

Pact Industries Limited



23rd ANNUAL REPORT 2015-16

www.pactindustries.com

CORPORATE INFORMATION

Board of Directors

Mr. Avtar Singh- Chairman
Mr. Harpreet Singh- Managing Director
Mr. Narinderjit Singh- Director
Mr. Amandeep Singh- Director
Mrs. JasjeetKaur-Director

Bankers

State Bank of India
Overseas Branch
Ludhiana

Company Secretary

Miss. Divya Khanna

Registrar & Transfer Agent

Skyline Financial Services Pvt Ltd
D-153 A, 1st Floor Okhla Industrial Area
Phase –I New Delhi- 110020

Statutory Auditor

Rajesh Mehru & Co.
Chartered Accountants
2761/II, Gurdev Nagar,
Imperial Hotel Street
Ludhiana

Secretarial Auditor

Brij K. Tiwari& Associates
121, Vishal Nagar Extension,
Opp. SBS Nagar,
Pakhawal Road,
Ludhiana

Registered Office

PACT INDUSTRIES LIMITED

303 Hotel The Taksonz
Opp. Railway Station
Ludhiana
Punjab

TABLE OF CONTENTS

S.No.	Particulars	Page No.
1.	Notice	1-10
2.	Director's Report	11-29
3.	Report on Corporate Governance	30-39
4.	Auditor's report	40-45
5.	Balance Sheet	46
6.	Profit & Loss Account	47
7.	Cash Flow Statement	48
8.	Schedules	49-61
9.	Road Map	62
10	Proxy Form & Attendance Slip	

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of the Company will be held on Thursday the 25th day of August, 2016 at 11.00 a.m. at the Registered Office of the company situated at 303, Hotel The Taksonz, Opp. Railway Station, Ludhiana to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Profit & Loss Account for the year ended on that date together with the Reports of Directors and Auditors.
2. To appoint a director in place of Mr. Amandeep Singh (DIN -01263581) who retires by rotation and being eligible offers himself for re-appointment.
3. **Appointment of Statutory Auditors of the Company**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 and subject to approval by members of the Company, the appointment of M/s. Rajesh Mehru & Co., Chartered Accountants, as the Statutory Auditors of the Company starting from conclusion of the 21st Annual General Meeting till the conclusion of 24th Annual General Meeting of the Company to be held in the year 2017 be and is hereby ratified at the 23rd Annual General Meeting to conduct Audit for Financial year 2016-2017 of the Company at such remuneration as may be finalized by the Chairman and Managing Director of the Company."

SPECIAL BUSINESS

4. **Re-appointment of Mr. Harpreet Singh (DIN 00570541), as Managing Director of the Company.**

To Consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Harpreet Singh, Managing Director of the Company with effect from August 25th 2016 to August 24th 2019, as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Harpreet Singh.

RESOLVED FURTHER THAT the remuneration payable to Mr. Harpreet Singh, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors."

5. **Alteration of Memorandum of Association of the company**

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

"RESOLVED THAT pursuant to Section 13, 61 and all other applicable provisions, if any of the Companies Act, 2013, and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new clause :"

V. The Authorised Share Capital of the Company is –

"The Authorized Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores only) consisting of 5,00,00,000 (Five Crores) equity shares of Rs. 1/- each and 10,00,000 (Ten lakh) Redeemable Preference Shares of Rs. 10/-(Rupees Ten) each with the power to increase or decrease and with the power from time to time to issue any shares of any new capital with and subject to any preferential, qualified or special rights, privileges or condition as may be thought fit and upon the subdivision of share to apportion the right to participate in profits in any manner as between the shares resulting from subdivision. The right attached to preference shares shall be such as may be determined by the company at the time of issue thereof.

"RESOLVED FURTHER THAT the Board of Directors of the Company(the "Board", which expressionshallalso include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time such directors as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) Officer(s) of the Company as may be required to give effect to or the above resolution."

6. Alteration of Articles of Association of the Company

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

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under(including any statutory modification or re-enactment thereof for the time being in force), the existing Clause 4) of the Articles of Association of the Company be substituted with the following new Clause:"

4 The Authorised Share Capital of the Company is –

"The Authorized Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores only) consisting of 5,00,00,000 (Five Crores) equity shares of Rs. 1/- each and 10,00,000 (Ten lakh) Redeemable Preference Shares of Rs. 10/-(Rupees Ten) each with the power to increase or decrease and with the power from time to time to issue any shares of any new capital with and subject to any preferential, qualified or special rights, privileges or condition as may be thought fit and upon the subdivision of share to apportion the right to participate in profits in any manner as between the shares resulting from subdivision. The right attached to preference shares shall be such as may be determined by the company at the time of issue thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company(the "Board", which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, application, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and delegate all or any the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.

7. Sub –division of each Equity Share of Rs. 10/- each into 10 Equity Shares of Rs. 1/-each

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any of the Companies Act, 2013(including any statutory modification(s) or enactment thereof for the time being in force) and Article 51(b) and other enabling provisions of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any required from any authority, consent of the Members be and is hereby accorded to sub-divide each equity Share of the Nominal value of Rs. 10/-(Rupees Ten Only) each in the Capital of the Company fully paid up, into 10 Equity Shares of Rs. 1/-(Rupees One only) each fully paid up and all the Equity Shares of Rs10/-(Rupees Ten Only) each fully paid, of the company, be subdivided accordingly, with effect from the Record Date as may be fixed for the purpose.

RESOLVED FUTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of nominal value of Rs. 10/-(Rupees Ten Only) of the Company existing on the Record date to be fixed by the company shall stand sub-divided into equity share of nominal value of Rs. 1(Rupees One Only) each fully paid up.

RESOLVED FURTHER THAT upon Sub-division as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of Rs 10/-(Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, either call back the existing Share Certificate(s) from the Shareholders or without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the company, in lieu of such existing Share Certificate(s) subject to the provisions laid down in the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and the Articles of Association of the Company and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company(the “Board”, which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.

8. Approve Related Party Transaction

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

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be accorded to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associates Company or any other transactions of whatever nature with related parties.

RESLOVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary ,proper , expedient or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds,



matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution”.

Date: 28.07.2016

Registered Office:

303 Hotel The Taksonz,
Opp. Railway Station
Ludhiana-141008

BY THE ORDER OF THE BOARD
For Pact Industries Limited

-sd/-
(DIVYA KHANNA)
(Company Secretary)

CIN: 18101PB1993PLC013193

Phone: 0161-2731851/852

Email : pactindustries1993@gmail.com Website: www.pactindustries.com

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and rules made thereunder, relating to the Special business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/ herself and the proxy so appointed need not be a member of the Company. The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form for the AGM is enclosed. A person can act as a proxy on behalf of the 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.**

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.

3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members / proxies / authorized representatives should bring the duly filled Attendance Slip herewith to attend the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
6. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off-date decided for the purpose, being 22nd July, 2016 may attend and vote at the “AGM” meeting as provided under the provisions of the Companies Act.
7. Electronic copy of the Notice of the aforesaid “AGM” is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid “AGM” are being sent by the permitted mode.

8. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with Registrar and Share Transfer Agents of the Company/ Depository Participant (s), for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.
9. Members may also note that the Notice of the said "AGM" will also be available on the Company's website www.pactindustries.com and on the website of CDSL at www.evotingindia.com for download. The physical copy of the notice will also be available at the Company's Registered Office at **303 Hotel TheTaksonz, Opp. Railway Station, Ludhiana- 141008** for inspection during normal business hours on working days.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and Head Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the AGM of the Company.

11. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and any amendment there to, the Company is pleased to provide members, a facility to exercise their right to vote at the Annual General Meeting (AGM) on the item of business given in this notice by electronic means (remote- e-voting) and the business may be transacted through remote e-voting Services provided by Central Depository (Services) India Limited (CDSL).

Since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the said meeting. The facility for voting through polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through polling paper. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

Steps for remote e-voting

- (i) **The remote e-voting period begins on 22 August, 2016 at 9.00 a.m. and will end on 24th August, 2016 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as **on the cutoff date i.e. 18th August, 2016**, may cast their vote electronically. The remote e-voting modules shall be disabled by CDSL for voting thereafter. The members are requested to note that once vote on a resolution is cast electronically, he shall not be allowed to change it subsequently
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> 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 sequence number (sequence number is mentioned on the address sticker) in the PAN Field. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the Electronic Voting Sequence Number (EVSN) for PACT INDUSTRIES LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m- voting available for mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians



- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **18.08.2016**, may follow the same instructions as mentioned above for remote e- voting. The Voting rights of the members shall be in proportion to their shares in the paid up capital of the company as on the cut off date i.e. 18.08.2016. 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 said meeting. A person who is not a Member as on the cutoff date should treat this Notice for information purposes only.
- In case of any queries or issues regarding e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. Further Mr. Wenceslaus Furtado Deputy Manager having address i.e. Central Depository Services (India) Limited 16th Floor, P. J. Towers, Dalal Street Fort, Mumbai – 400001, email id: helpdesk.evoting@cdslindia.com and contact number 18002005533 is responsible to address the grievances connected with facility for voting by electronic means.
 - The Board of Directors has appointed Mrs. Pooja M Kohli, Practicing Company Secretary (Membership No. 7255 and C.P.No. 14836) of M/S Pooja M Kohli & Associates, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for same purpose.
 - The Scrutinizer shall, immediately after the conclusion of voting at the meeting , first count the votes cast at the meeting, 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 make not later than forty eight hours of conclusion of the meeting 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.
 - Chairman or the person authorized by him in writing, shall forthwith on receipt of the consolidated Scrutinizer's Report declare the results of voting within 48 hours of the conclusion of this AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pactindustries.com and on the website of CDSL immediately after the result is declared by the Chairman and shall also be communicated to the BSE Limited (BSE) and Metropolitan Stock exchange of India Ltd, where the shares of the Company are listed.
 - Subject to the receipt of requisite number of Votes, the resolutions shall be deemed to be passed on the date of AGM i.e. 25th August, 2016.

BY THE ORDER OF THE BOARD
For Pact Industries Limited

PLACE: LUDHIANA
DATE: 28.07.2015

sd/-
(DIVYA KHANNA)
(Company Secretary)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

4. Mr. Harpreet Singh, who was appointed as Managing Director by the members of the company shall be re-appointed as Managing Director of the company and hence for continuation of his employment as Managing Director requires the approval of members by way of a Special Resolution.

Keeping in view that Mr. Harpreet Singh has rich and varied experience in the Industry and has been involved in the operation of the Company over a long period of time; it would be in the interest of the company to continue the employment of Mr. Harpreet Singh as Managing Director of the company. Mr. Harpreet Singh is Graduate in Commerce and has more than 26 years of Managerial and Administrative experience in textile industries.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the company passed a resolution on 28th July, 2016 approving re-appointment of Mr. Harpreet Singh, as Managing Director of the company for a period of three years with effect from August 25th 2016 to August 24th 2019. This is subject of approval of the shareholders at this Annual General Meeting.

The details of remuneration payable to Mr. Harpreet Singh and the terms and conditions of the re- appointment are given below:

- i. Salary: 20,000 P.M which is eligible for revision on the date to be determined by the Nomination and remuneration committee.
- ii. Special Allowance: NIL
- iii. Commission: NIL

Perquisites: The Managing Director shall not be entitle to take any Perquisites.

5. The proposed Sub-division of the Equity Shares of the Company of Rs. 10/- each into smaller denomination of Rs. 1/- each requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item no. 5 of the of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company consequent to the proposed Sub-division i.e. from Rs.5,00,00,000 (Rupees Five crore only)divided into 50,00,000(Fifty Lakh only) Equity Shares of Rs. 10/-(Rupees ten only) each to Rs. 5,00,00,000 (Rupees Five Crores only)divided into 5,00,00,000 (Five crore) Equity Shares of Rs. 1/-(Rupees One Only).

The Board of Directors of your Company has approved this item in its Meeting held on 28th July, 2016 and recommends the Resolution as set out in Item No. 5 of the accompanying Notice for the approval of members of the Company as a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

6. The proposed Sub-division of the Equity Shares of the Company of Rs. 10/- each into smaller denomination of Rs. 1/- each requires amendment to the Articles of Association of the Company. Accordingly Clause 4 of the Articles of Association is proposed to be amended as set out in Item no. 6 of the of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company consequent to the proposed Sub-division i.e.from Rs.5,00,00,000 (Rupees Five Crores only) divided into 50,00,000(Fifty Lakh only) Equity Shares of Rs. 10/-(Rupees ten only) each to Rs. 5,00,00,000 (Rupees Five Crores only)divided into 5,00,00,000 (Five crore) Equity Shares of Rs. 1/-(Rupees One Only).

The Board of Directors of your Company has approved this item in its Meeting held on 28th July, 2016 and recommends the Resolution as set out in Item No. 6 of the accompanying Notice for the approval of members of the Company as a special resolution.