



**SHREE MANUFACTURING
COMPANY LIMITED**

**38th
ANNUAL REPORT (2014-15)**

BOARD OF DIRECTORS

Mr. Vishal Dedhia
 Ms. Namrata Malu
 Mr. Mahendra Ganatra
 Mr. Dinesh Bainwal

Whole Time Director & CFO
 Independent Director
 Independent Director (upto 3rd July, 2015)
 Independent Director (w.e.f. 3rd July, 2015)

REGISTERED OFFICE

Address: 9, Brabourne Road, 7th Floor, Kolkata – 700 001

Website: www.smcl.co.in;

Email: shreemanufacturing@hotmail.com.

AUDITORS**MR. SANJAY KUMAR MAHESWARY**

Chartered Accountant

Add: 21, Sarkar Bye Lane,
 Kolkata – 700 007

Tel: 033-22413506

Mob: 9231508470

Email: sanjaymaheswary@yahoo.com

REGISTRAR & SHARE TRANSFER**PURVA SHAREISTRY (INDIA) PRIVATE LIMITED**

Add: Unit No. 9, Shiv Shakti Ind. Estate
 Lower Parel (East), Mumbai – 400 011

Tel: 022-23016761/8251

Fax: 022-23012517

Email: busicomp@vsnl.com

Web: www.purvashare.com

ANNUAL GENERAL MEETING

Day	Tuesday
Date	29/09/2015
Venue	9, Brabourne Road, 7th Floor, Kolkata – 700 001
Time	11.30 AM

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NOTICE TO THE MEMBERS

SHREE MANUFACTURING COMPANY LIMITED

CIN : L36999WB1976PLC030796

Regd. Off.: 9, Brabourne Road, 7th Floor, Kolkata – 700 001

Tel: 033-22424752, 22424749 | Fax: 033-22426799

Website: www.smcl.co.in | Email:

shreemanufacturing@hotmail.com

NOTICE is hereby given that the 38th Annual General Meeting of the Members of SHREE MANUFACTURING COMPANY LIMITED will be held on **Tuesday, 29th September, 2015 at 11.30 AM** at 9, Brabourne Road, 7th Floor, Kolkata – 700 001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint Mr. Chetan Dedhia, Chartered Accountants (Membership No. 044402), as the Statutory Auditor of the Company in place of Mr. Sanjay Kumar Maheswari, (Membership No. 51625), retiring auditor, to hold office from the conclusion of this Meeting until the conclusion of the 43rd Annual General Meeting of the Company (subject to ratification of his appointment at every Annual General Meeting) on such remuneration as may be agreed between the Board of Directors of the Company and the Auditor."

SPECIAL BUSINESS

3. **To Re-Appoint Ms. Namrata Subhash Malu (DIN: 03583659) as an Independent Director as per Companies Act, 2013.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Namrata Subhash Malu (DIN: 03583659), a non-executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for four consecutive years for a term up to the conclusion of the 42nd Annual General Meeting of the Company in the Calendar Year 2019."

4. **To Regularize appointment of Mr. Dinesh Bainwal (DIN: 06361230) as an Independent Director as per Companies Act, 2013.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, schedule IV and all other applicable provisions of the Companies Act, 2013 read with (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Dinesh Bainwal (DIN: 06361230), who was appointed as an Additional Director (Independent)pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the company and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five years effective from the date of appointment by the Board that is from 3rd July, 2015 to 2nd July, 2020."

5. **Appointment and Remuneration of Mr. Vishal Dedhia (DIN: 00728370) as Whole-time Director as per Companies Act, 2013.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT subject to the provisions of Sections 196, 197 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, approval of the Company be and is hereby accorded to the re-appointment and remuneration to Mr. Vishal Dedhia (DIN: 00728370) as Whole-time Director of the Company under the Companies Act, 2013 for a period of three years with effect from 1st September, 2015 to 31st August, 2018 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Vishal Dedhia, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

6. **Adoption of New Articles of Association as per Companies Act, 2013.**

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

“RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions, if any, of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force), the new set of Articles of Association as placed before the meeting and initialed by the Chairman for the purpose of identification be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to sign and execute such Forms, papers, documents, deeds and instrument and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient by them for the purpose of giving effect to this resolution.”

7. **Creation of Charge on Movable and Immovable Properties of the Company, Both Present & Future**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions , if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to create mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole or any part of the company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans (in foreign currency and/or in Indian currency) and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments) issued/to be issued by the Company from time to time, in one or more tranches, upto an aggregate limit of 50 Crores (Rupees Fifty Crores Only), together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses

and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered / to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to finalize the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.”

8. Powers to the Board of Directors to Borrow Moneys in Excess of Paid up Capital and Free Reserves of the Company

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

“**RESOLVED THAT** subject to the provisions of Section 180 (1) (c) of the Companies Act, 2013 including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or Public Financial Institution as defined under Section 2 (72) of the Companies Act, 2013 and/or eligible foreign lender and/or any entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose.”

“**RESOLVED FURTHER THAT** the Board of Directors 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 to execute 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 as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board of Directors

Place: Kolkata
Date: 13th August 2015

Vishal Dedhia
Whole-time Director

REGISTERED OFFICE:
9, Brabourne Road,
7th Floor Kolkata – 700 001

NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 3, 4 and 5 of the accompanying Notice.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company

not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Share Transfer Books of the Company will remain closed from 23rd September, 2015 to 29th September, 2015 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 29th September, 2015.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the 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 their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
11. Members who hold shares in physical form are requested to send their e-mail address to the following: busicomp@vsnl.com
12. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Purva Shareregistry (I) Pvt Ltd, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
14. E-Voting process

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on 26th September, 2015 at 9.00 am and ends on 28th September, 2015 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.

- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 8 digits of the sequence number 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Shree Manufacturing Company Limited" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**

- 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xix) Those persons, who have acquired shares and have become Members of the Company after the despatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 22nd September, 2015 shall view the Notice of the 38th AGM on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) M/s S.G.Parekh & Co., Practicing Company Secretaries, has been appointed as a Scrutinizer to scrutinize the remote e-voting and voting process at the AGM in a fair and transparent manner. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM. The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (xxii) The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the Bombay Stock Exchange (BSE).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 2

Mr. Sanjay Kumar Maheswari, Chartered Accountants, statutory Auditors of the Company who are retiring at this Annual General Meeting have expressed their unwillingness to be re-appointed.

The Company has received special notice under section 140(4) read with section with Section 115 of the Companies Act, 2013 from a Member of the Company recommending appointment of Mr. Chetan Dedhia, Chartered Accountants, as Statutory Auditors at the forthcoming Annual general Meeting of the Company. They have provided their consent, certificates and declarations as required under Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution.

The Board recommends the Resolutions as set out at item Nos. 2 of the Notice for your approval.

ITEM NO. 3

Ms. Namrata Subhash Malu (DIN: 03583659) was appointed as Independent Directors of the Company on 28th August, 2012. She was liable to retire by rotation at Annual General Meetings of the Company as per their terms of appointment. In terms of provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 consecutive years and he shall not be liable to retire by rotation. To comply with the above provisions, it is proposed to appoint Ms. Namrata Subhash Malu (DIN: 03583659) as Independent Directors of the Company to hold office as such four consecutive years for a term up to the conclusion of the 42nd Annual General Meeting of the Company in the Calendar Year 2019, who shall not be liable to retire by rotation. Ms. Namrata Subhash Malu (DIN: 03583659) has given the requisite declarations pursuant to Section 149(7) of the Companies Act, 2013, to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notices along with requisite deposit under section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except Ms. Namrata Malu.

The Board recommends the Resolutions as set out at item Nos. 3 of the Notice for your approval.

ITEM NO. 4

Mr. Dinesh Bainwal (DIN: 06361230) was appointed as an Additional Independent Director by the Board of Directors on 3rd July, 2015. In accordance with the provisions of Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member of the company proposing his candidature for appointment as Independent Director of the Company in accordance with the provisions of section 160 of the Companies Act, 2013. Mr. Dinesh Bainwal is not disqualified from being appointed as a Director in terms of section 164 of the act. Section 149 of the Act stipulates the criteria of Independence and pursuant to said section an independent director can hold office for a term upto 5(five) consecutive years on the Board of the company w.e.f. the date of appointment by the Board, i.e. from 3rd July, 2015 to 2nd July, 2020 and shall not be included in the total number of directors for retirement by rotation. The Company has received a declaration from Mr. Dinesh Bainwal (DIN: 06361230) that he meets the criteria of Independence as prescribed under sub- section(6) of section 149 of the Act. The Board feels that presence of Mr. Dinesh Bainwal (DIN: 06361230) on the Board is desirable and would be beneficial to the company and hence recommend the resolution for adoption.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except Mr. Dinesh Bainwal.

The Board recommends the Resolutions as set out at item Nos. 4 of the Notice for your approval.

ITEM NO. 5

The members at the 35th Annual General Meeting held on 25th September, 2012 had approved the appointment of Mr. Vishal Dedhia as Whole-time Director of the Company, for a period of 3 years from 1st September, 2012 to 31st August, 2015 and remuneration of basic salary of Rs. 60,000 per annum for a period of 3 years from 1st September 2012 to 31st August 2015. The term of 3 years of Mr. Vishal Dedhia is expiring on 31st August, 2015. Considering the growth achieved by the Company and the ambitious growth plan for immediate future, the responsibilities borne by the Whole-time Director and the industry standards, the Board of Directors of the Company at its Meeting held on 13th August 2015 has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved re-appointment and remuneration of Mr. Vishal Dedhia, as Whole-time Director under the Companies Act, 2013 for a period of 3 years from 1st September, 2015 to 31st August, 2018 (both days inclusive). The Whole-time Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013.

The other terms of remuneration payable to Mr. Vishal Dedhia, Whole-time Director are set out below :

SALARY:

Basic Salary shall be Rs. 60,000/- (Rs. Sixty Thousand) per year.

PERQUISITES:

Mr. Vishal Dedhia shall not be entitled to any perquisites

COMMISSION:

Mr. Vishal Dedhia shall not be entitled to any commission

The nature of employment of the WTD with the Company shall be contractual and can be terminated by giving three months' notice from either party. Pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the remuneration payable to the Whole-time Director is now being placed before the members in the 38th Annual General Meeting for their approval by way of a Special Resolution.

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. General Information:

(i) Nature of Industry: The Company was directly engaged in the manufacturing of textiles. But the company has no factory as of today. The company is trying to revive itself by doing some trading business and eventually set up a factory some time in future and restart the manufacturing of textile business that the company was doing earlier.

(ii) Date or expected date of Commencement of Commercial production: As of today it is difficult to give a date but the company is trying its best to commence its manufacturing business but we hope that on best effort basis that day will come soon.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

(iv) Financial performance based on given indicators - as per audited financial results for the year ended

31st March 2015	(Particulars Amt in Rs.)
Turnover & Other Income	Nil
Net profit as per Profit & Loss Account (after tax)	(14,32,460)
Net worth	(79,59,216)

(v) Foreign Investment or collaborations, if any: The Company has not entered into any foreign collaborations. The Company has not made any foreign investments.

II Information about the appointee

(i) Background Details: Mr. Vishal Dedhia, a M B A having vast experience in the fields of financial managements.

(ii) Past remuneration: remuneration drawn by Mr. Vishal Dedhia for the period 1st April 2014 to 31st March 2015 is Rs. 60,000/-.

(iii) recognition or awards: None

(iv) Job profile and her suitability: Mr. Vishal Dedhia, Whole-time Director is responsible for day to day management of the Company. Taking into consideration his qualifications and expertise in Finance and Marketing, the whole-time Director is best suited for the responsibilities of current assigned role.

(v) Remuneration proposed: Basic salary of Rs. 60,000/- per annum.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) Taking into consideration the size of the Company, the profile of Mr. Vishal Dedhia, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

(vii) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any : Besides the remuneration proposed to be paid to him, Mr. Vishal Dedhia or any of his relatives do not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Other Information

(i) Reasons for loss or inadequate profits: The company is currently going through a loss since the company is not able to explore any business opportunities either in manufacturing or trading of textiles even after its