

**SHAKTI PRESS LIMITED**

**22<sup>nd</sup> ANNUAL REPORT**

**2014-15**

**CIN: L22219MH1993PLC071882**

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## **BOARD OF DIRECTORS**

**Shri Raghav Sharma (DIN 00588740)**  
Chairman & Managing Director

**Shri Deepak Dhote (DIN 00156108)**  
Joint Managing Director

**Shri Nitin Dhote (DIN 01927677)**  
Whole Time Director

**Smt Shailja Sharma (DIN 05210871)**  
Whole Time Director

**Shri Shreedhar Parate (DIN 00542525)**  
Independent Director

**Shri Sunder Venkatraman (DIN 02153123)**  
Independent Director

**Shri Kailashchandra Sharma (DIN 02431885)**  
Independent Director

**Shri Ashutosh Potnis (DIN 02575429)**  
Independent Director

**CHIEF FINANCIAL OFFICER**  
**Bernard Wong**

**STATUTORY AUDITORS**  
**M/s. Motwani & Co**  
First Floor, Block No 310, Sadodaya Plaza,  
Near Ram Mandir, Opp May Hospital,  
CA Road,  
Nagpur 440012

**BANKERS**  
**Arvind Sahakari Bank Limited**  
Digdoh, Hingna, Nagpur- 440 016

**REGISTERED OFFICE**  
"Shakti House"  
Wardha Road,  
Nagpur-440 012 (INDIA)  
Tel. (+) 91- 712- 2423153, 2425518  
Email: [shaktipresslimited@gmail.com](mailto:shaktipresslimited@gmail.com)  
Website: Shaktipresslimited.com

**WORKS**  
U – 116, MIDC Industrial Area, Hingana Road,  
Nagpur – 440 016  
  
Kh. No. 49, Tah. Hingna, Vill. Mondha  
Kanoli Bara Road, Nagpur (M. S.)  
  
Kh. No. 69, Village - Mondha, Tah. Hingna,  
Kanoli Bara Road, Nagpur (M. S.)  
Village: Kolari, Tahsil: Chimur  
Ph.07104-235445, 236347,  
Fax - 07104-237694.  
Email: [spl.mondha@gmail.com](mailto:spl.mondha@gmail.com)

**REGISTRAR & TRANSFER AGENT**  
**LINK INTIME INDIA PRIVATE LTD**  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (W),  
Mumbai – 400 078 Ph 022 25963838  
Email: [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)

**GRIEVANCE REDRESSAL DIVISION**  
[shaktipresslimited@gmail.com](mailto:shaktipresslimited@gmail.com)

**NOTICE**

**NOTICE**, is hereby given that **Twenty Second Annual General Meeting** of the Members of the Shakti Press Limited, will be held on **Wednesday, September 30, 2015 at 10.00 a.m.** at the Registered Office of the Company at U - 116, Hingana M.I.D.C. Industrial Area, Nagpur – 440 016 (Maharashtra), to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss Account for the year ended on that date together with the Reports of Directors and Auditors, thereon.
2. To appoint a Director in place of **Shri Deepak Dhote(DIN 00156108)** who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Smt Shailja Sharma (DIN 05210871)** who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013 and Rules made there under, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by Members at the Annual General Meeting held on 30<sup>th</sup> December, 2014 the appointment of M/s. Motwani & Co., Chartered Accountants, (129065W), as the auditors of the Company to hold office till the conclusion of the (26<sup>th</sup>) Annual General Meeting to be held in the Calendar year 2019 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the audit committee in consultation with the auditors."

**SPECIAL BUSINESS:**

5. To reappoint **Shri Deepak Dhote (DIN 00156108)** as a **Joint Managing Director of the Company w.e.f. November 01, 2015 to hold office for a period of 5 (five) consecutive years** and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT**, subject to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, Schedule V to the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications and/or re-enactment thereof for the time being in force), the Company do hereby approve the re-appointment of **Shri Deepak Dhote(DIN 00156108)** as the Joint Managing Director of the Company, for a further period of five (5) years effective 01<sup>st</sup> November, 2015 on the terms and conditions including payment of existing remuneration as minimum remuneration as set out in the explanatory statement annexed hereto, with liberty to the Board of Directors including any Committee thereof to revise, amend, alter, vary and implement the terms and conditions of re-appointment including payment of remuneration in such manner and as may be permitted in accordance with the provisions of the Companies Act, 2013 read with Schedule V and/or any modifications / amendments thereof.

**RESOLVED FURTHER THAT**, in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of **Shri Deepak Dhote(DIN 00156108)** as the Chairman and Managing Director of the Company, the payment of remuneration comprising of salary, perquisites and commission shall be governed by the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 and be paid as the minimum remuneration.

**RESOLVED FURTHER THAT**, **Shri Deepak Dhote(DIN 00156108)**, shall be liable for the retirement by rotation during his tenure as Executive Director of the company.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby authorised for the purpose of giving effect to the above resolution, to take all such actions and give all such directions, or do all such acts, deeds, matters and things as may be necessary in this regard and further to execute all such deeds, documents and writings as may be necessary in this regard."

The terms and conditions including remuneration as specified hereunder:

**Salary:** Salary of Rs. 25,000/ Per month.

All other expenses incurred by the appointee, in connection with the business of the company to be reimbursed."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised for the purpose of giving effect to the above resolution, to take all such actions and give all such directions, or do all such acts, deeds, matters and things as may be necessary in this regard and further to execute all such deeds, documents and writings as may be necessary in this regard."

**For SHAKTI PRESS LTD**

Place: Nagpur  
Date: September 2, 2015

(Raghav Sharma)  
DIN: 00588740  
**CHAIRMAN & MANAGING DIRECTOR**

**Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

**Item No: 05**

The tenure of Mr. Deepak Dhote as Joint Managing Director of the Company will be expired on 31st October 2015. In view of his long association with the Company the Board of Directors considers it desirable in the interest of the Company that the Company should continue to avail of the Benefits of his services. The Nomination and Remuneration Committee at their meeting held on 1st September, 2015 had approved and recommended to the Board of Directors/Members of the Company recommend and approve the reappointment of Shri Deepak Dhote as Joint Managing Director of the Company with effect from 01st November 2015 for a period of five (5) years on the payment of the following terms and conditions. The Board of Directors in their meeting held on 02nd September 2015 has considered, approved and recommend to the Members of the Company the re-appointed of Shri Deepak Dhote as the Joint Managing Director of the Company with effect from 01st November 2015 for a period of five (5) years subject to consent of the Members of the Company at the ensuing General meeting and requisite permission and approval required if any.

The terms and conditions including remuneration as specified hereunder :

- i. Terms and Conditions governing the employment of Shri Deepak Dhote are as per Rules of the Company applicable from time to time.
- ii. Remuneration pay of Rs. 25,000 per month with the authority to Board to revise / alter from time to time.
- iii. Perquisites and Benefits as per the as per Rules of the Company prevailing from time to time."
- iv.

Minimum Remuneration : (In case of no profits / profits are inadequate)

Notwithstanding the above, wherein any financial year during the currency of term of office of Shri Deepak Dhote, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to the Joint Managing Director by way of salary or other benefits in accordance with the Schedule V of the Companies Act, 2013.

The Members therefore requested to confirm the re-appointment of Shri Deepak Dhote as a Joint Managing Director of the Company on the aforesaid terms and conditions with the authority to Board / Committee to revise / modify the same from time to time.

None of the other Directors/ Key Managerial Personnel of the Company/ their relatives is in any way, concerned or interested, financially or otherwise, except Shri Deepak Dhote is deemed to be concerned or interested in the resolution, which pertains to his re-appointment and Shri Nitin Dhote being relative of Shri Deepak Dhote is deemed to be concerned or interested in the resolution set out

**For SHAKTI PRESS LTD**

Place: Nagpur  
Date: September 2, 2015

(Raghav Sharma)  
DIN: 00588740  
**CHAIRMAN & MANAGING DIRECTOR**

**NOTES:**

1. A Member entitled to attend and vote is entitled to appoint Proxy to attend and vote instead of himself and the Proxy need not be the Member of the Company. The Proxies in order to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Members/proxies are requested to fill the attendance slips duly filled in for attending the meeting and bring their copies of the Annual Report to the meeting.
3. Members are requested to notify immediately any change in their address to Company's Registrar and Share Transfer Agent (RTA).
4. The Register of Members and Share Transfer Book of the Company will remain closed from **Monday, September 21, 2015 to Wednesday, September 30, 2015 (Both days inclusive)** for the purpose of Annual General Meeting.
5. Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
6. Members are requested to furnish their bank account details, change of address and all other require details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (Dps).
7. Corporate Members intending to depute their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. Members are requested to write to the Company for any queries, regarding Accounts, so as to reach the Company at least ten days before the meeting, to enable the management to keep the information ready at the Meeting.
9. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business under Item Nos. 5 are annexed hereto and forms part of the Notice.
10. The relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days, between 11.00 a.m. and 1.00 p.m. up to the date of the declaration of result.
11. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agent of the Company at the following address:

**Registrar & Share Transfer Agent**

**M/s Link Intime India Private Limited**

**Unit : Shakti Press Ltd**

**C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078**

**Tel. No.: 022 25960320 / 25963838**

**Fax No.: 022 25962691 Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)**

12. The relevant details as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, in respect of Directors seeking appointment / re-appointment as Directors under Item Nos. 2,3 and 5 are also annexed hereto.
13. The Section on General Shareholder Information ("the said Section") containing information of particular relevance to Shareholders forms a part of the Report on Corporate Governance. Attention of all Shareholders is accordingly drawn to the said Section.
14. Additional information in pursuant to clause 49 of the Listing Agreement with stock exchange in respect of directors seeking appointment or reappointment at the AGM is furnished and forms part of this notice. The Directors have furnished requisite consent for their appointment or re-appointment.
15. 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 mode are requested to update their PAN to their Deposit Participant. Members holding shares in Physical mode shall send copy of their PAN to R & T Agent of the company.
16. Electronic copy of the Notice of the 22<sup>nd</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 whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of 22<sup>nd</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 in the permitted mode.
17. Members may please note that the Notice of the 22<sup>th</sup> Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website [www.shaktipresslimited.com](http://www.shaktipresslimited.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [shaktipresslimited@gmail.com](mailto:shaktipresslimited@gmail.com).
18. **E Voting**
  - a) In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, and Clause 35B of the Listing Agreement, the Company is pleased to provide the e-voting (the "Remote e-voting") and ballot facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being September 23, 2015, to exercise their right to vote by electronic and ballot means on any or all of the businesses specified in the accompanying Notice.
  - b) In terms of the recent amendment to the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not be entitled to vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being September 23, 2015.
  - c) The Company has appointed **Shri Vinod Mahant, Practicing Advocate, having office at, 5th floor, plot no 110, Pitruchaya Apartment, Laxmi Nagar, Nagpur- 440012;** as the Scrutinizer for conducting the remote e-voting, through

ballot paper or poll and for the purpose of conducting the voting process at the AGM in a fair and transparent manner and they have communicated their willingness to be appointed for the same purpose.

- d) Members who do not have access to remote e-voting facility may send duly completed Ballot form annexed hereto so as to reach the Scrutinizer at his Office address at not later than Tuesday, September 29, 2015 (5.00 p.m. IST). Ballot form received after Tuesday, September 29, 2015 (5.00 p.m. IST) will be treated as invalid. A Member can opt for only one mode of voting i.e. through remote e-voting, by Ballot or by poll. If a Member casts vote by both modes, then voting done through remote e-voting shall prevail and the Ballot form shall be treated as invalid.
- e) Once the vote on a Resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- f) 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.
- g) The Company has engaged the services of National Securities Depository Limited (NSDL), as the Agency to provide e-voting facility.
- h) Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member / Beneficial Owner as on the cut-off date i.e. September 23, 2015. A person, whose name is recorded in register of Members or in the register of beneficial owners maintained by the depositories as on the cutoff date shall only be entitled to vote.
- i) The Scrutinizers will, after scrutinizing the votes cast at the meeting and through remote e-voting and ballot, not later than three days of conclusion of the Meeting, make consolidated scrutinizers report and submit the same to the Chairman/Managing Director. The results declared along with the consolidated scrutinizers' report shall be placed on the website of the Company [www.shaktipresslimited.com](http://www.shaktipresslimited.com). The results shall simultaneously be communicated to the Stock Exchanges.
- j) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2015.

**The instructions for shareholders voting electronically are as under:**

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- 1. Open email and open PDF file viz., 'Shakti Press e-Voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-Voting. Please note that 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. Put user ID and password as initial password/PIN note in step (i) above. Click Login.
- 5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 6. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- 7. Select "EVEN" of Shakti Press Ltd.
- 8. Now you are ready for e-Voting as 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 cast successfully" will be displayed.
- 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
- 12. Institutional shareholders i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory/ies who are authorized to vote, to the Scrutinizer through e-mail to [shaktipresslimited@gmail.com](mailto:shaktipresslimited@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy):**

- 1. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<b>EVEN</b> (e Voting Event Number)	<b>USED ID</b>	<b>PASSWORD/PIN</b>
-------------------------------------	----------------	---------------------
- 2. Please follow all steps from Sl.No. (ii) to Sl.No. (xii) above, to cast vote
- 3. In case of any queries, you may refer the frequently asked questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- 4. If you already registered with NSDL for e-Voting then you can use your existing user ID and password/PIN for casting your vote.
- 5. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communications(s)
- 6. The e-Voting period commences on September 26, 2015 (9.00 a.m.) and ends on September 29, 2015 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of August 28, 2015, 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 the shareholder, the shareholder shall not be allowed to change it subsequently. Further, members who have previously cast their vote electronically shall not be allowed to vote again at the meeting.
- 7. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 28, 2015.

## DIRECTORS' REPORT

To  
The Members,

Your Directors hereby present their Twenty Second Annual Report on the business and operations of the Company and financial statements for the year ended March 31, 2015.

### FINANCIAL PERFORMANCE/ OPERATIONS:

(Rs. In Lacs)

Financial Results	Year ended on 31-March-2015	Year ended on 30-June-2014
Sales Turnover	786.32	1488.34
Other Income	17.02	0.045
<b>Total Income</b>	<b>803.34</b>	<b>1488.38</b>
<b>Profit Before Interest, Depreciation and Tax (PBITD)</b>	<b>(26.67)</b>	<b>(135.17)</b>
Interest & Financial Expenses	36.68	78.34
Depreciation	152.50	124.82
Profit /(Loss) Before Tax	(215.85)	(338.33)
<b>Profit /(Loss) After Tax</b>	<b>(215.85)</b>	<b>(338.33)</b>

### DIVIDEND

For the year ended on March 31, 2015, in the view of the losses, the Directors regret their inability to recommend any dividend.

### OPERATIONS OF THE COMPANY

During the year, the Company achieved a turnover of Rs 803.34 lacs as compare to Rs 1488.38 Lacs. The profit of the company continues in the negative. The net loss for the period is Rs -**215.85** lacs.

### CHANGE IN NATURE OF BUSINESS

During the year under review, there was no change in the nature of the business of the Company.

### REVISION OF FINANCIAL STATEMENT

During year under review there has been no revision of financial statement in the relevant financial year. The Company had change its financial year in compliance with the provision of the Companies Act 2013. The previous year was ended on 30<sup>th</sup> June 2014. This financial year cover period of nine months from 01<sup>st</sup> July 2014 to 31<sup>st</sup> March 2015.

### MATERIAL EVENTS OCCURRING AFTER BALANCE SHEET DATE

During period under review there are no material changes and commitments that may affect the financial position of the company.

### SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company do not have subsidiaries, joint ventures or associate Companies.

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of business. These procedures are designed to ensure:

- a) that all assets and resources are used efficiently and are adequately protected;
- b) that all the internal policies and statutory guidelines are complied with; and
- c) the accuracy and timing of financial reports and management information is maintained.

### REHABILITATION STATUS

The Hon'ble BIFR, New Delhi in their meeting held on 02<sup>nd</sup> July 2015, observed that the possession of the assets of the Company has been taken over by the SBI under 13(4) of SARFAESI Act. In terms proviso of Section 15(1) of the Sick Industrial Companies Special Provisions) Act, 1985, reference case 78/2013 of the Company filed before the BIFR **abated**.

### SETTLEMENTS

During the year under review, the Company's Compromise One Time Settlement (OTS) which is under process with the State Bank of India (SBI), SAM branch, Mumbai.

### TRANSFER TO RESERVES

The Company has not transferred any amount to the general reserve account during the reporting period.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The Company has not entered into any transaction of material nature with related parties that may have any potential conflict with the interest of the Company.

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as **Annexure A** to the Board's report.



### **NAME CHANGE**

During the year under review, the Company do not had change in name of the Company.

### **INSURANCE**

Fixed and Current Assets of the Company are adequately insured.

### **OUTLOOK FOR NEW SEASON**

The Boards of Directors are trying their best to improve the performance of the Company and hopeful of achieving decent turnover in future.

### **DIRECTOR'S RETIRING BY ROTATION**

In terms of Articles of Association of the Company and as per Section 152(6) of the Companies Act, 2013 provides that 2/3<sup>rd</sup> of the Board of Directors is considered to be Directors liable to retire by rotation, of which 1/3<sup>rd</sup> shall retire at every Annual General Meeting of the Company as per Section 152(6) (e) of the Companies Act, 2013 and the Company shall have an option to re-appoint the retiring Director or appoint someone else in his place.

This year Shri Deepak Dhote and Smt Shailja Sharma are liable to retire by rotation and being eligible offer himself for re-appointment at this Annual General Meeting. The Board of Directors recommends his re-appointment for consideration of the Shareholders.

The tenure of Shri Deepak Dhote as the Jt Managing Director comes will be end on October 30, 2015. The remuneration committee and Board of Directors of the Company considered and recommended to members for their approval to reappoint Shri Deepak Dhote as the Jt Managing Director of the Company with effect from 01st November 2015 for a period of five (5) years

The brief resume and other details relating Directors who are proposed to be appointed and re-appointed, as required to be disclosed under Clause 49 of the Listing Agreement, is incorporated in the annexure to the notice calling 22<sup>nd</sup> Annual General Meeting of the Company.

### **MANAGEMENT'S DISCUSSION AND ANALYSIS**

In terms of the provisions of Clause 52 of the Listing Agreement, the Management's discussion and analysis is set out in this Annual Report as **Annexure B** to the Board's report.

### **EVALUATION OF BOARD'S PERFORMANCE**

During the year, pursuant to Section 134, 149 and Schedule IV of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board had adopted a formal mechanism for evaluating its own performance and that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through an evaluation process covering various aspects of the Board's functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, governance issues etc. A separate exercise was carried out to evaluate the performance of the individual Directors including the Chairman of the Board, who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment etc.

The evaluation of all the Directors including independent Directors was carried out by the entire Board, except for the Director being evaluated. Performance evaluation of the Board, Chairman and the Non-Independent Directors was carried out by the Independent Directors in their meeting held on 15th February, 2015.

The members of the Nomination and Remuneration Committee at their meeting held on 15th February, 2015 evaluated the performance of every Director of the Company.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees and on the basis of the report of the said evaluation, the present term of appointment of Independent Directors was continued with the Company.

### **BOARD MEETINGS**

Details about Board Meetings held during the Financial Year 2014 -15 are given in the Corporate Governance Report, which forms an integral part of this report.

### **DECLARATION BY INDEPENDENT DIRECTORS**

The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement/s with the Stock Exchanges.

### **KEY MANAGERIAL PERSONNEL**

Pursuant to the Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions and rules of the Companies Act, 2013, the following existing executives of the Company were designated as the Key Managerial Personnel of the Company by the Board in term of 2(51) of the Companies Act 2013.

- a) Shri Raghav Sharma, Managing Director(MD)
- b) Shri Deepak Dhote, Joint Managing Director(JMD)
- c) Shri Nitin Dhote, Whole time Director(WTD)
- d) Smt Shailja Sharma, Whole time Director(WTD)
- e) Shri Bernard Wong, Chief Financial Officer (CFO).

### **DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall

state that

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis and
- (e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **BOARD MEETINGS**

During the year under review, four(4) Board Meetings were held and the intervening gap between the meetings did not exceed the period prescribed under the Act, the details of which are given in the Corporate Governance Report.

#### **SHARE CAPITAL**

As at March 31, 2015 the Authorised Share Capital of the Company was Rs. 11.00 Crores and the paid-up Equity Share Capital stood at Rs. 6.52 Crores. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity shares.

#### **LISTING OF SHARES**

During the year, the Shares of the Company were listed on The Bombay Stock Exchange Limited, Mumbai under Scrip Code No. 526841. The scrip of the Company has suspended from trading from Bombay Stock Exchange wef 03<sup>rd</sup> August 2015 due to penal reason. The Company from time to time complied with requirements under Listing Agreement.

#### **COMMITTEES**

The Company has total three Committees namely Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. The details of which are given in the Corporate Governance Report, forms an integral part of this report.

#### **CORPORATE GOVERNANCE CERTIFICATE**

Your Company is committed to achieve the highest standards of Corporate Governance. It has taken adequate steps to ensure that the conditions of corporate governance as stipulated in Clause 49 of the Listing Agreement of the Stock Exchange are complied with.

A separate statement on corporate governance is enclosed as a part of the Annual Report along with the Auditor's Certificate on its compliance as **Annexure C** to the Board's report.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.**

With respect to Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014, due to no Own Processing operations and only the residual Job Work activities in the solvent extraction plant, the Conservation of energy and Technology absorption are not applicable. A separate statement of Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo as **Annexure D** to the Board's report.

#### **PARTICULARS OF EMPLOYEES**

In respect of particulars of employees pursuant to Section 196 & 197 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there were no employees employed throughout the year and were in receipt of remuneration over the maximum limit prescribed under these sections.

#### **HUMAN RESOURCES**

The company has adapted good practices to retain, encourage and develop skills of all the employees of the company.

#### **OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. During the year under review, the Company had no woman employee.

#### **CASH FLOW STATEMENT**

The Cash flow statement for the year ended March 31, 2015 is attached to the Balance Sheet.

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism/ Whistle Blower Policy has been established by the Company to provide appropriate avenues to the employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company.

#### **RISK MANAGEMENT POLICY AND REPORT**