

**28<sup>th</sup>**  
**Annual Report**  
**2014-2015**



**SHREE HARI CHEMICALS EXPORT LTD.**

## 28th ANNUAL REPORT (2014-2015)

# SHREE HARI CHEMICALS EXPORT LIMITED

### BOARD OF DIRECTORS

**Shri K. L. Ramuka**  
**Shri B. C. Agrawal**  
**Shri H. P. Ramuka**  
**Shri V. N. Gupta**  
**Shri A. D. Chirania**  
**Shri V. P. Kedia**  
**Smt. Ekta Sultania**  
**Shri S. K. Sultania**

**Chairman & Executive Director**  
**Managing Director**  
**Whole Time Director**  
**Director**  
**Director**  
**Director**  
**Director (Appointed w.e.f. 26-03-2015)**  
**Director (Resigned w.e.f. 26-03-2015)**

### BANKERS

#### STATE BANK OF INDIA

Backbay Reclamation Branch,  
Tulsiani Chambers, Nariman Point,  
MUMBAI - 400 021.

### AUDITORS

#### KAILASH CHAND JAIN & CO.

Chartered Accountants  
MUMBAI 400 020.

### REGD. OFFICE & WORKS

CIN - L99999MH1987PLC044942  
A/8, M.I.D.C. Indl. Area,  
MAHAD, Dist. Raigad  
(Maharashtra) 402 309.  
Tel.: 02145-232177  
E-mail: shreeharichem@gmail.com

### ADMINISTRATIVE OFFICE

103/104, Unique Tower,  
Near Kamat Club,  
S. V. Road, Goregaon (W),  
MUMBAI - 400 062.  
Tel.: 022-28787081 Fax: 022-28785033  
E-mail: shreeharichem@gmail.com

### REGISTRAR & SHARE TRANSFER AGENTS

#### UNIVERSAL CAPITAL SECURITIES PVT. LTD.

21, Shakil Niwas, Mahakali Caves Road,  
Andheri (E), MUMBAI 400 093.  
Tel.: 022-28207203  
E-mail: info@unisec.in

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## SHREE HARI CHEMICALS EXPORT LTD.

**SHREE HARI CHEMICALS EXPORT LIMITED**  
**Corporate Identification No. (CIN):** L99999MH1987PLC044942  
**Registered Office:** A/8, MIDC, Mahad, Dist. Raigad - 402309, Maharashtra  
**Tel:** 02145-232177/233492 **E-mail:** shreeharichem@gmail.com  
**Website:** www.shreeharichemicals.in

### NOTICE

Notice is hereby given that the **TWENTY - EIGHTH** Annual General Meeting of the members of **SHREE HARI CHEMICALS EXPORT LIMITED** be held at A/8, M.I.D.C., Mahad, Dist. Raigad (Maharashtra) on Wednesday, September 23<sup>rd</sup>, 2015 at 11.30 a.m. to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31<sup>st</sup>, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares for the Financial Year 2014-2015.
3. To appoint a Director in place of Shri Hanuman Prasad Ramuka (DIN 02440114) who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Kailash Chand Jain & Co., Chartered Accountants, Mumbai, (ICAI Registration No. 112318W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

#### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Smt. Ekta Sultania (DIN 07134485) who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 26<sup>th</sup>, 2015 and who holds office upto the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 ('the Act') and Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Smt. Ekta Sultania (DIN 07134485), 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, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years from March 26<sup>th</sup>, 2015 to March 25<sup>th</sup>, 2020.”

6. To ratify the remuneration payable to the Cost Auditor and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

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**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 25,000/- for each Financial Year 2014-15 and 2015-16 plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of cost audit to M/s. B.F. Modi & Associates, Cost Accountants, Mumbai, (ICWA Registration No. 6955) who have been appointed as Cost Auditors of the Company for the Financial Years 2014-15 and 2015-16.”

7. To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** in partial modification of the Special Resolution passed at the Annual General Meeting of the Company held on September 5<sup>th</sup>, 2014 and pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the Company be and is hereby accorded for the payment of commission of ₹ 1,00,00,000/- (Rupees One Crore) to Shri Kishori Lal Ramuka, Chairman & Executive Director of the Company for the Financial Year 2014-15 in addition to the payment of remuneration made to him for the said Financial Year.”

8. To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** in partial modification of the Special Resolution passed at the Annual General Meeting of the Company held on September 5<sup>th</sup>, 2014 and pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the Company be and is hereby accorded for the payment of commission of ₹ 1,00,00,000/- (Rupees One Crore) to Shri Bankesh Chandra Agrawal, Managing Director of the Company for the Financial Year 2014-15 in addition to the payment of remuneration made to him for the said Financial Year.”

9. To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approval as may be necessary, the consent and approval of the Company in General Meeting be and is hereby accorded to the re-appointment of Shri Bankesh Chandra Agrawal (DIN 00121080) as Managing Director of the Company for a period of three years with effect from March 1<sup>st</sup>, 2015 upon the terms and conditions including the terms as to remuneration as set out in the explanatory statement and as approved by the Nomination and Remuneration Committee with liberty to the Board of Directors of the Company (the “Board”) to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Shri Bankesh Chandra Agrawal.”

**“RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any Financial Year of the Company during Shri Bankesh Chandra Agrawal’s term of office as Managing Director, the remuneration payable to him shall be as per the minimum remuneration prescribed in Schedule V of the Act and that he shall be entitled to all other benefits and perquisites set out in the Explanatory Statement as the minimum remuneration.”

**“RESOLVED FURTHER THAT** in the event of any statutory amendment or relaxation by the Central Government to Schedule V of the Companies Act, 2013 the Board be and is hereby authorised to vary or increase the remuneration including the perquisites within such prescribed limits or ceiling to give effect to such modification, relaxation or variation without any further reference to the Company.”

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**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution.”

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.**
2. The statement setting out material facts pursuant to Section 102(2) of the Companies Act, 2013, which sets out details relating to the Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday, September 16<sup>th</sup>, 2015 to Wednesday, September 23<sup>rd</sup>, 2015 both days inclusive.
4. The dividend as recommended by the Board of Directors, if approved by the members at the 28<sup>th</sup> Annual General Meeting, shall be paid to those members whose names appear on the Register of Members of the Company after giving effect to all valid share transfers lodged with the Registrar & Share Transfer Agents of the Company on or before September 16<sup>th</sup>, 2015 in respect of shares held in physical form. In respect of shares held in electronic form, the dividend for the year ended March 31<sup>st</sup>, 2015 will be paid to the beneficial owners of shares as at the closing hours of September 16<sup>th</sup>, 2015 as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.
5. Members are requested to notify immediately any change of address:
  - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
  - (ii) to the Company's Registrar & Share Transfer Agents, **Universal Capital Securities Pvt. Ltd. (UCSPL)** 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai – 400093, in respect of their physical share folios, if any, quoting their folio numbers.
6. In view of the circular issued by SEBI, the Electronic Clearing Services (ECS/NECS) facility should mandatorily be used by the companies for the distribution of dividend to its members. In order to avail the facility of ECS/NECS, members holding shares in physical form are requested to provide bank account details to the Company or its Registrar and Share Transfer Agents.
7. Pursuant to Act, the dividend remaining unclaimed/unpaid for a period of seven years from the date they became due for payment shall be credited to the Investors Education and Protection Fund setup by the Central Government. Members who have so far not claimed the dividend are requested to make claim with the Company as no claim shall lie against the fund or the Company in respect of individual amounts once credited to the said fund.
8. Members are requested to bring their copy of the Annual Report to the meeting.
9. 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/Depositories, 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.

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10. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with UCSPL/Depositories.

### 3. VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise right to vote at 28<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depositories Services Limited (CDSL).

#### A. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, September 20<sup>th</sup>, 2015 (10.00 a.m.) and ends on Tuesday, September 22<sup>nd</sup>, 2015 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, September 16<sup>th</sup>, 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](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now select '**Shree Hari Chemicals Export Limited**' and click on submit
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
<b>DOB</b>	<p>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.</p>
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>

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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of **“Shree Hari Chemicals Export Limited”**
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the 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.
- (xix) 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](http://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 e-mailed to [helpdesk.evoting@cdslindia.com](mailto: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 e-mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

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

Please follow all steps from Sr. No. (ii) to Sr. No. (xi) above, to cast vote.

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



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- II. If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. 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 September 16, 2015. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through ballot form as well as voting at the meeting. The members who have not cast vote through remote e-voting or through ballot form shall be entitled to vote at the meeting. The members who have cast their votes by remote e-voting/ballot paper prior to meeting may also attend the meeting but shall not be entitled to cast their vote again.

Any person, who acquires shares of the Company and becomes member of the Company after despatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@cdslindia.com](mailto:evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting@cdslindia.com](http://www.evoting@cdslindia.com).

- V. Shri J.U. Poojari (FCS No.: 8102) or failing him Shri Mohammad P. (ACS No. 39232) of M/s Parikh Parekh Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- VI. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Shri J.U. Poojari (FCS No.: 8102), or failing him Shri Mohammad P. (ACS No. 39232) of M/s Parikh Parekh Associates, Practicing Company Secretaries, at the address of the Registrar and Share transfer agent of the Company, M/s Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai – 400093 not later than Tuesday, September 22, 2015 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- VII. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- VIII. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website ([www.shreeharichemicals.in](http://www.shreeharichemicals.in)) and on the website of CDSL and communicated to the BSE Limited where the shares of the Company are listed.
- IX. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m. to 6.00 p.m.) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.

**Registered Office:**

A/8, M.I.D.C. Industrial Area,  
Mahad, Dist. Raigad (Maharashtra)

Dated: August 12, 2015

**By the Order of the Board**  
**Bankesh Chandra Agrawal**  
**Managing Director**



## **SHREE HARI CHEMICALS EXPORT LTD.**

### **ANNEXURE TO THE NOTICE**

#### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013**

##### **Item No. 3**

Shri Hanuman Prasad Ramuka, Whole Time Director of the Company in terms of Section 152(6) of the Act, retires by rotation at the ensuing Annual General Meeting and is eligible for reappointment.

Shri Hanuman Prasad Ramuka, aged 44 years. He is a member of the Institute of Chartered Accountants of India and has experience of 19 years in the field of chemical industry.

He was appointed on the Board of the Company with effect from April 30, 2008.

During the year Shri Hanuman Prasad Ramuka attended six meetings of the Board of Directors of the Company.

Shri Hanuman Prasad Ramuka is not holding any directorship/committee positions in other companies.

As on date of this Notice, he does not hold by himself or for any other person on a beneficial basis, any equity share in the Company. He is not related to any other Director of the Company.

Except Shri Hanuman Prasad Ramuka, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution.

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

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Smt. Ekta Sultania (DIN 07134485) as an Additional Director with effect from March 26<sup>th</sup>, 2015 to hold office as Director till the date of the Annual General Meeting pursuant to Section 161 of the Act.

Smt. Ekta Sultania, aged 34 years, is a Bachelor of Science (B.Sc.).

In terms of Section 149 and other applicable provisions of the Act, Smt. Ekta Sultania, being eligible, is proposed to be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years upto March 25<sup>th</sup>, 2020 not being liable to retire by rotation. The Company has received a Notice in writing from a member of the Company along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Ekta Sultania for the office of Director of the Company.

Smt. Ekta Sultania has consented to act as a Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Smt. Ekta Sultania fulfills the conditions specified in the Act and the Rules thereunder for appointment as Independent Director and she is independent of the management.

The terms and conditions of appointment of Smt. Ekta Sultania as an Independent Director are available for inspection at the Registered Office of the Company during normal business hours on all working days.

Having regard to the qualifications, experience and knowledge, her appointment as an Independent Director will be in the interest of the Company. The Board recommends the resolution as set out at Item no. 5 of the accompanying Notice for the approval by the members of the Company.

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As on date of this Notice, she does not hold by herself or for any other person on a beneficial basis, any equity share in the Company. She is not related to any other Director of the Company.

Smt. Ekta Sultania is not holding any directorship/committee positions in other companies.

Except Smt. Ekta Sultania, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution.

### Item No. 6

The Company was directed under section 148 of the Act, to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors has, appointed, M/s. B.F. Modi & Associates, Cost Accountants, Mumbai, (ICWA Registration No. 6955), as Cost Auditors of the Company to audit the cost accounting records of the Company for the Financial Years 2014-15 and 2015-16 at a remuneration of ₹ 25,000/- for each Financial Year plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit. A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company during 11.00 a.m. to 1.00 p.m. on all working days except Public Holidays and shall also be available at the Meeting.

M/s. B.F. Modi & Associates, have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

The Board commends the ratification of the payment of remuneration of ₹ 25,000/- p.a. plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit to M/s. B.F. Modi & Associates as Cost Auditors and the approval of the shareholders is sought for the same by an Ordinary Resolution.

None of the Directors and Key Managerial personnel or their relatives is interested in the above resolution.

### Item No. 7 & 8

The Shareholders had through Special Resolutions passed at the Annual General Meeting of the Company held on September 5<sup>th</sup>, 2014, approved payment of revised remuneration payable to Shri Kishori Lal Ramuka, Chairman & Executive Director and Shri Bankesh Chandra Agrawal, Managing Director of the Company.

In view of the extraordinary performance and profitability of the Company during the year, it was considered appropriate to reward the efforts made by the Chairman & Executive Director and Managing Director of the Company.

The Board therefore at its Meeting held on May 28<sup>th</sup>, 2015 approved the payment of commission of ₹ 1,00,00,000/- (Rupees one Crore) each to Shri Kishori Lal Ramuka, Chairman & Executive Director and Shri Bankesh Chandra Agrawal, Managing Director of the Company for the Financial Year 2014-2015, as approved by the Nomination and Remuneration Committee in addition to the remuneration paid to them as approved by the Shareholders.

The payment of Commission to Shri Kishori Lal Ramuka, Chairman & Executive Director and Shri Bankesh Chandra Agrawal, Managing Director, in addition to the remuneration paid to them is within the overall limits laid down in Section 197 read with Schedule V of the Companies Act, 2013.

The Board recommends the Special Resolutions set out at item Nos. 7 & 8 of the Notice for approval by the members.