



Natraj Proteins Limited

24th Annual Report
2014-2015

BOARD OF DIRECTORS

1.	Shri Kailash Chand Sharma	:	Chairman & Managing Director
2.	Shri Jagdish Prasad Agrawal	:	Whole-time Director
3.	Shri Sharad Kumar Jain	:	Whole-time Director
4.	Shri Giriraj Gupta	:	Independent Director
5.	Shri Umesh Narayan Trivedi	:	Independent Director
6.	Shri Pradeep Agrawal	:	Independent Director
7.	Shri Rajender Singh Tomar	:	Independent Director (w.e.f. 27.02.2015)
8.	Mrs. Namita Sharma	:	Women Director (w.e.f. 27.02.2015)

AUDIT COMMITTEE

1.	Shri Umesh Trivedi	:	Independent Director- Chairman
2.	Shri Giriraj Gupta	:	Independent Director- Member (upto 13.02.2015)
3.	Shri Pradeep Agrawal	:	Independent Director- Member
4.	Shri Rajender Singh Tomar	:	Independent Director- Member (w.e.f. 13.02.2015)

STAKEHOLDERS' RELATIONSHIP COMMITTEE

1.	Shri Umesh Trivedi	:	Independent Director- Chairman
2.	Shri Giriraj Gupta	:	Independent Director- Member (upto 13.02.2015)
3.	Shri Pradeep Agrawal	:	Independent Director- Member
4.	Shri Rajender Singh Tomar	:	Independent Director- Member (w.e.f. 13.02.2015)

NOMINATION AND REMUNERATION COMMITTEE

1.	Shri Umesh Trivedi	:	Independent Director- Chairman
2.	Shri Giriraj Gupta	:	Independent Director- Member (upto 13.02.2015)
3.	Shri Pradeep Agrawal	:	Independent Director- Member
4.	Shri Rajender Singh Tomar	:	Independent Director- Member (w.e.f. 13.02.2015)

RISK MANAGEMENT COMMITTEE

1.	Shri Kailash Chand Sharma	:	Managing Director- Chairman
2.	Shri Pradeep Agrawal	:	Independent Director- Member
3.	Shri Umesh Narayan Trivedi	:	Independent Director- Member

CSR COMMITTEE

1.	Shri Kailash Chand Sharma	:	Managing Director- Chairman
2.	Shri Pradeep Agrawal	:	Independent Director- Member
3.	Shri Umesh Narayan Trivedi	:	Independent Director- Member

COMPANY SECRETARY & HEAD COMPLIANCE

CS Nikita Attri	:	Company Secretary & Compliance Officer
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CHIEF FINANCIAL OFFICER

Shri Ritesh Sharma

AUDITOR

Bhaturia Ganesan & Co.,
Chartered Accountant
S-9, Thadaram Complex, 209-A,
Zone-1, M.P. Nagar, Bhopal (M.P.) 462011

SECRETARIAL AUDITORS

D.K.Jain & Co.
Company Secretaries
401, Silver Ark Plaza, 20/1, New Palasia
Indore (M.P.)

INTERNAL AUDITOR

NRA & Associates
Chartered Accountant

COST AUDITOR

Yogesh Chourasia & Associates
Cost & Management Accountants
R-73, Zone-II, M.P. Nagar, Bhopal (M.P.) 462011

BANKERS

Andhra Bank, Bhopal

REGISTERED OFFICE & PLANT

Nagpur Kalan Ordinance Factory Road
Itarsi (M.P.) 461111
Phone 07572-262636-38
Email: natrajproteinltd@rediffmail.com
Website: www.natrajproteins.com

SHARETRANSFER AGENT:

Ankit Consultancy Pvt. Ltd.
Plot No. 60, Electronic Complex,
Pardeshipura, Indore (M.P.) 452001,
Phone: 0731-2551745,
Email: ankit_4321@yahoo.com

NAME OF THE STOCK EXCHANGE:

(Where the Company's Securities Listed)

BSE Limited

ASE

MPSE (De-recognised by SEBI w.e.f. June, 2015)

NOTICE

Notice is hereby given that 24th Annual General Meeting of the members of **NATRAJ PROTEINS LIMITED** will be held on Monday the 28th day of Sept., 2015 at 2.00 P.M. at the Registered Office of the company at Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) 461111 to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the financial statements of the Company including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2015 and the Reports of the Board and Auditors thereon.
2. To appoint a director in place of Shri Sharad Kumar Jain (DIN 02757935) who is liable to retire by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the 23rd Annual General Meeting held on 20th day of September, 2014 the appointment of M/s Bhutoria Ganesan & Co., Chartered Accountants (ICAI Firm Registration No. 004465C) as the Auditors of the Company to hold office till the conclusion of the 26th Annual General Meeting of the Company to be held in the year 2017 be and is hereby ratified for the year 2015-16 and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the Audit Committee in consultation with the Auditors.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to section 148 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the Board of Directors at their meeting held on 30th May, 2015; M/s Yogesh Chourasia & Associates, is appointed Cost Auditors for conducting Cost Audit for the financial year 2015-16 on a remuneration of Rs. 67,500/- be and is hereby ratified for the Financial year 2015-16.

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

RESOLVED THAT as recommended by Nomination and Remuneration Committee of the Board and pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for re-appointment of Shri Jagdish Prasad Agrawal (DIN 00012962) as the Whole-time Director and designated as the Executive Director of the Company for a further period of 3 years w.e.f. 1st August, 2016 on the following terms and condition.

- a. Salary in the scale of Rs.50,000/- per month.
- b. Allowances/perquisites: as under subject to the maximum of 3,00,000 p.a.
 1. Re-imbursement of medical expenses of the Whole-time Director and his family, the total cost of which to the Company shall not exceed one month's salary in the year or three months salary in a block of three years.
 2. Leave travel assistance: Expenses incurred for self and family in accordance with the Rules of the Company.
 3. Club Fees: subject to a maximum of two clubs, this will not include admission and life membership.
 4. Personal accident insurance premium not exceeding Rs. 8,000/- p.a.

NOTE: For the purpose of perquisites stated above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

Other Benefits:

1. Employers Contribution: to Provident Fund as per policy of the Company.
2. Gratuity: As per rules of the company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
3. Leave encashment: up to 15 days salary for every one year completed service as per the rules of the Company.

Provided that the above said perquisites shall not be counted for the purpose of calculation of the remuneration payable to the Whole-time Director.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Shri Jagdish Prasad Agrawal shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

FURTHER RESOLVED THAT there shall be clear relation of the Company with Shri Jagdish Prasad Agrawal as "the Employer-Employee" and each party may terminate the above said appointment with the six months notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Shri Jagdish Prasad Agrawal, Executive Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by her in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

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

RESOLVED THAT as recommended by Nomination and Remuneration Committee of the Board and pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for re-appointment of Shri Kailash Chand Sharma (DIN 00012900) as the Chairman & Managing Director of the Company for a further period of 3 years w.e.f. 1st August, 2016 on the following terms and condition.

- a. Salary in the scale of Rs.75,000/- per month.
- b. Allowances/perquisites: as per followings subject to the maximum of 4,50,000/- p.a.
 1. Re-imbursement of medical expenses of the Managing Director and his family, the total cost of which to the Company shall not exceed one month's salary in the year or three months salary in a block of three years.
 2. Leave travel assistance: Expenses incurred for self and family in accordance with the Rules of the Company.
 3. Club Fees: subject to a maximum of two clubs, this will not include admission and life membership.
 4. Personal accident insurance premium not exceeding Rs. 12,000/- p.a.

NOTE: For the purpose of perquisites stated above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

Other Benefits:

- i. Employers Contribution: to Provident Fund as per policy of the Company.
- ii. Gratuity: As per rules of the company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
- iii. Leave encashment: up to 15 days salary for every one year completed service as per the rules of the Company.

Provided that the above said perquisites shall not be counted for the purpose of calculation of the remuneration payable to the Managing Director.

Other Facilities:

1. Car: The Company shall provide car with driver for the Company's business and if no car is provided reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.
2. Telephone, Cell and free internet use: Free use of telephone at his residence and Cell phone and internet, provided that the personal long distance calls on the telephone shall be billed by the Company to the Managing Director.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Shri Kailash Chand Sharma shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

FURTHER RESOLVED THAT there shall be clear relation of the Company with Shri Kailash Chand Sharma as "the Employer-Employee" and each party may terminate the above said appointment with the six months notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Shri Kailash Chand Sharma, Managing Director, shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, consent of the members of the Company be and is hereby accorded to the appointment of Shri Rajender Singh Tomar (DIN- 07102758) as a director in the category of the Independent Director, who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 who was appointed as an Additional Director by the Board w.e.f. 27th Feb., 2015 and in respect of whom the Company has received a notice as per section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 26th Feb., 2020 and he will not be liable to retire by rotation."

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, consent of the members of the Company be and is hereby accorded to the appointment of Mrs. Namita Sharma (DIN- 02486865) as a director in the category of the Women Director, who was appointed as an Additional Director by the Board w.e.f. 27th Feb., 2015 and in respect of whom the Company has received a notice as per section 160 of the Companies Act, 2013, be and is hereby appointed as a Women Director of the Company liable to retire by rotation."

By Orders of the Board

Date: 13th August, 2015
Place: Itarsi
Natraj Proteins Ltd.
CIN: L00153MP1990PLC006090
Nagpur Kalan, Ordinance Factory Road,
Itarsi (M.P.) 461111

NIKITA ATTRI
COMPANY SECRETARY
ACS 31368

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregating not more than 10% of the total share capital of the Company carry voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is given below and forms part of the Notice.
4. The company has notified closure of register of members and share transfer books from 19th September, 2015 to 28th September 2015 (both days inclusive) for the purpose of the Annual General Meeting.
5. The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio number in all their correspondence.
 - c) Handover the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to the Share Transfer Agent for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company.
6. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.
7. Members seeking any information are requested to write to the Company by email at natrajproteinltd@rediffmail.com at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
8. Members are requested to notify immediately any change in their address and E-Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.).
9. Electronic copy of the Annual report is being sent to the members whose email IDs are registered with the Share Transfer Agent of the Company/Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual reports being sent in the permitted mode.
10. Members may also note that the Annual Report for the year 2014-15 will hosted Company's website www.natrajproteins.com
11. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting needs to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Saturday, between 11:00 A.M and 1:00 P.M upto the date of the meeting.
13. Members/proxies/ authorized representatives should bring the duly filed attendance slip enclosed herewith to attend the meeting.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
15. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of The Companies Act, 2013 will be available for inspection by the members at the AGM.
16. **Voting through electronic means**
 In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
 The Company shall also provide facility for voting through polling paper which shall be available at the meeting

and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting by Poll only.

The Members who have casted 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.

The cut-off date for the purpose of voting (including remote e-voting) is 21st September, 2015

The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:-

Commencement of remote e-voting	09.00 a.m. (IST) on 25th September, 2015
End of remote e-voting	05.00 p.m. (IST) on 27th September, 2015

Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

A. In case a Member receives an email from NSDL: [for members whose email IDs are registered with the Depository Participants(s)]

- (i) Open email and open PDF file viz; (File Name) The said PDF file contains your user ID and password/ PIN for remote e-voting.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) If you login first time, Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or a combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "REVEN" (Remote E-voting Event Number) of Natraj Proteins Ltd.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional & Corporate 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 specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to e-voting natrajproteinltd@rediffmail.com with a copy marked to evoting@nsdl.co.in

B. In case Email I.D. of the member is not registered with the depository participant and members holding shares in Physical Form:

- (i) Initial password will be provided/intimated through Letter from our Registrar:

REVEN (Remote E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- II. 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.
- III. 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).

IV. The e-voting period commences on 25th September, 2015 (IST 9:00 a.m.) and ends on 27th

September, 2015 (IST 5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2015 may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- V. 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 21st September, 2015.
- VI. Any person, who acquires shares of the company and become member of the company after dispatch of notice and holding shares as on cut off date i.e. 21st Sept., 2015 may obtain the login id and password by sending request at evoting@nsdl.co.in or natrajproteinsltd@rediffmail.com / ankit_4321@yahoo.com. However, if you are already registered with NSDL for remote e-voting then you can use your exiting 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 NDCL on following toll Free No. 1800 222 990
- VII. CS Ishan Jain, Practising Company Secretary (ACS No. 29444 CP 13032) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the Annual General Meeting, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The results of e-voting, and poll, shall be aggregated and declared within 3 (Three) days after the AGM by the Chairman or by any other person duly authorized by the Board in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.natrajproteins.com and on the website of NSDL immediately after the results are declared.
- X. A person whose name is recorded in the register of member or register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting at the meeting through ballot papers.
- XI. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura Indore (M.P.) 452010 Tel-0731-3198601,3198602 Fax-0731-40657 98 Email id: ankit_4321@yahoo.com

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Name of Directors	Shri Kailash Chand Sharma	Shri Jagdish Prasad Agrawal	Shri Rajender Singh Tomar	Smt. Namita Sharma	Shri Sharad Kumar Jain
DIN	00012900	00012962	07102758	02486865	02757935
Date of Birth	20/07/1960	24/10/1942	29/05/1960	20/04/1984	06/02/1964
Date of Appointment	21/11/1990	21/11/1990	27/02/2015	27/02/2015	24/08/2009
Expertise / Experience in specific functional areas	24 years experience in Soya Industry.	More than 39 years experience in field on Legal, Finance and Taxation & in Soya Industry 24 years experience	Having more than 20 years of experience in the Agro Products.	8 years experience in IT management and consulting	30 years experience in Soya Industry and Real Estate business
Qualification	B.Com	M.Com, LLB	M. Com	B.E.	BSc
No. & % of Equity Shares held	165000 (4.42%)	223000 (5.95%)	-	-	189500 (5.04%)

List of outside Company's directorship held	-	-	-	Pushpa Exim Pvt. Ltd.1.	-
Chairman/Member of the Committees of the Board of Directors of the Company	1. Risk Management Committee 2. CSR Committee	-	1. Audit Committee 2. Nomination & Remuneratin Committee 3. Stakeholders Relationship Committee	Internal Committee under Sexual Harassment of women at the work place	-

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4**

The Company is covered under section 148 of the Companies Act, 2013 and as per the Notification No.1(E) dated 31st December, 2014 on the Cost Audit Rules specified by the MCA, your company is required to have the Cost Audit for the Financial Year 2015-16 and for that purpose your Board of directors at their meeting held on 30th May, 2015 has appointed M/s Yogesh Chourasia & Associates, Cost Accountant for conducting Cost Audit for the financial year 2015-16 on a remuneration of Rs.67,500/- the existing Cost Auditors of our company and as per the requirement of the Companies Act, 2013 the remuneration payable to them is required to be ratified by the members at their Annual Meeting.

Your directors recommend to pass necessary resolution as set out in the Item No. 4 of the notice. None of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Item No. 5 and 6:

Shri Jagdish Prasad Agrawal (DIN 00012962) and Shri Kailash Chand Sharma (DIN 00012900) were re-appointed at the 22nd Annual General Meeting held on 30th Sept., 2013 as the Whole Time Director and Managing Director respectively for a period of 3 years w.e.f. 1st August, 2013.

Profile of Shri Jagdish Prasad Agrawal and Shri Kailash Chand Sharma is given under the directors seeking re-appointment. They are both the core promoters and associated with the Company since its incorporation, therefore they are recognized as instrumental and key assets of the Company with their knowledge and management skills. Shri Jagdish Prasad Agrawal has attained an age of more than 72 years from the date of re-appointment therefore, special resolution is proposed to be passed.

The Nomination and Remuneration Committee and the Board at their meeting held on 13th August, 2015 considered that the Company should re-appoint them as a Whole Time Director and Chairman & Managing Director for a further period of three years w.e.f. 1st August, 2016 on the terms and conditions and remuneration as set out in the Item No. 5 and 6 of the notice and recommend to pass special resolution at the Meeting.

Shri Jagdish Prasad Agrawal and Shri Kailash Chand Sharma may be considered as financially interested in the resolution to the extent of the remuneration as may be paid to them. Further that Shri Ritesh Sharma, CFO and Mrs. Namita Sharma, Women Director may also be deemed to be concerned or interested otherwise in the appointment of Shri Kailash Sharma being his relatives. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolutions.

Shri Jagdish Prasad Agrawal is a promoter and also holding 2,23,000 equity shares of Rs. 10/- each equity shares of Rs. 10/- each consisting of 5.95% and Shri Kailash Chand Sharma is a promoter and also holding 1,65,000 equity shares of Rs. 10/- each consisting of 4.42% of the total paid up capital of the Company.

Item No: 7 & 8

Shri Rajender Singh Tomar (DIN 07102758) and Mrs. Smt. Namita Sharma (DIN 02486865) joined the Board on 27th Feb., 2015 as an Independent Director and Women Director respectively upon their appointment as the Additional directors by the Board.