

PSL LIMITED



**28th Annual Report
(2015-16)**

BOARD OF DIRECTORS

Shri Ashok Punj	- Managing Director
Shri R. K. Bahri	- Whole-time Director
Shri C. K. Goel	- Whole-time Director
Shri Alok Punj	- Non-Executive Director
Mrs. Manjula N. Bhatia	- Non-Executive Director
Shri N. C. Sharma	- Independent Director
Shri Ashok Sharma	- Independent Director
Shri Harry H. Shourie	- Independent Director
Shri Harsh Pateria	- Independent Director

COMPANY'S EXISTENCE

Registered Office	Kachigam, Daman, Union Territory of Daman & Diu 396210
Corporate Office	PSL Towers, 615, Makwana Road, Marol, Andheri (E), Mumbai-400059
Legal & Secretarial Office	3 rd Floor, Punj House, M-13A, Connaught Circus, New Delhi-110001
Marketing Offices	PSL Towers, 615, Makwana Road, Marol, Andheri (E), Mumbai-400059
Projects Office	3 rd Floor, Punj House M-13A, Connaught Circus, New Delhi-110001

SHARE TRANSFER AGENTS

Karvy Computershare Private Limited
17-24, Vittal Rao Nagar, Madhapur,
Hyderabad-500 081

STATUTORY AUDITORS

Suresh C. Mathur & Co.
Chartered Accountants, 64, Regal Building,
Connaught Place, New Delhi-110001

PRINCIPAL BANKERS

ICICI Bank Limited, Indian Overseas Bank, State Bank of India, Union Bank of India, Bank of Baroda, ING Vysya Bank Limited, Punjab National Bank (International) Ltd., Yes Bank Limited, Bank of India, DBS Bank Limited, Standard Chartered Bank, Deutsche Bank, Export Import Bank of India, Indian Bank, IDBI Bank Limited, Kotak Mahindra Bank, Axis Bank Limited, Development Credit Bank, Syndicate Bank, Abu Dhabi Commercial Bank, Oriental Bank of Commerce, Bank of Bahrain & Kuwait, Canara Bank, Federal Bank Limited

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NOTICE

To,
The Members of
PSL LIMITED

Notice is hereby given that Twenty Eighth Annual General Meeting of the Company will be held on Thursday, the 29th day of September, 2016 at 9:30 a.m. at Hotel "Reevanta", Teen Batti, Devka Road, Nani Daman -396210 to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended on March 31, 2016 including Audited Balance Sheet as on even date and the Audited statement of Profit & Loss for the period ended on that date, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company duly consolidated with those of Company's various subsidiaries for the financial year ended on March 31, 2016, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Shri R.K. Bahri (DIN: 00044364), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri C. K. Goel (DIN: 01372544), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company for holding the office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and in this connection 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 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 thereof for the time being in force, M/s. Suresh C. Mathur & Co. Chartered Accountants (Firm Registration No. 000891N) having their office at 64, Regal Building, Connaught Place, New Delhi-110 001 be and are hereby appointed as Statutory Auditors of the Company for the Financial Year 2016-17 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize the remuneration payable together with out of pocket expenses, if any, to be paid to so appointed Auditors"

SPECIAL BUSINESS

5. **TO RATIFY THE PAYMENT OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2016-17**

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 if any, of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the consolidated fees of Rs. 4 lakh plus out of pocket expenses and applicable service tax, duly recommended by the Audit Committee and approved by the Board of Directors for Vikas Vinayak Deodhar, Cost Accountant Firm Registration No. 100025 appointed by the Board to conduct the audit of the Cost Records of the Company for the Financial Year 2016-17, be and is hereby ratified."

6. **TO NOTE THE ULTIMATE BENEFICIAL OWNERS OF AN ALLOTTEE OF 876926 EQUITY SHARES NAMELY M/S. EDELWEISS ASSET RECONSTRUCTION COMPANY LTD.**

To note and if thought fit to pass with or without modification(s) the following Resolution as a **"Special Resolution"**:

"RESOLVED THAT allotment of 876926 equity shares of Rs 10/- each at a price of Rs. 26/- per share on preferential allotment basis to Edelweiss Asset Reconstruction Company Ltd., a lender of the Company made by the Board of Directors of the Company on May 24, 2016 in pursuance of an approval granted by shareholders of the Company through postal ballot on May 11, 2015 be and is hereby noted."

"RESOLVED FURTHER THAT the identity and other details of ultimate beneficial owners of the aforesaid allottee namely Edelweiss Asset Reconstruction Company Ltd. a lender of the Company as stated in explanatory statement attached to this notice be and is hereby noted."

"RESOLVED FURTHER THAT BSE Limited and National Stock Exchange limited, the two exchanges with which the Company's shares are listed be informed of the aforesaid noting of ultimate beneficial ownership status of Edelweiss Asset Reconstruction Company Ltd. being allottee of 876926 equity shares, by shareholders of the Company to enable the said stock exchanges to process the Company's applications for approvals for listing and trading of the aforesaid allotted shares with / at their exchanges."

7. **RE-APPOINTMENT OF SH. ASHOK PUNJ (DIN 00041911) AS "MANAGING DIRECTOR" OF THE COMPANY**

To Consider and if thought fit, to pass with or without modification, the following resolution as a **"Ordinary Resolution"**

"RESOLVED THAT pursuant to the provisions of Sections 196, 203 and all other applicable statutory provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant

to Article 121 and all other applicable Article of the Articles of Association of the Company and on the recommendation of Nomination and remuneration Committee made on August 03, 2016 which were duly approved by the Board of Directors subsequently at their meeting held on August 03, 2016 but subject to all approval(s) that may be required, the consent of the shareholders be and is hereby accorded to the re-appointment of Sh. Ashok Punj (DIN: 00041911), as Managing Director of the Company for a period of three years commencing from October 1, 2016 and ending on September 30, 2019.”

“**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and is hereby authorized to do all necessary acts, deeds and things, and execute all such documents, instruments and writings as may be required to give effect to the above Resolution.”

8. RE-APPOINTMENT OF SH. C. K. GOEL (DIN 01372544) AS “WHOLE-TIME DIRECTOR” OF THE COMPANY

To Consider and if thought fit, to pass with or without modification, the following resolution as a “**Ordinary Resolution**”

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 203 and all other applicable statutory provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Article 121 and all other applicable Article of the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee made on August 03, 2016 which were duly approved by the Board of Directors subsequently at their meeting held on August 03, 2016 but subject to all approval(s) that may be required, the consent of the shareholders be and is hereby accorded to the re-appointment of Sh. C. K. Goel (DIN 01372544), as Whole-time Director of the Company for a period of three years commencing from October 26, 2016 and ending on October 25, 2019.”

“**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and is hereby authorized to do all necessary acts, deeds and things, and execute all such documents, instruments and writings as may be required to give effect to the above Resolution.”

9. RE-APPOINTMENT OF SHRI R. K. BAHRI (DIN 00044364) AS “WHOLE-TIME DIRECTOR” OF THE COMPANY

To Consider and if thought fit, to pass with or without modification, the following resolution as a “**Ordinary Resolution**”

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 203 and all other applicable statutory provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Article 121 and all other applicable Article of the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee made on August 03, 2016 which were duly approved by the Board of Directors subsequently at their meeting held on August 03, 2016 but subject to all approval(s) that may be required, the consent of the shareholders be and is hereby accorded to the re-appointment of Sh. R. K. Bahri (DIN 00044364), as Whole-time Director of the Company for a period of three years commencing from April 1, 2017 and ending on March 31, 2020.”

“**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and is hereby authorized to do all necessary acts, deeds and things, and execute all such documents, instruments and writings as may be required to give effect to the above Resolution.”

10. FIXATION OF REMUNERATION OF SH. ASHOK PUNJ (DIN 00041911) “MANAGING DIRECTOR” OF THE COMPANY

To Consider and if thought fit, to pass with or without modification, the following resolution as a “**Special Resolution**”

“**RESOLVED THAT** subject to necessary statutory approval(s) as may be applicable and pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable statutory provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Article 121 and all other applicable Article of the Articles of Association of the Company and on the recommendation of Nomination and remuneration Committee made on August 03, 2016 which were duly approved by the Board of Directors subsequently at their meeting held on August 03, 2016, the approval of the Shareholders of the Company be and is hereby accorded for fixation of remuneration of the Managing Director of the company comprising of basic salary of Rs. 2,50,000/-pm and benefits, amenities and perquisites as detailed in the explanatory statement annexed to this notice.”

“**RESOLVED FURTHER THAT** the remuneration payable to Sh. Ashok Punj, shall not exceed the overall ceiling of the total managerial remuneration as provided under the provisions of Section 197, Schedule V of the Companies Act, 2013 and any other Rule, Notification, Circular on the subject that may be in force for the time being or such other limits as may be prescribed from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall also be deemed to include the Remuneration Committee and/or any sub-committee thereof constituted by the Board) be and is hereby authorised to revise and/or re-fix the said remuneration and/ or other perquisites, benefits and amenities provided that the so revised/ re-fixed remuneration and/ or perquisites etc. do not exceed the limits prescribed from time to time under any provision of Companies Act, 2013 or under Schedule V of the Companies Act, 2013, and/or any Statutory modification(s) thereof and provided further that so revised remuneration, allowances and perquisites are subsequently placed before the shareholders in their General Meeting held after such revision/ re-fixation by the Board.”

11. FIXATION OF REMUNERATION OF SH. C. K. GOEL (DIN 01372544), “WHOLE-TIME DIRECTOR” OF THE COMPANY

To Consider and if thought fit, to pass with or without modification, the following resolution as a “**Special Resolution**”

“**RESOLVED THAT** subject to necessary statutory approval(s) as may be applicable and pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable statutory provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Article 121 and all other applicable

Article of the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee made on August 03, 2016 which were duly approved by the Board of Directors subsequently at their meeting held on August 03, 2016, the approval of the Shareholders of the Company be and is hereby accorded for fixation of remuneration of the Whole Time Director of the company comprising of basic salary of Rs. 2,50,000/-pm and benefits, amenities and perquisites as detailed in the explanatory statement annexed to this notice.”

“**RESOLVED FURTHER THAT** the remuneration payable to Sh. C.K. Goel, shall not exceed the overall ceiling of the total managerial remuneration as provided under the provisions of Section 197, Schedule V of the Companies Act, 2013 and any other rule, notification, circular on the subject that may be in force for the time being or such other limits as may be prescribed from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall also be deemed to include the Remuneration Committee and/or any sub- committee thereof constituted by the Board) be and is hereby authorised to revise and/or re-fix the said remuneration and/ or other perquisites, benefits and amenities provided that the so revised/ re-fixed remuneration and/ or perquisites etc. do not exceed the limits prescribed from time to time under any provision of Companies Act, 2013 or under Schedule V of the Companies Act, 2013, and/or any Statutory modification(s) thereof and provided further that so revised remuneration, allowances and perquisites are subsequently placed before the shareholders in their General Meeting held after such revision/ re-fixation by the Board.”

12. FIXATION OF REMUNERATION OF SHRI R. K. BAHRI (DIN 00044364) “WHOLE-TIME DIRECTOR” OF THE COMPANY

To Consider and if thought fit, to pass with or without modification, the following resolution as a “**Special Resolution**”

“**RESOLVED THAT** subject to necessary statutory approval(s) as may be applicable and pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable statutory provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Article 121 and all other applicable Article of the Articles of Association of the Company and on the recommendation of Nomination and remuneration Committee made on August 03, 2016 which were duly approved by the Board of Directors subsequently at their meeting held on August 03, 2016, the approval of the Shareholders of the Company be and is hereby accorded for fixation of remuneration of the Whole Time Director of the company comprising of a basic salary of Rs. 2,50,000/-pm and benefits, amenities and perquisites as detailed in the explanatory statement annexed to the notice.”

“**RESOLVED FURTHER THAT** the remuneration payable to Sh. R.K. Bahri, shall not exceed the overall ceiling of the total managerial remuneration as provided under the provisions of Section 197, Schedule V of the Companies Act, 2013 and any other rule, notification, circular on the subject that may be in force for the time being or such other limits as may be prescribed from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall also be deemed to include the Remuneration Committee and/or any sub- committee thereof constituted by the Board) be and is hereby authorised to revise and/or re-fix the said remuneration and/ or other perquisites, benefits and amenities provided that the so revised/ re-fixed remuneration and/ or perquisites etc. do not exceed the limits prescribed from time to time under any provision of Companies Act, 2013 or under Schedule V of the Companies Act, 2013, and/or any Statutory modification(s) thereof and provided further that so revised remuneration, allowances and perquisites are subsequently placed before the shareholders in their General Meeting held after such revision/ re-fixation by the Board.”

13. APPROVAL FOR AVAILING THE SERVICES OF SHRI R.K. BAHRI AS ‘WHOLE TIME DIRECTOR’ OF THE COMPANY INSPITE OF HIS ATTAINING THE AGE OF 70 YEARS

To consider and if though fit to pass with or without modification (s) the following Resolution as a “**Special Resolution**”

“**RESOLVED THAT** to the provisions of Sections 196 (3) (a) read with clause (c) of Part I of Schedule V of the Companies Act, 2013 and any other applicable statutory provisions of the Companies Act, 2013 (including statutory modification(s) or re-enactment thereof, for the time being in force), approval be and is hereby accorded and is deemed to have been so accorded for availing the services of Shri R. K. Bahri by way of his continuing to act as Whole-Time Director of the Company, in spite of his having attained the age of 70 years on September 10, 2012”.

“**RESOLVED FURTHER THAT** the said specific approval be and is hereby accorded and is deemed to have so accorded with effect from September 10, 2012 i.e. the day on which he attained the age of 70 years.”

Regd. Office: -
Kachigam, Daman
Union Territory of -
Daman & Diu - 396 210
CIN: L67120DD1987PLC002395
Dated: August 3, 2016

By Order of the Board of Directors of
PSL LIMITED

Sd/-
(Ashok Punj)
Managing Director

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend the meeting and vote on a poll, if any, instead of himself/herself and the proxy need not be a member of the Company. Proxy form duly filled must reach the registered office of the Company not less than forty-eight hours before the meeting.**
2. **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 single 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.**
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of matters covered under "Special Business" is annexed hereto.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a Certified copy of the Board Resolution authorizing their representative under Section 113 of the Companies Act, 2013 to attend and vote on their behalf at the Meeting. Such representative shall possess a valid identity proof to be produced at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday the 26th day of September, 2016 to Thursday, the 29th day of September, 2016 (both days inclusive) for the purpose of 28th Annual General Meeting.
6. Members seeking any information with regard to Accounts of the Company and proposed Resolutions are requested to send their queries in writing to the Company at its Registered Office, so as to reach at least seven days before the date of the Meeting, to enable the company to furnish the required information at the Meeting.
7. For convenience of Members, an attendance slip is annexed to the proxy form. Members/Proxies are requested to affix their signatures at the space provided therein and thereafter hand over the attendance slip at the venue of the meeting. The Proxy of a Member should mark on the attendance slip as "Proxy".
8. Members/Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the Meeting.
9. 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 their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.
10. As required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of Shri R. K. Bahri and Shri C.K.Goel, Directors proposed to be re-appointed is, annexed herewith.
11. Shareholders who have not encashed /received dividend/s declared and paid by the company for different financial years commencing from Financial Year 2008-09 to Financial Year 2011-12 may please approach the Company for payment of such unpaid dividend/s, failing which their unclaimed dividend/s shall be transferred to Investor Education and Protection fund in accordance with provisions contained in Section 205C/125 of Companies Act, 1956/2013.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershares Private Limited on all the Resolutions set forth in this Notice. The e-voting period commences on 26th September, 2016 (09:00 a.m. IST) and ends on 28th September, 2016 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 16th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a Resolution is cast by a Member, he shall not be allowed to change it subsequently. A separate communication is being sent to the Members to avail the e-voting facility.
13. The Facility for voting through ballot/polling paper shall also be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
14. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.psllimited.com and on the website of Karvy at www.evoting.karvy.com within two days of passing of the Resolutions at the 28th Annual General Meeting of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
15. To support the "Green Initiative" in Corporate Governance taken by Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with Karvy Computershares Private Limited, if shares are held in physical mode or with the depository participant if the shares are held in electronic mode.
16. Route map of the venue of Annual General Meeting is shown at page No. 112.

EXPLANATORY STATEMENT

(In Compliance of Section 102 of the Companies Act, 2013)

ITEM NO. 5 : TO RATIFY THE PAYMENT OF REMUNERATION TO THE COST AUDITOR FOR FINANCIAL YEAR 2016-17

Since Section 148 of the Companies Act, 2013 empowers the Central Government to direct that in respect of certain specified companies engaged in the production of certain specified goods, particulars relating to utilisation of material or labour or other items of costs shall be included in the books of accounts kept by such companies. Since our company gets covered by the relevant order of Central Government, the appointment of a Cost Auditor by our Company is mandatory.

In order to comply with the said statutory provisions read with Rule 14 of the Companies (Audit & Auditor) Rules, 2014 your Board of Directors, after the recommendations of the Audit Committee, has appointed Shri V. V. Deodher, a Practicing Cost Accountant based at Mumbai as Cost Auditor of the Company for the Financial Year 2016-17. Although the Board has fixed a remuneration of Rs. 4 Lac as consolidated fee plus out of pocket expenses and service tax as applicable, the consent of members of the company is sought for.

The Resolution on this Special Business item is detailed in item no. 5 of the accompanying notice.

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

Hence, the Resolution contained in Item No. 5 is placed for consideration and ratification of the shareholders.

ITEM NO. 6: TO NOTE THE ULTIMATE BENEFICIAL OWNERS OF AN ALLOTTEE OF 876926 EQUITY SHARES NAMELY M/S. EDELWEISS ASSET RECONSTRUCTION COMPANY LTD.

After the sanctioning of scheme of restructuring of company's debts seven Promoters/Promoter's Group/Promoter Group Entities inducted their funds towards "Promoters Contribution". Additionally, in compliance of terms of aforesaid CDR Scheme certain portions of debt of different lenders were required to be converted into equity which includes allotment of 876926 equity shares to Edelweiss Asset Reconstruction Company Ltd.

In view of what is stated above, the members of the company had vide a postal ballot dated 30th March, 2015 passed a Special Resolution duly approving the preferential allotment of an aggregate of 50619232 (Five Crores Six Lacs Nineteen Thousand Two Hundred Thirty Two) equity shares of face value of Rs.10/- with a premium of Rs. 16/-each at a total price of Rs.26/- per share. The result of the said postal ballot, which was declared on 11th May, 2015 clearly indicated the shareholders approval for allotment of 876926 shares to the aforesaid lender namely Edelweiss Asset Reconstruction Company Ltd.

Since Regulation 73 (1)(e) of SEBI (Issue of Capital & Disclosures Requirements) Regulations, 2009 requires certain disclosures about the allottees to be made to the Members of the Company, the Shareholders are hereby informed of the following persons who are the ultimate beneficial owners/having ultimate control over the said lender namely Edelweiss Asset Reconstruction Company Ltd. being allottee of 876926 equity shares:

Sr. No.	Name of Shareholders of allottee	No. of Shares	% Holding	Natural Person who are the ultimate beneficial owners/ ultimately controlling the proposed allottee
1	Edelweiss Financial Services Limited	2272725	2.16	(A listed Company). Although keeping in view the proviso to Regulation 73(1)(e) of SEBI (ICDR) Regulations, 2009 no further disclosures regarding Ultimate Beneficial owners is required, the shareholding of such members/ shareholders who held more than 2% of this Company's share as on 30 th June, 2016 is given in the table hereunder.
2	M/s. Edelweiss Custodial Services Limited and its Nominee	49909148	47.41	Edelweiss Custodial Services Ltd is 100% Subsidiary of "Edelweiss Securities Limited" which in turn is 100% subsidiary of "Edelweiss Financial Services Limited" (A listed Company) No further disclosures required in view of proviso to Regulation 73(1)(e) of SEBI (ICDR) Regulations, 2009
3	Reeta Kuhad	14000000	13.30	Natural Person
4	Alok Tandon	14290852	13.57	Natural Person
5	Vineet Kashyap	7627275	7.25	Natural Person
6	Preeta Balia	2000000	1.90	Natural Person
7	Aakanksha Management Consultancy & Holdings Pvt. Ltd.	9900000	9.41	Mr. Srinivasan H.R. (Holding 91.98% Shares) Mrs. Soumithra Srinivasan (Holding 8.02% Shares)
8	M/s Gamla Livförsäkringsaktiebolaget SEB Trygg Liv (publ)	5263158	5.00	Insurance Company. No further disclosures required in view of proviso to Regulation 73(1)(e) of SEBI (ICDR) Regulations, 2009
	TOTAL	105263158	100.00	

Details of shareholders holding more than 2% shares in Edelweiss Financial Services Limited

Sr. No.	Category & Name of the shareholders	No. of fully paid up equity shares held	Total as a % of Total voting rights
A	Promoters Individuals/HUF		
	Rashesh Chandrakant Shah	145301730	17.65
	Venkat Ramaswamy	58026560	7.05
	Vidya Rashesh Shah	35031200	4.26
	Any other – Bodies Corporate		
	Spire Investment Advisors LLP	41950000	5.10
	Total (A)	280309490	34.06
B	Public Institutions/ Mutual Funds/Foreign Portfolio Investors		
	First Carlyle Ventures Mauritius	68048557	8.27
	Privatbank IHAG ZURICH AG	31952620	3.88
	Saif Advisors Mauritius Limited A/C Saif India IV FII Holdings Limited	25633505	3.11
	Fidelity Investment Trust Fidelity Series Emerging Markets Fund	19647922	2.39
	Non-Institutions		
	Individual Share capital upto Rs. 2 lacs	44084917	5.36
	Individual Share capital in excess of Rs. 2 lacs	108831831	13.22
	Any Other		
	Foreign Individuals or NRI	17931436	2.18
	Bodies Corporate	18013266	2.19
	Total (B)	334144054	40.60
C	Custodian/DR Holder		
	Employee Benefit Trust	44896780	5.45
	Total (C)	44896780	5.45
	Total (A+B+C)	659350324	80.11

The Resolution at item no. 6 in the accompanying notice is with regard to noting of the said beneficial ownership status by the members of the Company.

None of the Director and Key Managerial Personnel and their relatives are concerned and interested, financially or otherwise, in the Resolutions proposed in the said item no. 6.

ITEM NO. 7: RE-APPOINTMENT OF SH. ASHOK PUNJ (DIN 00041911) AS “MANAGING DIRECTOR” OF THE COMPANY

As most of the members of the Company may be aware that Shri Ashok Punj is not only the promoter of the Company but he has been serving the Company as its “Managing Director” ever since the Company’s inception in August, 1987. Since the provisions of Companies Act pertaining to Appointment of Managing Director provide that the maximum tenure of his appointment cannot be more than five years at a stretch the members of the company have been in the past appointing Shri Ashok Punj as Managing Director for a period not exceeding five years. But sometime in the end of 2012 the company started facing financial crunch and the profits of the company in the subsequent years were inadequate for meeting the norms of managerial remuneration. Subsequently Section II of the then Schedule XIII of the Company Act, 1956 became applicable as a result of which the Managing Director / Whole Time Director could be appointed for a period not exceeding three years.

In view of what is stated above, the members of the Company in their 25th Annual General Meeting held on 19th March, 2014 appointed Shri Ashok Punj as Managing Director for a period of three years effective from 1st October, 2013 (since his earlier term expired on 30th September, 2013). Shri Punj’s present term, therefore, will expire on 30th September, 2016.

Considering the present scenario of the Company, which commenced after sanctioning of the scheme of restructuring of company’s debts it is considered essential that Shri Ashok Punj continues to discharge his responsibilities as Managing Director for a period of at least three more years.

The Nomination and Remuneration Committee constituted by the Board of Director of the Company in its meeting held on 3rd August, 2016 recommended the re-appointment of Shri Ashok Punj as Managing Director for a further period of three years commencing from 1st October, 2016. The Board of Directors of your company after due deliberations on the said recommendations accorded its approval in its meeting held on 3rd August, 2016 to the re-appointment of Shri Ashok Punj as stated herein above subject to all approvals (including the approval of the members) that may be required.

In order to enable the members to consider this important Special Business the Resolutions are listed at item no. 7 of the accompanying notice.

As per Article 122 of the Articles of Association of the Company, Sh. Ashok Punj, Managing Director, holding office as Managing Director shall not be liable to retire by rotation.

This may be treated as an extract of the draft of arrangement for re-appointment of Sh. Ashok Punj pursuant to Section 190 of the Companies Act, 2013.

Sh. Ashok Punj and his brother (Sh. Alok Punj a Non-Executive Director of the Company) may be deemed to be concerned or interested in the said resolution.

No other Director, key managerial personnel or their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 8 & 9: RE-APPOINTMENT OF SHRI C. K. GOEL AND SHRI R. K. BAHRI RESPECTIVELY AS “WHOLE TIME DIRECTORS”

Shri C. K. Goel and Shri R. K. Bahri are currently the Whole Time Directors of the company. While Shri Goel was re-appointed by the members as Whole Time Director on 22nd September, 2011, Shri Bahri was re-appointed on 19th March, 2014 for a period of three years commencing from 1st April, 2014.

As the current term of Shri Goel is expiring on 25th October, 2016 and that of Shri Bahri is expiring on 31st March, 2017, the Nomination and Remuneration Committee in its meeting held on 3rd August, 2016 recommended the re-appointment of both these Directors for a further period of three years each. Accepting the recommendations of the Remuneration Committee your Board in its meeting held on 3rd August, 2016 re-appointed Shri Goel and Shri Bahri for further period of three years each commencing from 26th October, 2016 and 1st April, 2017 respectively subject, however, to all the approvals that may be required, including the approval of the Members at the forthcoming Annual General Meeting.

This may be treated as an extract of the draft of arrangement of re-appointment of Sh. C.K. Goel and Sh. R.K. Bahri pursuant to Section 190 of the Companies Act, 2013.

Shri C.K. Goel may be deemed to be concerned or interested, financially or otherwise, in the Resolution stated in item no. 8 of Special Business of accompanying Notice.

Shri R.K. Bahri may be deemed to be concerned or interested in the Resolution stated in item No. 9 of Special Business of accompanying Notice.

No other Director, key managerial personnel or their relatives are concerned or interested in the said Resolutions.

ITEM NO. 10, 11 & 12: FIXATION OF REMUNERATION OF SH. ASHOK PUNJ (DIN 00041911) “MANAGING DIRECTOR”, SH. C.K. GOEL (DIN 01372544) “WHOLE TIME DIRECTOR” AND SHRI R. K. BAHRI (DIN 00044364) “WHOLE-TIME DIRECTOR” OF THE COMPANY, RESPECTIVELY

As stated in Item No. 7, 8 and 9 above, Sh. Ashok Punj, has been re-appointed as Managing Director of the Company w.e.f. 1st October, 2016 and Sh. C.K. Goel and Sh. R.K. Bahri have been re-appointed as Whole Time Directors of the Company w.e.f. 26th October, 2016 & 1st April, 2017 respectively. Keeping in view the current scenario of acute financial crunch and on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on August 3, 2016 had approved substantial reduction in the current remuneration package of said three Directors.

In accordance with the provisions of Section 197 and Schedule V of the Companies Act, 2013 the terms of remuneration specified below are now being placed before the members in General Meeting for their approval.

This may be treated as an extract of the draft terms of arrangement of re-appointment of Sh. Ashok Punj, Sh. C.K. Goel and Sh. R.K. Bahri pursuant to Section 190 of the Companies Act, 2013.

Sh. Ashok Punj and his relatives (including Sh. Alok Punj, Non-Executive Director) may be deemed to be concerned or interested in the Resolution stated in item No. 10 of Special Business of accompanying Notice.

Shri C.K. Goel may be deemed to be concerned or interested, financially or otherwise, in the Resolution stated in item No. 11 of Special Business of accompanying Notice.

Shri R.K. Bahri may be deemed to be concerned or interested, financially or otherwise, in the Resolution stated in item No. 12 of Special Business of accompanying Notice.

No other Director, key managerial personnel or their relatives are concerned or interested, financially or otherwise, in the item Nos. 10, 11 & 12.

The principle terms and conditions of each of the above mentioned Director’s Remuneration are as follows:-

a) **Basic Salary** Rs. 2,50,000/- p.m.

b) **Perquisites and Allowances**

In addition to the salary, the appointee shall also be entitled to perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Appointee. However such perquisites and allowances will be subject to a maximum of 125% of his annual salary.

c) **Minimum Remuneration :**

Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of the tenure of the Appointee, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances in accordance with Schedule V of Companies Act, 2013 and/or as approved by the Central Government.

Further information as required under Section II of Part II Schedule V of the Companies Act, 2013 is given as under:

I. GENERAL INFORMATION

- 1) **Nature of Industry** : Pipe Manufacturing
- 2) **Date of commencement of commercial production** : Company commenced its commercial operation for Pipe Coating Plants in 1988
- 3) **Financial performance**

(₹ in Crore)

Particulars	2015-16	2014-15
Sales	106.06	150.25
Profit (Loss) before Depreciation and Finance Expenses	(1205.34)	(84.08)
Finance Expense and Depreciation	150.64	221.72
Profit (Loss) after Depreciation and Finance Expenses but before exceptional items	(1355.98)	(305.80)
Less : Exceptional Items	Nil	171.72
Less : Taxation Provision	Nil	Nil
Profit (Loss) after Tax	(1355.98)	(477.52)

During the year under review the total loss has increased from Rs. 477.52 crores in the previous year to Rs. 1355.98 crores thereby registering an increase of 184%.

4) **Export performance**

(₹ in Crore)

Particulars	2015-16	2014-15
FOB value of Export	Nil	Nil

5) **Foreign Investments**

(₹ in Crore)

Particulars	2015-16	2014-15
Pipeline Systems Limited, Mauritius	141.63	141.63
PSL USA, INC	130.34	130.34

Note: Information given herein above is in respect of accounting year for which Audited Financial Statements are available.

II. INFORMATION ABOUT THE APPOINTEE

Name of Director	Sh. Ashok Punj
Designation	Managing Director
Period of Agreement	from October 1, 2016 to September 30, 2019
Background Details	Mr. Ashok Punj is a Bachelor's degree in Electrical Engineering and Master's degree in System Engineering from Illinois Institute of Technology, Chicago, USA. Before taking charge as Managing Director of the Company, he was actively involved in the business of industrial insulation concentrating on the manufacturing segment of the business where he assisted in setting up of several industrial units in collaboration with well known international organization. He has over 37 years of technical and managerial experience. Under his leadership and guidance Company has achieved enormous progress in last few years despite general slow down in the industry.
Past Remuneration (Last Three years)	For Financial Year ended on: 1. March 31, 2016 (12 months) - Nil 2. March 31, 2015 (12 months) - 22,29,402 3. March 31, 2014 (6 months) - 34,28,804