

*24<sup>th</sup>*  
*Annual*  
*Report*  
*2014-2015*



OSCAR GLOBAL LIMITED

**BOARD OF DIRECTORS**

**MR. SATISH KUMAR VERMA**  
*Chairman & Managing Director*

**MR. PAWAN CHADHA**  
*Whole Time Director & CFO*

**MS. ARPITA VERMA**  
*Whole Time Director*

**MR. KISHAN KALANI**

**MR. KAWALJIT SINGH**

**MS. DEEPIKA SINGH**

**AUDITORS**

**M/S SUSHIL VIPAN & CO.**  
Chartered Accountants,  
107-108, Sagar Plaza,  
Distt. Centre, Laxmi Nagar,  
Delhi-110092

**COMMON AGENCY FOR SHARE TRANSFER  
& ELECTRONIC CONNECTIVITY  
INDUS PORTFOLIO PVT. LTD.**

G-65, Bali Nagar,  
New Delhi-110015  
Tel. No.: 47671200, Fax No.: 25449836

**BANKERS****STATE BANK OF BIKANER & JAIPUR**

101-102, New Delhi House,  
27, Barakhamba Road,  
New Delhi -110001

**RATNAKAR BANK LTD.**

J-13/52, Rajori Garden,  
New Delhi-110027

**REGISTERED OFFICE**

101, Plot No. 6, LSC,  
Vardhman Rajdhani Plaza,  
New Rajdhani Enclave,  
New Delhi-110092  
E-mail:- oscar@oscar-global.com  
Website: [www.oscar-global.net](http://www.oscar-global.net)

**CIN No.:- L51909DL1990PLC041701**

**CORPORATE OFFICE**

C-76, Sector-8  
NOIDA-201301  
Contact No.: 9810337978

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## NOTICE

To,  
The Members,

NOTICE is hereby given that the 24<sup>th</sup> Annual General Meeting of the Company will be held at The Executive Club, Dolly Farms & Resorts Pvt. Ltd., 439, Village Shaoorpur, P.O. Fatehpuri, New Delhi on the Saturday, 26<sup>th</sup> September, 2015 at 4.30 p.m. to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2015, and Statement of Profit & Loss of the Company for the year ended 31<sup>st</sup> March, 2015 and the Reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Pawan Chadha (DIN: 00415795), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Sushil Vipan & Co., Chartered Accountants (Firm Registration No. 006127N) as Statutory Auditors of the Company and to fix their remuneration.

### **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 the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder Ms. Arpita Verma who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 1<sup>st</sup> April, 2015 and who holds office upto the date of this Annual General Meeting be and is hereby appointed as a Director of the company, whose period of office shall be liable to determination by retirement of director by rotation."

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

#### **APPOINTMENT OF MS. ARPITA VERMA AS WHOLE TIME DIRECTOR**

**"RESOLVED THAT** pursuant to the provision of Section 196, 197, 198 & 203 read with Rule 8 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee, approval of shareholders be and is hereby accorded to the appointment of Ms. Arpita Verma as A Whole Time Director of the Company with effect from 1<sup>st</sup> April, 2015 as per terms given below:

Tenure: From 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2018

Salary: Rs. 1,50,000/- per month

Perquisites: Rs. 50,000/- per month

However, the benefits namely, Gratuity, Leave Encashment benefits, Provident Fund etc. shall not be counted as perquisites to the extent these are exempted under the Income Tax Act, 1961.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits, minimum remuneration payable to Ms. Arpita Verma, WTD, shall be as per the provisions of Schedule V of the Companies Act, 2013."

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

#### **Increase in Remuneration of Ms. Arpita Verma, Whole Time Director**

**"RESOLVED THAT** pursuant to the provision of Section 197 & 198 read with Rule 8 of Company (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee, approval of shareholders be and is hereby accorded for the increase in remuneration of Ms. Arpita Verma, Whole Time Director, (WTD) of the Company with effect from 01.10.2015 as per the details given below for the rest of her tenure except otherwise revised by the company in accordance with the provisions of law in this regard.

Salary: Rs. 3,00,000/- per month

Perquisites: Rs. 50,000/- per month

However, the benefits namely, Gratuity, Leave Encashment benefits, Provident Fund etc. shall not be counted as perquisites to the extent these are exempted under the Income Tax Act, 1961.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits, minimum remuneration payable to Ms. Arpita Verma, WTD, shall be as per the provisions of Schedule V of the Companies Act, 2013."

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

**Re-appointment of Mr. Satish Kumar Verma as Managing Director**

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, read with Rule 8 of Company (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any other statutory amendment or re-enactment thereof for the time being in force, the appointment of Mr. Satish Kumar Verma as Managing Director (MD) of the Company w.e.f. 1<sup>st</sup> November, 2014 on the following terms and conditions as made by the Board in its meeting held on 01<sup>st</sup> December, 2014 as per recommendation made by Nomination and Remuneration Committee be and is hereby confirmed, approved and ratified;

Tenure: From 1<sup>st</sup> November, 2014 to 31<sup>st</sup> October, 2017

Salary: Rs. 2,00,000/- per month

Perquisites: Rs. 50,000/- per month

However, the benefits namely, Gratuity, Leave Encashment benefits, Provident Fund etc. shall not be counted as perquisites to the extent these are exempted under the Income Tax Act, 1961.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits, minimum remuneration payable to Mr. Satish Kumar Verma, Managing Director, shall be as per the provisions of Schedule V of the Companies Act, 2013.”

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

**Increase in Remuneration of Mr. Satish Kumar Verma, Managing Director**

**“RESOLVED THAT** pursuant to the provision of Section 197 & 198 read with Rule 8 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee, approval of shareholders be and is hereby accorded for the increase in remuneration of Mr. Satish Kumar Verma, Managing Director, of the Company with effect from 01.10.2015 as per the details given below for the rest of her tenure except otherwise revised by the company in accordance with the provisions of law in this regard:

Salary: Rs. 4,00,000/- per month

Perquisites: Rs. 50,000/- per month

However, the benefits namely, Gratuity, Leave Encashment benefits, Provident Fund etc. shall not be counted as perquisites to the extent these are exempted under the Income Tax Act, 1961.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits, minimum remuneration payable to Mr. Satish Verma Verma, Chairman & Managing Director, shall be as per the provisions of Schedule V of the Companies Act, 2013.”

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

**Increase in Remuneration of Mr. Pawan Chadha, Whole Time Director & CFO**

**“RESOLVED THAT** pursuant to the provision of Section 197 & 198 read with Rule 8 of Company (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee, approval of shareholders be and is hereby accorded for the increase in remuneration of Mr. Pawan Chadha (Whole Time Director) of the Company with effect from 01.10.2015 as per the details given below for the rest of his tenure except otherwise revised by the company in accordance with the provisions of law in this regard:

Salary: Rs. 4,00,000/- per month

Perquisites: Rs. 50,000/- per month

However, the benefits namely, Gratuity, Leave Encashment benefits, Provident Fund etc. shall not be counted as perquisites to the extent these are exempted under the Income Tax Act, 1961.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits, minimum remuneration payable to Mr. Pawan Chadha, Whole Time Director, shall be as per the provisions of Schedule V of the Companies Act, 2013.”

By Order of the Board  
For Oscar Global Limited

(Satish Kumar Verma)  
Chairman & Managing Director  
DIN: 00225444

Residential Address: A-2/78, Punjabi Bagh,  
New Delhi-110026

Place: New Delhi  
Date : 24.08.2015

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**The instrument of proxy i.e. Form MGT 11, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not later than 48 hours before the meeting. Proxies submitted on behalf of Limited companies societies, etc., must be supported by appropriate resolutions/ authority, as applicable.
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) 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 proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. 4 to 9 of the accompanying notice is annexed hereto.
5. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the annual general meeting of the Company.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 25<sup>th</sup> September, 2015 & 26<sup>th</sup> September, 2015 (both days inclusive).
7. Members seeking any information with regard to accounts are requested to write to the Compliance Officer at least ten days in advance of the annual general meeting, to enable the Company to keep the information ready.
8. Members are requested to:
  - a. Bring their copy of the Annual Report for the meeting.
  - b. Note that all correspondence relating to share transfers should be addressed to Registrar and Transfer Agents of the Company, viz. M/s Indus Portfolio Pvt. Ltd. , G-65, Bali Nagar, New Delhi- 110015.
  - c. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.
9. The annual report for 2014-15 along with the notice of Annual General Meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants/ registrar and share transfer agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2014-15 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website [www.oscar-global.net](http://www.oscar-global.net) for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's email id viz. [oscar@oscar-global.com](mailto:oscar@oscar-global.com)
10. Pursuant to Section 101 of the Companies Act, 2013 and rules made there under, the companies are allowed to send communication to shareholders electronically. We thus, request you to kindly register/update your email ids with your respective depository participant and Company's registrar and share transfer agent (in case of physical shares) and make this initiative a success.
11. SEBI has made the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Indus Portfolio Pvt. Ltd.(RTA).
12. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Indus Portfolio Pvt. Ltd.(RTA) for assistance in this regard.
13. Members who hold shares in physical form in multiple folios in identical names or join holding in same order of names are requested to send share certificates to Indus Portfolio Pvt. Ltd.(RTA), for consolidation in to a single folio.

## PROCESS AND MANNER FOR MEMBERS OPTING FOR E-Voting IS AS UNDER:

### Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015

and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the time of AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. **The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.**
- IV. The remote e-voting period commences on 23rd September, 2015 (9:00 am) and ends on 25th September, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2015, may cast their vote by remote e-voting. The remote 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 process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (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) Password change menu appears. Change the password/PIN 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.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Name of the company".
    - (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 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 [bhatia\\_r\\_s@hotmail.com](mailto:bhatia_r_s@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
    - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :  
EVEN (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.
- VI. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. 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.
- VIII. 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).
- IX. 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 18<sup>th</sup> September, 2015.

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18<sup>th</sup> September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
- 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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. 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.
- XII. 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.
- XIII. Mr. R.S. Bhatia, Practicing Company Secretary (C.P. No. 2514 and FCS No. 2599) 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.
- XIV. 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 "e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.oscar-global.net](http://www.oscar-global.net) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item Nos. 4, 5 & 6**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Companies Act, 2013 Ms. Arpita Verma as an Additional Director of the Company with effect from 1<sup>st</sup> April, 2015. In terms of the provisions of said section Ms. Arpita Verma would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from Ms. Arpita Verma alongwith the deposit of requisite amount under Section 160 of the Act proposing her candidature for the office of Director of the Company. Ms. Arpita Verma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Copy of the letter of appointment of Ms. Arpita Verma as Director setting out the terms and conditions is available for inspection by members at the Registered office of the Company.

The Board of Directors of the Company (the 'Board') at their meeting held on 1<sup>st</sup> April, 2015 has subject to the approval of members appoint Ms. Arpita Verma (DIN:01360010) as Whole Time Director for a period of 3 (three) years with effect from 1<sup>st</sup> April, 2014 on a remuneration as mentioned in the resolution

Her appointment as a Whole Time Director and terms & conditions thereon has already been approved by the Nomination & Remuneration Committee.

Members approval for the regularizing the appointment of and remuneration payable to Ms. Arpita Verma as Whole Time Director, in terms of the provisions of Schedule V the Act is required.

The above may be treated as a written memorandum setting out the terms of re-appointment of Ms. Arpita Verma under Section 190 of the Companies Act, 2013.

Further the Board of Director proposed to increase the remuneration of Ms. Arpita Verma, Whole Time Director w.e.f. 01/10/2015. The existing remuneration is very low therefore, Nomination and Remuneration Committee has recommended increase keeping in view her qualification, experience and contributions. The proposed remuneration is also as per prevailing industry parameters.



Members approval for the regularizing the remuneration payable to Ms. Arpita Verma as Whole Time Director, in terms of the provisions of Schedule V the Act is required.

**The Particulars required to be disclosed in the Explanatory Statement in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 are given below:**

**I. General Information:**

**1. Nature of Industry**

The Company is in business of Manufacturing and export of leather garments and other goods made of leather.

**2. Date of Commercial Production:-**

The Company began its Commercial Production in 1990.

**3. Financial Performance**

The company's net profit after taxation is Rs. 20,90,063.67 for the year ended 31<sup>st</sup> March, 2015.

**4. Foreign Investment or collaborations, if any: N.A.**

**II. Information about the appointee:**

**(1) Background details**

Ms. Arpita Verma is the daughter of Mr Satish Vermaco-promoter of the Company and is very active towards the working of the Company and in recognition of that the Board of Directors appointed her as a Whole Time Director of the Company.

**(2) Past remuneration**

Total remuneration as last approved by shareholders in Annual General Meeting held on 26<sup>th</sup> September, 2014 was Rs. 1,50,000/- per month plus Rs. 50,000/- per month perquisites.

**(3) Recognition or awards: NIL**

**(4) Job profile and her suitability:**

Ms. Arpita Verma is a MBA and has around 14 years of experience. Keeping in view the background of Ms. Arpita Verma, she is suited for the job of Whole Time Director of the Company.

**(5) Remuneration proposed**

As set out in the proposed Resolution mentioned above.

**(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

Taking into consideration the prevalent norms in the Industry, experience and exposure of Ms. Arpita Verma, Whole Time Director of the Company the remuneration being paid to her is even below par. While recommending the proposed resolution her job profile and position and responsibilities being shouldered by Ms. Arpita Verma were taken into account.

**(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Besides the remuneration paid and proposed herein, and that she is the daughter of Mr. Satish Kumar Verma, Chairman and Managing Director of the company, Ms. Arpita Verma has no other pecuniary relationship with the Company.

**III. Other information:**

**1 Reasons for loss or inadequate profits: The main reason for inadequate profit/fall in profit during the year are as under :**

- i) The main currency of company's export is EURO and during the year the average realisation in EUROS fell by nearly 4%
- ii) Leather is the main raw material for company's products. During the year the price of leather used by company increased by about 5%

**2 Steps taken or proposed to be taken for improvement :-**

To expand the base by tapping new clients and focusing on revenue enhancement and expense efficiency.

**3 Expected increase in Productivity and Profits in Measurable terms**

The aforesaid steps being taken by the Company would increase the productivity and profits of the Company. The Company would continue its endeavour to increase the further revenue to improve the profitability margins in the coming years.



**IV. Disclosures:**

Save and except Ms. Arpita Verma herself, Mr. Satish Verma being her father and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 4, 5 & 6.

Information about the appointee as per the requirement of SS-2 on General Meeting issued by The Institute of Company Secretary of India.

Name	<b>Ms. Arpita Verma</b>
Age	38 Yrs.
Qualification	MBA
Experience	14 Years
Directorship in Boars of other Companies	1. SRD AGENCIES PRIVATE LIMITED 2. ASV ELECTRONICS PRIVATE LIMITED 3. RELIANCE ELECTRONIC INDUSTRIES (INDIA) PRIVATE LIMITED
Shareholding as on 31.03.2015	NIL
Terms & Conditions of Appointment or Re-appointment along with details of remuneration sought to be paid	Proposed remuneration to be paid is Rs. 3,00,000/-p.m. plus Rs. 50,000/- p.m. perquisites. Proposed remuneration is as per the Nomination and Remuneration Policy of the Company. Terms and Conditions of appointment is as per the appointment letter.
Past Remuneration	Total remuneration as last approved by shareholders in Annual General Meeting held on 26 <sup>th</sup> September, 2014 was Rs.1,50,000/- per month plus Rs. 50,000/- per month perquisites.
Date of Original appointment	01/04/2015
Relationship with other Director	She is the daughter of Mr Satish Verma, CMD of the company
No. of Meeting attended during the year	6
<b>Committee Positions</b>	Nil

The Shareholders of the Company have been informed about the increase in remuneration of Ms. Arpita Verma in Item No. 4, 5 & 6 of the Notice of this Annual general meeting.

The Directors recommend the resolution for approval of the Shareholders.

**Item No. 7 & 8**

The Board of Directors of the Company ('theBoard') at their meeting held on 1<sup>st</sup> December, 2014 has subject to the approval of members re-appointed Mr. Satish Kumar Verma (DIN:00225444) as Managing Director for a period of 3 (three) years with effect from 1<sup>st</sup> November 2014 on a remuneration as per the details mentioned in the resolution

His reappointment as Managing Director and terms & conditions thereon has already been approved by the Nomination & Remuneration Committee in its meeting held on 01.12.2014.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Satish Kumar Verma under Section 190 of the Companies Act, 2013.

Further, the Board of Director proposed to increase the remuneration of Mr. Satish Kumar Verma, Managing Director w.e.f. 01/10/2015. The existing remuneration is very low therefore, Nomination and Remuneration Committee has recommended increase keeping in view her qualification, experience and contributions. The proposed remuneration is also as per prevailing industry parameters.

Members' approval for the re-appointment of and remuneration payable to Mr. Satish Kumar Verma as Managing Director, in terms of the provisions of Schedule V the Act is required.

**The Particulars required to be disclosed in the Explanatory Statement in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 are given below:**

**I. General Information:**

**1. Nature of Industry**

The Company is in business of Manufacturing and export of leather garments and other goods made of leather.

**2. Date of Commercial Production:-**

The Company began its Commercial Production in 1990.

**3. Financial Performance**

The company's net profit after taxation is Rs. 20,90,063.67 for the year ended 31<sup>st</sup> March, 2015.

**4. Foreign Investment or collaborations, if any: N.A.****II. Information about the appointee:****(1) Background details**

Mr. Satish Kumar Verma is co-promoter of the Company and is very active towards the working of the Company. He is the Managing Director of the Company since incorporation and leading the company in right direction.

**(2) Past remuneration**

Total remuneration as last approved by shareholders in Annual General Meeting held on 26<sup>th</sup> September, 2014 was Rs. 2,00,000/- per month plus Rs. 50,000/- per month perquisites.

**(3) Recognition or awards: NIL****(4) Job profile and his suitability:**

Mr. Satish Kumar Verma is a Qualified Engineer and has around 46 years of experience. Keeping in view the background of Mr. Satish Kumar Verma, he is best suitable for the job.

**(5) Remuneration proposed**

As set out in the proposed Resolution mentioned above.

**(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

Taking into consideration the prevalent norms in the Industry, experience and exposure of Mr. Satish Kumar Verma, Managing Director of the Company the remuneration being paid to him is even below par while recommending the proposed resolution has taken into account his job profile and position and responsibilities shouldered by Mr. Satish Kumar Verma.

**(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr Satish Kumar Verma is the promoter and executive director of the company. He directly holds 51500 Eq. Shares of the company. He also holds 42500 equity shares as the Karta of HUF. He is also interested in Akansha Vinyog Limited & Kanika Audio Visual P. Ltd., company which forms part of promoter group.

**III. Other information:****1 Reasons for loss or inadequate profits: The main reason for inadequate profit/fall in profit during the year are as under :**

- i) The main currency of company's export is EURO and during the year the average realisation in EUROs fell by nearly 4%
- ii) Leather is the main raw material for company's products. During the year the price of leather used by company increased by about 5%

**2. Steps taken or proposed to be taken for improvement :-**

To expand the base by tapping new clients and focusing on revenue enhancement and expense efficiency.

**3. Expected increase in Productivity and Profits in Measurable terms**

The aforesaid steps being taken by the Company would increase the productivity and profits of the Company. The Company would continue its endeavour to increase the further revenue to improve the profitability Margin in the coming years.

**IV. Disclosures:**

Mr. Satish Kumar Verma is also a Managing Director of M/s Oscar International Limited. He does not draw any salary from that Company.

Save and except Mr Satish Kumar Verma himself, Ms. Arpita Verma being his father and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 7 & 8