changing paradigm of Indian Regulations, now it is imperative and beneficial for a listed company to appoint at least a Women Director at Board to provide optimum diversity through women representation on Board. Therefore, pursuant to the provisions given under second proviso to Section 149(1) of the Companies Act, 2013 and of the revised Clause 49 of the Listing Agreements entered with the Stock Exchanges, the Board of Directors of the Company appointed Smt. Kavita Bali (DIN: 07171633), as Additional Director in the Category of Non-Executive Director, in compliance with the requirements of the aforesaid provisions.

A brief profile of her is given below:

Smt. Kavita Bali, aged 51, a graduate, has over 10 years of experience in the industry, international organizations and development sector. She is the CEO of Mount Shivalik Hotels & Resorts Pvt. Ltd.

Detailed information regarding remuneration, age, qualification and experience are being attached in compliance of SS-2 issued by ICSI and pursuant to other provisions of the Act for member's perusal. Except Smt. Kavita Bali, no other director is concerned or interested in this resolution.

ITEM NO. 5

Shri Sanjiv Bali is on the Board of the Company since 19.01.1993. The members of the Company, in terms of the Resolution dated 22.10.2012, passed at Extra Ordinary General Meeting, had appointed him as the managing Director of the Company for a period of three years w.e.f 01.08.2012 and Shri Sanjiv Bali had accepted the appointment.

Based on qualification, past experience and contribution of Shri Sanjiv Bali, the Board of Directors of the Company considers that his re-appointment as the Managing Director is in the best interest of the Company and re- appointed him as Managing Director of the Company without any remuneration for the time being, in the Board Meeting held on 30th July, 2015, subject to the approval of the members of the Company in the General Meeting next held.

Shri Sanjiv Bali holds 2,39,944 Equity Shares of the Company in his own name and no other shares or convertible instruments in the Company is held by him either in his own name or in the name of any other person on a beneficial basis.

The members are requested to consider and pass the said resolution. Details regarding remuneration, age, qualification and experience are being attached in compliance of SS-2 issued by ICSI and pursuant to other provisions of the Act for member's perusal.

MOUNT SHIVALIK INDUSTRIES LIMITED

Shri Sanjiv Bali is interested or concerned to the extent of his Re-appointment proposed in the aforesaid resolution. Shri Sanjiv Bali, of the Company is related to Shri B. D. Bali (Chairman & Managing Director), Shri Rajiv Bali, Ms. Kavita Bali and Shri Kamal Dutt (Directors of the Company) and deemed to be interested or concerned in this resolution and no other Director is interested or concerned in the resolution.

ITEM NO. 6

Shri K. C. Garg is on the Board of the Company since 01.10.2009. The members of the Company, in terms of the Resolution dated 22.10.2012, passed at Extra Ordinary General Meeting, had appointed him as the Whole-Time-Director of the Company for a period of three years from 01.10.2012 to 30.09.2015 and Shri K. C. Garg had accepted the appointment.

Based on qualification, past experience and contribution of Shri K. C. Garg, the Board of Directors of the Company considers that his re-appointment as the Whole-Time-Director is in the best interest of the Company and re-appointed him as Whole-Time-Director of the Company with remuneration of Rs. 2,45,000.00 per Month, in the Board Meeting held on 30.09.2015, subject to the approval of the members of the Company in the General Meeting next held.

Sections 196, 197, 203 and any applicable provisions of the Companies Act, 2013 and any rules made thereunder, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to the such approvals as may be necessary and further subject to the approval of Shareholders and subject to the approval of the Central Government, if necessary for payment of remuneration to the managerial person in case of loss or inadequacy of profits.

The remuneration, as in the resolution, to be paid to Shri K. C. Garg, aged 69 years, for a further period of three years w.e.f. 01.10.2015, subject to approval of the shareholders.

Shri K. C. Garg holds 800 Equity Shares of the Company in his own name and no other shares or convertible instruments in the Company is held by him either in his own name or in the name of any other person on a beneficial basis.

The members are requested to consider and pass the said special resolution and authorize the payment of remuneration as proposed in the said special resolution. Details regarding remuneration, age, qualification and experience are being attached in compliance of SS-2 issued by ICSI and pursuant to other provisions of the Act for member's perusal.

Shri K. C. Garg is interested or concerned to the extent of his Re-appointment proposed in the aforesaid resolution and deemed to be interested or concerned in this resolution and no other Director is interested or concerned in the resolution.

ITEM NO. 7

Under the provisions of Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the Members obtained by an Ordinary Resolution, borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

Under the provisions of Section 180(1)(c) and Section 180(1)(a) of the Act, the above powers can be exercised by the Board only with the consent of the Members obtained by a Special Resolution. Further, as per clarification dated 25th March 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolutions passed earlier under Section 293(1)(d) and Section 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to 11th September, 2014.

As such, it is necessary to obtain fresh approval of the Members by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid-up share capital and free reserves of the Company.

At the Annual General Meeting of the Company held on 30th December, 2013, the Members had accorded consent to the Board of Directors borrowing any sum or sums of money not exceeding at any time the sum of Rs.40 Crores.

MOUNT SHIVALIK INDUSTRIES LIMITED

In view of growth oriented strategies and prospective business requirements in anticipation of the need of additional funds as the Company is in the process of expanding its business operations in the process of continuously modernizing the brewery operations. The Company is also required to finance marketing strategy of Company's products to compete with other players in the market.

The Board accordingly recommends the revised limit to the extent of Rs. 50 Crore (Rupees Fifty Crore) under 180(1)(c) of the Companies Act, 2013 as set out in the Resolution for approval of the Members.

The Board recommends the Resolutions at Item No. 7 of the accompanying Notice for approval by the Members of the Company by a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolutions.

**By Order of the Board of Directors
Mount Shivalik Industries Limited.**

Dated: 3rd December, 2015

Place: New Delhi

CIN L15531RJ1993PLC007168

Registered Office:

140th Milestone, (Delhi-Jaipur) National Highway

No. 8, Village Gunti, Tehsil Behror, Distt. Alwar, Rajasthan

Email id: shares@mountshivalik.com

**Sd/-
(Mradul Gaur)
Company Secretary
ACS 37049**