

# **Gromo Trade & Consultancy Limited**

**(Formerly Kamalakshi Finance Corporation Limited)**

**(Annual Report 2016-2017)**

**REGISTERED OFFICE**

705, Morya Bluemoon, Near Monginis Cake Factory  
New Link Road, Andheri (west), Mumbai- 400053  
Tel: 022-60505001  
Email: [infogromo@gmail.com](mailto:infogromo@gmail.com)  
Website: [www.gromotrade.com](http://www.gromotrade.com)

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# CORPORATE INFORMATION

Mr. Nilesh Barai	-	Whole Time Director
Mr. Upendra Patel	-	Director
Mrs. Narmada Patel	-	Director
Mr. Mehul Kadiya	-	Director
Ms. Pratiksha Mashkariya	-	CFO

## **AUDITORS**



Statutory Auditors:  
M/s. R. Soni & Co.

Internal Auditors: M/s.  
A.M. Gohel & Co.

Secretarial Auditors:  
Ms. Sonal Oza

## **REGISTRAR & TRANSFER AGENTS**

**M/s. Purva Sharegistry India Private Limited**

9 Shiv Shakti Industrial Estates, J.R. Boricha Marg  
Lower Parel (east), Mumbai- 400011

Tel: 022-2306761/8261

Email: [busicomp@vsnl.com](mailto:busicomp@vsnl.com)

## **LISTING OF EQUITY SHARES**

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

## **BANKERS**

Axis Bank Ltd	-	Andheri (west)
DCB Bank Ltd	-	Andheri (west)
RBL Bank	-	Andheri (west)

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Website: [www.gromotrade.com](http://www.gromotrade.com)

**NOTICE IS HEREBY GIVEN THAT THE 44<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. GROMO TRADE & CONSULTANCY LIMITED (FORMERLY KAMALAKSHI FINANCE CORPORATION LIMITED) WILL BE HELD ON 29<sup>TH</sup> SEPTEMBER, 2017, FRIDAY AT 02.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 705, MORYA BLUEMOON, NEAR MONGINS CAKE FACTORY, OPP. CITI MALL, LINK ROAD, ANDHERI WEST, MUMBAI 400053 TO TRANSACT THE FOLLOWING BUSINESS**

### **ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2017 together with the report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nilesh Barai (DIN: 07691781), Director, who retires by rotation and being eligible, offers himself for re-appointment
3. To ratify the appointment of Statutory Auditors of the company and if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 the members of the company do hereby ratify the appointment of M/s. R. Soni & Co. Chartered Accountants (Reg No: 130349W) as Statutory Auditors of the company to hold office up to the conclusion of 45<sup>th</sup> AGM, on a remuneration plus reimbursement of out of pocket expenses, as may be mutually agreed to between the Board of Directors and the Auditors.”

### **SPECIAL BUSINESS**

4. To regularize the appointment of Mrs. Narmadaben Patel (DIN: 07697346) as an Independent Non – Executive Director and to consider, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with schedule IV and other applicable provisions of The Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 27 of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 Mrs. Narmadaben Patel (DIN: 07697346) who was appointed as an Additional Director pursuant to the Provisions of section 161(1) of The Companies Act, 2013 and the Articles of association of the Company and who holds office up to the date of this Annual general Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of The Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from 11/01/2017 to 10/01/2022, not liable to retire by rotation”.

5. To appoint Mr. Nilesh Barai (DIN: 07691781) as the Whole time Director of the company, and to consider, and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act), and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members of the Company, be and is hereby accorded to the appointment of Mr. Nilesh Barai (DIN: 07691781), as the Whole-time Director of the Company for the period 5 years and upon the following terms and conditions, including remuneration and perquisites, as approved by the Board of Directors, with liberty to the Board of Directors (hereinafter referred to as “the Board”, which term shall include any Committee constituted or to be constituted by the Board) from time to time to alter the said terms and conditions, in such manner as may be agreed to between the Board and Mr. Nilesh Barai (DIN: 07691781) and as may be permissible at law:

- a) Period: Five years w.e.f. 11th January, 2017 to 10th January, 2022, with the liberty to either party to terminate the appointment on one months’ notice in writing to the other.
- b) Remuneration:
  - 1) Basic Salary per month: 50,000/- with maximum limit of Rs.1,00,000/- p.m.

2) Perquisites and other amenities payable/provided to the Whole-time Director will be such that shall not at any times exceed 50% of Basic Salary.

- c) The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Whole-time Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.
- d) So long as Mr. Nilesh Barai functions as the Whole-time Director of the Company, his office shall be subject to retirement by rotation, only if articles permits.

The Board may on the recommendation of the Nomination and Remuneration Committee, can give annual increment in his remuneration, various allowances and perquisites, as may be deemed appropriate, so that the payment to Mr. Nitesh Pandirkar in respect of the aforesaid, excluding gratuity, accumulated P.F., Superannuation and encashment of accumulated leave or any other retirement benefit does not exceed the overall limit of Rs.20 Lakhs, in any financial year during the period of his appointment.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid Agreement from time to time”

**6. Shareholders’ approval by means of ratification for utilization of proceeds of Preferential Allotment of 82,90,000 Equity Shares for various other purposes and to consider, and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 27 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all the applicable laws and regulations for the time being in force, in respect of Preferential Allotment of 82,90,000 Equity Shares of Face Value of Rs. 10/- each issued at a premium of Rs.2/- per share allotted by the Board of Directors at their meeting held on November 9, 2013 the ratification and approval of the Shareholders be and is hereby accorded to all acts, deeds and things done by the Company in entering into and giving effect to the utilization of proceeds as received in the said Preferential issue which is in variation to the objects as stated out in the Notice of Extra Ordinary General Meeting held on October 31<sup>st</sup>, 2013.”

**7. Shareholders’ approval by means of ratification for utilization of proceeds of Preferential Allotment of 1,48,50,000 Equity Shares for various other purposes and to consider, and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 27 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all the applicable laws and regulations for the time being in force, in respect of Preferential Allotment of 1,48,50,000 Equity Shares of Face Value of Rs. 10/- each issued at a premium of Rs.3/- per share allotted by the Board of Directors at their meeting held on February 17, 2014 the ratification and approval of the Shareholders be and is hereby accorded to all acts, deeds and things done by the Company in entering into and giving effect to the utilization of proceeds as received in the said Preferential issue which is in variation to the objects as stated out in the Notice of Extra Ordinary General Meeting held on February 7, 2014.”

**8. Shareholders’ approval by means of ratification for utilization of proceeds of Preferential Allotment of 52,00,000 Equity Shares for various other purposes and to consider, and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 27 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all the applicable laws and regulations for the time being in force, in respect of Preferential Allotment of 52,00,000 Equity Shares of Face Value of Rs. 10/- each issued at a premium of Rs.15/- per share allotted by the Board of Directors at their meeting held on June 24, 2014 the ratification and approval of the Shareholders be and is hereby accorded to all acts, deeds and things done by the Company in entering into and giving effect to the utilization of proceeds as received in the said Preferential issue which is in variation to the objects as stated out in the Notice of 41<sup>st</sup> Annual General Meeting held on June 14, 2014.”

9. **Determination of fee for delivery of any documents through a particular mode to a member and 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 20(2) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members is hereby given to the Board of Directors of the Company (the ‘Board’ which term shall include its Committee(s) constituted / to be constituted by it to exercise its powers including the powers conferred by this resolution) to levy amount of Rs. 50/- (Rupees Fifty Only) per such document as a fee to member to enable recovery of expenses incurred by the Company towards complying with such request for delivery of any documents through a particular mode;

**“RESOLVED FURTHER THAT** the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document;

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

**By order of the Board of Directors**

**Place: Mumbai**  
**Date: 26/08/2017**

**Sd/-**  
**Nilesh Barai**  
**Whole Time Director**  
**DIN: 07691781**



1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is attached hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty in number 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 total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
4. Corporate members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to section 113 of the Companies Act, 2013, are requested to send to the company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the meeting.
5. Members, Proxies and Authorised representatives are requested to bring to the meeting the attendance slips enclosed herewith duly completed and signed mentioning therein details of DP ID and Client ID/Folio No.
6. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
7. The register of Members and Share Transfer Books of the Company will be closed from 24/09/2017 to 27/09/2017 both days inclusive, for payment of dividend/bonus, if any, declared/ approved, at Annual General Meeting.

8. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
9. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at Purva Share registry (India) Pvt Ltd. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai - 400 011.
10. **The Securities & Exchange Board of India (SEBI) has mandated 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 their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (M/s. Purva Share registry (India) Pvt Ltd.) of the Company.**
11. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2015-2016 along with Notice of 44<sup>th</sup> Annual General Meeting of the company (including the Attendance Slip & Proxy Form) is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for the financial year 2016-17 along with the notice of the 44<sup>th</sup> Annual general Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Forms is being sent by other permissible modes.
12. Electronic copy of the Notice convening the 44<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
13. Members may also note that the Notice of the 44<sup>th</sup> Annual General Meeting and the Annual Report for financial year 2016-2017 will also be available on the Company's website [www.gromotrade.com](http://www.gromotrade.com) which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on all the working days except Saturdays.
14. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
15. The Company has paid the annual listing fees for the financial year 2017-2018 to BSE Limited.
16. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
17. Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and Regulations of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015



1. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, the Company will be providing its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 43<sup>rd</sup> 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).

2. The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.
3. The members who have casted 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.

**a. The Following are the instructions for E-voting:**

- i. Members whose e-mail addresses are registered with the company/Depository Participant(s) will receive an e-mail from NSDL informing the User-ID and Password.
  1. Open e-mail and open PDF file viz; "gtcl-voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note the password is an initial password.
  2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  3. Click on shareholder- Login
  4. Insert user ID and password and initial password noted in step 1 above. Click Login
  5. Password change menu appears. Change the password 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.
  6. Home page of e-voting opens. Click on e-voting. Active e-voting cycles.
  7. Select "EVEN of Gromo Trade & Consultancy Ltd (Formerly Kamalakshi Finance Corporation Ltd).
  8. Now you are ready for e-voting and cast vote page opens.
  9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  10. Upon confirmation, the message "Vote caste successfully" will be displayed.
  11. Once you have voted on the resolution, you will not be allowed to modify your vote.
  12. For the votes to be considered valid, the institutional shareholder(s) i.e. other than individuals, HUF, NRI, etc. are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/authorization letter etc. together with attested specimen signature of the authorized signatory/signatories who are authorized to vote, to the scrutinizer via e-mail [infogromo@gmail.com](mailto:infogromo@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- ii. For members whose email IDs are not registered with the Company/ Depository participant(s) who receive physical ballot forms, the following instructions may be noted:
  - a. The initial password is provided at the bottom of the Ballot Form
  - b. Please follow all the steps from 1 to 12 mentioned above, to cast your vote.
- iii. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot password' option available on the site to reset the password.
- iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- v. In case of any queries you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- vi. The e-voting period commences on Tuesday 26/09/2017 at 9:00 A.M. and ends on Thursday, 28/09/2017 at 5:00 P.M. During this period, members of the company holding shares either in physical form or in dematerialized form, as on the cut off / relevant date i.e. Friday, 22/09/2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.



- vii. Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., Friday, 22/09/2017 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [www.gromotrade.com](http://www.gromotrade.com). However, if such member is already registered with NSDL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by NSDL by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- viii. 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 i.e., Friday, 22/09/2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ix. Mr. R. Soni, Chartered Accountant, (Membership No. 133240), Partner of M/s. R. Soni & Co., Chartered Accountants, Mumbai has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and e-voting process in a fair and transparent manner.
- x. The Scrutinizer shall after the conclusion of voting at the AGM, 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 authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- xi. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company [www.gromotrade.com](http://www.gromotrade.com) and on the website of NSDL immediately after the declaration of results by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.



#### **Item No. 4**

Mrs. Narmadaben Patel was appointed by the Board of Directors of the Company as additional director on 11<sup>th</sup> January, 2017 with the recommendation of the board. She holds Office until the ensuing annual general meeting under section 161 (1) of the Companies Act, 2013. As per the current provisions of company law and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, independent directors are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.

It is proposed to appoint Mrs. Narmadaben Patel as Independent director of the company pursuant to section 149, Schedule IV and other applicable provision, if any, of the Companies Act, 2013. The proposed appointment is recommended by the board. In respect of his proposed appointment, the company has, as required by section 160 of the Companies Act, 2013, received a notice in writing regarding her candidature for the office of the director. Mrs. Narmadaben Patel has submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that she meets the criteria of independence as provided in sub section. Mrs. Narmadaben Patel is not disqualified from being appointed as director in terms of section 164 of the Act.

In the Opinion of the Board the proposed appointment of Mrs. Narmadaben Patel as independent director fulfills the conditions specified in the Act and the rules made there under and that the proposed appointment of Mrs. Narmadaben Patel is independent of the management.

Copy of the draft letter for appointment of Mrs. Narmadaben Patel as independent director setting out terms and conditions is available for inspection by members at the registered office of the company.

The Board of Director is of the opinion that Mrs. Narmadaben Patel possesses requisite skills, experience and knowledge relevant to the company's business and it would be in the interest of the company to continue to have her association with the company as director.

The Board recommends passing of the ordinary resolution set out in item no.4 of the Notice

#### **Item No. 5**

Pursuant to the provisions of Sections 196, 197 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board, and subject to the approval of the shareholders, the Board of Directors at its meeting held on 10th January, 2017, appointed Mr. Nilesh Barai as the Whole-time Director of the Company with effect from 11<sup>th</sup> January, 2017, for a period of five years subject to retire by rotation.

Mr. Nilesh Barai is not related to any other Director of the Company. A brief profile of Mr. Nilesh Barai as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as an Annexure to this Notice.

In the event of absence of or inadequacy of Profit in any Financial Year during the tenure, the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013.

The Board of Directors be and hereby authorised to alter and vary the terms and conditions and grant increment(s) and other perquisites to respective individuals so as not to exceed the maximum limits for the payment of remuneration specified in Schedule V to the Companies Act, 2013 or any amendments thereto, as may be agreed to between the Board of Directors and the respective directors.

The Nomination and Remuneration Committee at its meeting has already approved the remuneration payable to Mr. Nilesh Barai, Whole-time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon. The Board commends the Special Resolution set out at Item No.6 of the accompanying Notice for the approval by the Members.

Except Mr. Nilesh Barai, being the appointee, none of the other Directors / Key Managerial Personnel / their relatives is in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No.5 of the Notice.

#### **Item No. 6**

The Company had passed a Special Resolution on October 31, 2013 for its first Preferential Issue of 1,00,00,000 Equity shares of Face Value of Rs. 10/- each. However, the Board of the Directors of the Company at their meeting held on November 9, 2013 had allotted of 82,90,000 Equity Shares of Face Value of Rs. 10/- each at a premium of Rs.2/- per share (Issue Price Rs. 12/- each = Face Value Rs. 10/- each + Premium Rs.2/- each) and the Company collected Rs. 9,94,80,000/- from the allottees.

The main object for raising funds through preferential issue was:

The object of the issue is to fulfill the additional fund requirements for capital expenditure including acquisition of companies /business, funding long term working capital requirements, marketing, setting up of offices abroad and for other approved corporate purposes.

The total proceeds of Rs 9,94,80,000/- was utilized as follows:

Loans provided to different entities	-Rs. 6,79,91,384/-
Investment Rs.	-Rs. 3,03,80,038/-
Working Capital	-Rs. 11,08,578/-

To confirm and ratify the decision of the Board w.e.f. November 9, 2013 i.e. the date of allotment of Equity shares to vary/ alter the utilization of the funds as and when considered advantageous compared to the proposed utilization as disclosed in the Notice of General Meeting held on 1<sup>st</sup> October, 2013. To further confirm and ratify the resolution passed by the shareholders through Extra Ordinary General Meeting held on 31<sup>st</sup> October, 2013, the consent of the members is required pursuant to the provisions of Section 27 of the Companies Act, 2013.

Your Board recommend passing of the above resolution as set out in the Notice.

None of the Directors of the Company is interested/ concerned in the resolution except as members of the Company.

#### **Item No. 7**

The Company had passed a Special Resolution on February 7, 2014 for its second Preferential Issue of 1,50,00,000 Equity shares of Face Value of Rs.10/- each. However, the Board of the Directors of the Company at their meeting