

# National Peroxide Limited



**ANNUAL REPORT**  
**2014-2015**

## AWARDS RECEIVED DURING 2014-2015

### BRONZE MEDAL IN “NATIONAL AWARDS FOR MANUFACTURING COMPETITIVENESS 2013-2014”



Mr. Rakesh Goyal, Vice-President – Operations (in centre) receiving the Bronze Medal in “National Awards for Manufacturing Competitiveness 2013-14” presented by Padma Bhushan Dr. A. Sivathanu Pillai, (on right) Father of Brahmos Missile, on 6th June, 2014 in Chennai, at a ceremony organized by the International Research Institute for Manufacturing.

### MAHARASHTRA SAFETY AWARD - 2013



### ICC AWARD FOR EXCELLENCE IN MANAGEMENT OF HEALTH / SAFETY / ENVIRONMENT - 2013



Mr. Rakesh Goyal, Vice-President – Operations & Mr. V. K. Valmiki, Sr. Manager – HSE, (third & fourth from left) receiving the ICC Award for Excellence in Management of Health / Safety / Environment for the year 2013, presented by Mr. Ananth Kumar, (second from left) Hon'ble Minister of Chemicals & Fertilizers, Government of India and Padma Vibhushan Dr. Anil Kakodkar, (on right) Former Chairman – Atomic Energy Commission of India on 30th September, 2014 in Mumbai.

*Please also see inside back cover*



# National Peroxide Limited

Annual Report 2014-2015

(Registered — 16th March, 1954)

## **DIRECTORS** (As on 6<sup>th</sup> July, 2015)

NESS N. WADIA (Chairman)  
K. N. SUNTOOK (upto 25<sup>th</sup> April, 2014)  
R. BATRA  
N. P. GHANEKAR  
S. RAGOTHAMAN  
S. R. LOHOKARE (Managing Director)

## **COMPANY SECRETARY**

H. B. CHINYOY (upto 20<sup>th</sup> April, 2015)  
SEEMA JAGNANI (w.e.f. 21<sup>st</sup> April, 2015)

## **BANKERS**

STATE BANK OF INDIA  
CANARA BANK  
THE HONGKONG & SHANGHAI BANKING CORPORATION LIMITED

## **SOLICITORS AND ADVOCATES**

CRAWFORD BAYLEY & CO.

## **AUDITORS**

S. B. BILLIMORIA & Co.  
Chartered Accountants

## **REGISTERED OFFICE**

NEVILLE HOUSE,  
J. N. HEREDIA MARG,  
BALLARD ESTATE,  
MUMBAI - 400 001.

## **HEAD OFFICE:**

C-1, WADIA INTERNATIONAL CENTRE (BOMBAY DYEING),  
PANDURANG BUDHKAR MARG,  
WORLI, MUMBAI-400 025

## **FACTORY**

N.R.C. ROAD, P.O. ATALI,  
VIA MOHONE, KALYAN - 421 102,  
DIST. THANE, MAHARASHTRA.

## **REGISTRAR & SHARE TRANSFER AGENTS**

**SHAREX DYNAMIC (INDIA) PVT. LTD.**

UNIT : NATIONAL PEROXIDE LTD.  
UNIT No. 1,  
LUTHRA INDUSTRIAL PREMISES,  
ANDHERI-KURLA ROAD, SAFED POOL,  
ANDHERI (E), MUMBAI - 400 072.  
Tel: 2851 5644/2851 5606

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## NOTICE

### *Registered Office:*

Neville House, J. N. Heredia Marg,  
Ballard Estate, Mumbai - 400 001

### *Head Office:*

C-1, Wadia International Centre (Bombay Dyeing),  
Pandurang Budhkar Marg, Worli, Mumbai-400 025  
(CIN : L24299MH1954PLC009254)  
Email : secretarial@naperol.com  
Website: www.naperol.com  
Phone : 022-66620000  
Fax : 022-66193421

NOTICE is hereby given that the Sixty First Annual General Meeting of the Members of NATIONAL PEROXIDE LIMITED will be held at Sunville Banquet & Conference Rooms, 9, Dr. Annie Besant Road, Near Worli Flyover, Worli, Mumbai 400 018 on Tuesday, 11<sup>th</sup> August, 2015 at 4.00 p.m. to transact the following business::

### **Ordinary Business:**

1. To receive, consider and adopt:
  - a. the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015, the reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015, together with the Report of the Auditors thereon.
2. To declare a Dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2015.
3. To appoint a Director in place of Mr. Ness N. Wadia (DIN: 00036049), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time

being in force) M/s. S. B. Billimoria & Co., Chartered Accountants, Mumbai (ICAI Registration No. 101496W), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of Audit.”

### **Special Business:**

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

“RESOLVED THAT, pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. N. I. Mehta & Co., Cost Accountants, Mumbai, (ICWA Registration No. 000023), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of organic and inorganic chemicals and industrial gases of the Company for the financial year ending 31<sup>st</sup> March, 2016, be paid remuneration of ₹ 3,00,000/- (Rupees Three Lakhs Only) plus service tax as applicable and reimbursement of travelling and out-of-pocket expenses incurred by them in connection with the aforesaid Audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT, the Board of Directors and / or the Company Secretary, of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT, pursuant to the provision of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s), thereof, for the time being in force), the Company hereby accords its approval to keep, maintain and preserve Register of Members together with the Index of Members, the Register of Debenture Holders together with the Index of Debenture Holders, other registers, the copies of all Annual Returns to be filed under Section 92 of the Companies Act, 2013 along with those filed under the provisions of the Companies

Act, 1956 together with the copies of certificates and documents required to be annexed thereto or any one or more of them, and/or any of the documents as required to be kept at the Registered Office of the Company be kept at the Company's Head Office situated at C-1, Wadia International Centre (Bombay Dyeing), Pandurang Budhkar Marg, Worli, Mumbai 400 025, instead of being kept at the Registered Office of the Company.

RESOLVED FURTHER THAT, any one Director and / or the Company Secretary of the Company, be and is/are hereby jointly and/or severally, authorised to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

By Order of the Board of Directors  
For NATIONAL PEROXIDE LIMITED

SEEMA JAGNANI  
Company Secretary

Mumbai, 6<sup>th</sup> July, 2015

## NOTES:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXIES NEED NOT BE MEMBER(S). IN ORDER TO BE VALID, PROXY FORMS DULY COMPLETE IN ALL RESPECTS, SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding Fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- (b) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.

- (c) **The Members are hereby informed that Mrs. Hema Hattangady (DIN: 00175563) was appointed as Additional/Independent Director on the Board of the Company w.e.f. 31<sup>st</sup> March, 2015. The Nomination and Remuneration Committee at its meeting held on 26<sup>th</sup> May, 2015 had recommended to the Board the appointment of Mrs. Hattangady as Independent Director of the Company for a period of 5 years. The Board at its meeting held later on the same day had approved the appointment of Mrs. Hattangady as Independent Director pursuant to Sections 149, 152 read with Schedule IV and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory amendment(s) or modification(s) thereof for the time being in force and Clause 49 of the Listing Agreement, as amended for a period of 5 years from the conclusion of the ensuing Annual General Meeting to be held on 11<sup>th</sup> August, 2015 upto 10<sup>th</sup> August, 2020, subject to the approval of the members.**

**Mrs. Hattangady tendered her resignation for personal and unavoidable circumstances from the Board of the Company w.e.f. 2<sup>nd</sup> July, 2015. Consequent to which the Board vide Circular Resolution dated 6<sup>th</sup> July, 2015 noted the resignation of Mrs. Hattangady and approved revised Notice convening the 61<sup>st</sup> Annual General Meeting by deleting the item for appointment of Mrs. Hattangady as Independent Director.**

**The members are also informed that serial no. 31 in the Directors' Report mentions about the appointment of Mrs. Hattangady as an Independent Director, since the Directors' Report has to be dated the date on which the Annual Accounts are adopted by the Board of Directors viz. 26<sup>th</sup> May, 2015.**

- (d) Corporate members intending to send their authorized representatives to attend the Meeting 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.
- (e) A brief resume of the Director proposed to be re-appointed, nature of expertise in functional areas, names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is annexed hereto as 'Annexure II'.
- (f) The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday,



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29<sup>th</sup> July, 2015 to Tuesday, 11<sup>th</sup> August, 2015 (both days inclusive) for the purpose of determining eligibility of members entitled to dividend.

(g) The dividend as recommended by the Board of Directors, if approved by the members at this Annual General Meeting, shall be paid on or after Wednesday 12<sup>th</sup> August, 2015 to those members whose names appear

(i) as Beneficial Owners as at the close of the business hours on Tuesday, 28<sup>th</sup> July, 2015 as per the details to be furnished by the National Securities Depository Limited and the Central Depository Services (India) Limited in respect of shares held in electronic form; and

(ii) as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before Tuesday, 28<sup>th</sup> July, 2015. Transfer Documents received after Tuesday, 28<sup>th</sup> July, 2015 will not be considered for the aforesaid purposes.

(h) Members are requested to notify immediately any change of address:

- i. to their Depository Participants (DPs) in respect of their electronic share accounts, and
- ii. to the Company's Registrar & Share Transfer Agents, Sharex Dynamic (India) Pvt. Ltd. (RTA), at Unit No. 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (E), Mumbai – 400 072, (Tel: 022-28515644 / 022-28515606) in respect of their physical share folios, if any, quoting their folio numbers.

(i) In view of the circular issued by SEBI, the Electronic Clearing Services (ECS/NECS) facility should mandatorily be used by the companies for the distribution of dividend to its members. In order to avail the facility of ECS/NECS, members holding shares in physical form are requested to provide bank account details to the Company or its Registrar and Share Transfer Agents.

Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

(j) Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, (corresponding to Section 205A and 205C of the Companies Act, 1956) dividends for the financial year ended 31<sup>st</sup> March, 2008 and thereafter,

which remain unpaid or unclaimed for a period of 7 years from the respective dates of transfer to the unpaid dividend account of the Company are due for transfer to the Investor Education & Protection Fund (IEPF) on the dates given in the table below:

Financial Year	Date of Declaration of Dividend	Last Date for Claiming Unpaid Dividend
2007-08	23.07.2008	22.07.2015
2008-09	21.07.2009	20.07.2016
2009-10	30.07.2010	29.07.2017
2010-11	08.08.2011	07.08.2018
2011-12	09.08.2012	08.08.2019
2012-13	14.08.2013	13.08.2020
2013-14	11.08.2014	10.08.2021

Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claim to Sharex Dynamic (India) Pvt. Ltd. (RTA), at the address given above, quoting their folio numbers/ DP ID & Client ID.

(k) Members holding shares in physical form may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's RTA mentioned above.

(l) Members are requested to refer to the Note on **“Green Initiative”** appended to this Notice.

(m) Members intending to require information about the Financial Accounts, to be explained at the Meeting are requested to inform the Company at least 10 days prior to the date of meeting so that the requisite information can be readily made available at the meeting.

(n) Members/proxies should bring the attendance slip duly filled in and signed for attending the Meeting and hand over the same at the entrance of the Hall.

(o) Members are requested to bring their copy of the Annual Report to the meeting.

(p) 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 the Company.

(q) Members may also note that the Notice of the 61<sup>st</sup> Annual General Meeting will also be available on the Company's website: [www.naperol.com](http://www.naperol.com) and website of CDSL: [www.cdslindia.com](http://www.cdslindia.com). The copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on all working days except Saturdays, Sundays and Public Holidays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.

(r) **Voting through Electronic Means:**

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company has provided 'remote e-voting' [e-voting from a place other than venue of the Annual General Meeting (AGM)] facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of the 61<sup>st</sup> AGM of the Company, dated 6<sup>th</sup> July, 2015.

II. The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

III. The remote e-voting period commences on 8<sup>th</sup> August, 2015 (9.00 a.m.) and ends on 10<sup>th</sup> August, 2015 (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 5<sup>th</sup> August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 10<sup>th</sup> August, 2015.

IV. The process and manner for remote e-voting are as under:

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on "Shareholders" tab.
- iii. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID;
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. 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 first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio 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 folio number 100 then enter RA00000100 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 number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. 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





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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.

- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Company Name> i.e. National Peroxide Limited on which you choose to vote.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the Log-in password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Non-Individual Shareholders and Custodians:
  - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xviii. 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).
- (s) Mr. Nilesh Shah of Nilesh Shah & Associates, Practicing Company Secretary, (Membership No. 2631) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (t) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two 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.
- (u) The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website [www.naperol.com](http://www.naperol.com) and on the website of CDSL within three days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.
- (v) MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

By Order of the Board of Directors  
For NATIONAL PEROXIDE LIMITED

SEEMA JAGNANI  
Company Secretary

Mumbai, 6<sup>th</sup> July, 2015



## GREEN INITIATIVE

### Regarding Service of Documents to Shareholders by E-mail

The Ministry of Corporate Affairs ('MCA') has expressly permitted Companies to effect service of documents on shareholders through the electronic mode by giving each shareholder an opportunity to register with the Company his/her e-mail address.

We, therefore, plan to send documents such as the Annual Report, notices of general meetings, circulars and postal ballot notices by e-mail to those shareholders whose e-mail IDs are available with us.

MCA has clarified that service of documents on shareholders through e-mail will constitute sufficient compliance with Section 20 of the Companies Act, 2013.

In view of the above, should you desire to receive documents from the Company through the electronic mode, please intimate/update your e-mail IDs to:

- (1) Your Depository Participant(s) (DP(s)) in respect of shares held in demat form; and
- (2) The Company's Registrar & Transfer Agents, in respect of shares held in physical form, either by sending e-mail at [naperol@sharexindia.com](mailto:naperol@sharexindia.com) or sending a letter duly signed by first/sole holder, quoting the full name and folio to the following address:

Sharex Dynamic (India) Pvt. Ltd.  
(Unit-NATIONAL PEROXIDE LIMITED)  
Unit No. 1, Luthra Industrial Premises,  
Andheri-Kurla Road, Safed Pool,  
Andheri (E), Mumbai – 400 072.  
Tel: 2851 5644/2851 5606

You may, however, change your instructions at any time and request us to send you the documents in the physical form only.

The documents that we propose e-mailing you will also be available for ready access on our website [www.naperol.com](http://www.naperol.com).

We trust, as a responsible citizen, you will join us in our initiative to conserve our environment through the curtailment of consumption of paper.

## ANNEXURE I TO THE NOTICE

### Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013.

#### Item No. 5

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of M/s. N. I. Mehta & Co., Cost Accountants, Mumbai, (ICWA Registration No. 000023) as Cost Auditors to conduct the audit of the cost records of organic and inorganic chemicals and industrial gases of the Company at a remuneration of ₹ 3,00,000/- (Rupees Three Lac Only) plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the financial year ending 31<sup>st</sup> March, 2016. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company.

A certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays between 11.00 a.m. to 1.00 p.m. upto and including the date of the Annual General Meeting.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2016.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors commends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the shareholders.

#### Item No. 6

As per the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Register of Members together with Index of Members, Register of Debenture Holders together with Index of Debenture Holders, other registers, the copies of Annual Returns, the copies of certificates and documents required to be annexed thereto, which are normally required to be kept at the Registered Office of the Company can be kept at any other place in India, in which more than one-tenth of total Members reside, other than the Registered Office of the Company, provided such other place has been approved by the members by way of a special resolution.



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It is proposed to keep, maintain and preserve Register of Members together with Index of Members, Register of Debenture Holders together with Index of Debenture Holders, the copies of Annual Returns, the copies of certificates and documents required to be annexed thereto, at the Head Office of the Company situated at C-1, Wadia International Centre (Bombay Dyeing), Pandurang Budhkar Marg, Worli, Mumbai 400 025.

Accordingly, the Board of Directors commends the Special Resolution as set out at Item No. 6 of the Notice for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

By Order of the Board of Directors  
For NATIONAL PEROXIDE LIMITED

SEEMA JAGNANI  
Company Secretary

Mumbai, 6<sup>th</sup> July, 2015

## ANNEXURE II TO THE NOTICE

### Brief Resume of Director proposed to be re-appointed

#### Mr. Ness N. Wadia

Mr. Ness N. Wadia, 44, is currently the Chairman of the Company and was inducted as a Non-Executive Director in March 1997. He currently serves as the Managing Director of The Bombay Burmah Trading Corporation Limited and is a Director in The Bombay Dyeing & Manufacturing Company Limited, and is also actively involved in the running of the award-winning Wadia Hospitals and the Group's educational establishments, where he is instrumental in improving their effectiveness and visibility.

Mr. Wadia has been actively associated for over 20 years with the Wadia Group, an Indian conglomerate with interests in a plethora of sectors like Food and Dairy, Textiles, Real Estate Development, Chemicals, Plantations and Aviation. His time at Bombay Dyeing began in 1993 as a management trainee. During the early stages of his career, he was closely involved in marketing and retail distribution of the textile division of the Company, and was the driving force behind the creation of Bombay Dyeing's real estate division.

In 1998, he began a Master's degree in Science (M.Sc.) of Engineering Management from the University of Warwick with a thesis titled "Leading to Success in India". After receiving his degree in 2001, he returned as Deputy Managing Director of Bombay Dyeing and was later promoted to Joint Managing Director. Mr. Wadia was appointed to this position in August 2001 and continued till March 2011.

Mr. Wadia was active in major industry organisations such as the Cotton Textiles Export Promotion Council, a council he once chaired, Mill Owners' Association (MOA). Mr. Wadia was once the Chairman of the FICCI –Maharashtra State Council and has been associated with FICCI as an executive committee member, Chairman of the FICCI Lifestyle Forum, Young Leaders Forum and Co-Chairman of the Real Estate Forum.

Mr. Wadia also leads the Wadia Group's philanthropic activities. As a trustee on boards of the Sir Ness Wadia Foundation and other trusts, he drives efforts in reaching out to the less fortunate.

Mr. Wadia is a co-owner of Kings XI Punjab, a prominent cricket team in the Indian Premier League. Since the team's inception, he has been the driving force behind the cricketing aspects of the team, and his personal objective is to harness young unknown talent and mentor budding cricketers to help achieve their dreams.

**Outside Directorship:** The Bombay Dyeing & Mfg. Co. Ltd., The Bombay Burmah Trading Corporation Ltd. (Managing Director); Britannia Industries Ltd., Go Airlines (India) Ltd., Wadia Techno Engineering Services Ltd., Wadia Investments Ltd., Virtual Education Network Pvt. Ltd., K.P.H. Dream Cricket Pvt. Ltd., Go Investments & Trading Pvt. Ltd., Naira Holdings Ltd. and Leila Lands SB, Malaysia.

**Committee Membership:** Finance Committee and Corporate Social Responsibility (CSR) Committee (Chairman) of The Bombay Dyeing & Mfg. Co. Ltd.; Audit Committee, CSR Committee, Finance Committee, Strategy and Innovation Steering Committee and Executive Committee of Britannia Industries Ltd.; Stakeholders' Relationship Committee of The Bombay Burmah Trading Corporation Ltd.; and Nomination and Remuneration Committee, CSR Committee and Executive Committee of National Peroxide Ltd.

Mr. Wadia is not related to any of the other Directors. He does not hold any shares of the Company.

By Order of the Board of Directors  
For NATIONAL PEROXIDE LIMITED

SEEMA JAGNANI  
Company Secretary

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