



Vardhmān

Vardhmān Acrylics Limited

BOARD OF DIRECTORS

Mr. Shri Paul Oswal	<i>Chairman</i>
Mr. Sachit Jain	
Mr. Munish Chandra Gupta	
Mr. Sanjit Paul Singh	
Mrs. Geeta Mathur	<i>Additional Director</i>
Mr. Darshan Lal Sharma	
Mr. Surinder Kumar Bansal	
Mr. Bal Krishan Choudhary	<i>Managing Director</i>

CHIEF EXECUTIVE

Mr. B.L. Uppal

COMPANY SECRETARY

Ms. Ruchita Vij

AUDITORS

M/s. S.S. Kothari Mehta & Co.
Chartered Accountants
New Delhi

BANKERS

State Bank of Patiala
ICICI Bank Limited

REGISTRAR AND TRANSFER AGENT

M/s. MCS Share Transfer Agent Limited
Mumbai

REGISTERED & CORPORATE OFFICE

Vardhman Premises, Chandigarh Road,
Ludhiana-141 010
Phones: (0161) 2228943 - 48
Fax: (0161) 2220766, 2601048
E-mail: secretarial.lud@vardhman.com
Web site: www.vardhman.com
CIN: L51491PB1990PLC019212
PAN: AAACV7602E

BUSINESS OFFICE

1st Floor, Palm Court,
Opposite Management Development Institute,
MG Road, Sector 16,
Gurgaon - 122 001

WORKS

755, GIDC, Jhagadia Mega Estate,
Jhagadia - 393 110
Distt. Bharuch (Gujarat)

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NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of the Company will be held on Thursday, the 25th day of September, 2014 at 10.00 a.m. at Regd. Office, Vardhman Premises, Chandigarh Road, Ludhiana - 141 010 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report and Audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the year ended on that date together with the Auditors' Report thereon.
2. To appoint a Director in place of Mr. S.P. Oswal, who retires by rotation in accordance with the Articles of Association of the Company and being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** M/s. S.S. Kothari Mehta & Company, Chartered Accountants (Registration No. 000756N), be and are hereby appointed as Statutory Auditors of the Company for a term starting from conclusion of the 24th Annual General Meeting till the conclusion of 27th Annual General Meeting of the Company, at such remuneration and reimbursement of out-of-pocket expenses and service tax as may be finalized by the Chairman of the Company subject to ratification by members at every Annual General Meeting during their tenure."

SPECIAL BUSINESS:

4. To appoint Mr. Munish Chandra Gupta as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Munish Chandra Gupta (DIN: 01362556), who was appointed as an Independent 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 his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three (3) consecutive years starting from the date of this Annual General Meeting to the conclusion of the 27th Annual General Meeting of the Company."

5. To appoint Mr. Sanjit Paul Singh as an Independent Director and in this regard to consider and if thought fit, to pass, with

or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sanjit Paul Singh (DIN: 00619284), who was appointed as an Independent 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 his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three (3) consecutive years starting from the date of this Annual General Meeting to the conclusion of the 27th Annual General Meeting of the Company."

6. To appoint Mr. Surinder Kumar Bansal as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Surinder Kumar Bansal (DIN: 00165583), who was appointed as an Independent 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 his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three (3) consecutive years starting from the date of this Annual General Meeting to the conclusion of the 27th Annual General Meeting of the Company."

7. To appoint Mrs. Geeta Mathur as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Geeta Mathur (DIN: 02139552), who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the Companies Act, 2013 and 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 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, for a term of three (3) consecutive years starting from the date of this Annual General Meeting to the conclusion of the 27th Annual General Meeting of the Company."

8. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 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** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are 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 of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To amend the terms and conditions relating to remuneration of Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 196 read with Schedule-V and respective rules thereof, and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Members of the Company, the terms and conditions relating to remuneration of Mr. B.K. Choudhary, be and is hereby amended with effect from 1st June, 2014 and the amended terms & conditions are detailed below:-

SR.NO.	REMUNERATION	DETAILS
I.	Basic Salary	Basic Salary will be in the scale of ₹ 1,75,000 - ₹ 15,000 - ₹ 1,90,000 per month.
II.	Commission	Commission equal to 1% of the Net Profit of the Company, subject to maximum of 100% of the Annual Basic Salary.
III.	Special Allowance	Special allowance @ ₹ 60,000 per month.
IV.	Perquisites	The perquisites shall be allowed in addition to basic salary, special allowance and commission. However, such perquisites shall be restricted to an amount equal to one year's basic salary during each year as per details given below :-
a)	Housing	Free Residential Accommodation or House Rent Allowance equal to 40% of basic salary. Free furnishing is to be provided by the Company along with other amenities. The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962.
b)	Medical Reimbursement	Reimbursement of medical expenses incurred by the appointee (including medi-claim insurance premium) on self and his family, subject to a maximum ceiling of one month's basic salary in a year or three months' basic salary over a period of three years.
c)	Leave Travel Concession	The expenses incurred on leave travel by the appointee on self and his family shall be reimbursed once in a year in accordance with the rules specified by the Company subject to a maximum of ₹ 1,00,000 p.a.
d)	Club Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
e)	Personal Accident Insurance	Premium not to exceed ₹ 5,000 per annum.
f)	Car & Telephone	Free use of Company's car for official work as well as for personal purposes along with Driver and telephone at Company's cost.

Explanation: "Family" means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT Mr. S.P. Oswal, Chairman, be and is hereby authorised to execute an agreement on behalf of the Company with Mr. B.K. Choudhary subject to such changes and modifications as may be approved by the Members and agreed to by the Board of Directors and Mr. B.K. Choudhary.

RESOLVED FURTHER THAT Common Seal of the Company, if required, be affixed on the said Agreement, in the presence of Mr. S.P. Oswal, Chairman and Ms. Ruchita Vij, Company Secretary, who shall countersign the same in token thereof.

RESOLVED FURTHER THAT Ms. Ruchita Vij, Company Secretary, be and is hereby authorised to take all necessary steps as may be deemed necessary to comply with other legal formalities in this regard."

10. To enter into Related Party Transactions and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:-**

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013, the rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of members be and is hereby accorded for entering into contracts with related parties as per details mentioned in the Statement annexed to the notice, the copy of which is laid before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of section 189 of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Ruchita Vij, Company Secretary, be and is hereby authorized to do the necessary entries in the Register of contracts or arrangements and authenticate them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution."

BY ORDER OF THE BOARD

PLACE: Gurgaon
DATE: 2nd August, 2014

(Ruchita Vij)
COMPANY SECRETARY

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.

However, 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.

2. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 4-10 is annexed hereto and forms part of the Notice.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 27th August, 2014 to 25th September, 2014 (both days inclusive).
4. The Members holding shares in physical mode are requested to notify the change in their address, if any, at the earliest to the Registrar & Transfer Agent/Company. However members, holding shares in electronic mode may notify the change in their address, if any, to their respective Depository Participants.
5. Members desiring any information as regards accounts are requested to write to the Company at its Regd. Office at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
6. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 10.30 a.m. to 12.30 p.m.
7. Members are requested to bring their copy of Annual Report alongwith them to the Annual General Meeting.
8. The information pursuant to Corporate Governance Clause of the Listing Agreement(s) regarding the Directors seeking appointment/re-appointment in the Annual General Meeting as proposed in Item Nos. 2, 4, 5, 6 and 7 of the Notice is also being annexed hereto separately and forms part of the Notice.

9. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide members a facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The e-voting period commences on 17th September, 2014 (9:00 am) and ends on 19th September, 2014 (5:00 pm). During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after end of voting period on 19th September, 2014. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 17th September, 2014 (9:00 am) and ends on 19th September, 2014 (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 27th August, 2014 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 during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "VARDHMAN ACRYLICS LIMITED" from the drop down menu 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 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 De-mat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 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.

- (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 140821001 <VARDHMAN ACRYLICS LIMITED> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the 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 Institutional Shareholders:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 they have to create a compliance user 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.

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.

10. M/s. B.K. Gupta & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e-voting process). The Scrutinizer shall within a period of three working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
11. The Ministry of Corporate Affairs (“MCA”) has vide Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 19, 2011 respectively, taken a ‘Green Initiative in Corporate Governance’, by allowing paperless compliances through electronic mode, allowing to send documents such as Notice convening General Meetings, Audited Financial Statements, Directors’ Report, Auditors’ Report, etc. and any other notice/documents, henceforth in electronic form in lieu of the paper form. In case you wish to support your Company’s concern to prevent global environment degradation, you are requested to please register your e-mail ID with your DP, if you hold the Company’s shares in electronic form, under intimation to the Registrar & Transfer Agent through your registered e-mail ID. However, if you hold the shares in physical form, then you may register your e-mail ID with the Registrar & Transfer Agent of the Company by sending a letter under your Registered signature at the below mentioned address:

Registrar and Transfer Agent,

MCS SHARE TRANSFER AGENT LIMITED,

12/1/5, Manoharpukur Road,

Ground Floor, Kolkata-700026

Phone: 033-40724051/55, Fax: 033-40724050

E-mail: uday_mcs@yahoo.in

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

Information pursuant to the Corporate Governance Clause of the Listing Agreement(s) regarding Directors seeking appointment or re-appointment in the Next Annual General Meeting:

Name of the Director	Mr. S.P. Oswal	Ms. Geeta Mathur	Mr. M.C. Gupta	Mr. S.P. Singh	Mr. S.K. Bansal
Date of Birth	08.04.1942	21.11.1966	23.07.1938	16.09.1959	15.05.1946
Date of Appointment	24.12.1990	02.08.2014	17.04.2003	17.04.2003	22.01.2009
Expertise in specific functional area	Rich business experience of more than 42 years in textile industry.	Project, corporate and structured finance, treasury, business development, investor relations, strategic planning and team building.	Industrial Promotion, Industrial Policy, Corporate Governance, Financial Management, Taxation, etc	Corporate strategy, Finance & Accounts and Human Resources.	40 years experience as a practicing Chartered Accountant with specialisation in Auditing, Financial Planning, Taxation etc.
Qualification	M.Com (Gold Medalist)	Chartered Accountant	M.A. (English) & Diploma in Public Administration	B.Com & M.B.A.	B.Sc, F.C.A, C.F.E, A.I.I.A & A.H.I.A
Directorships of Other Companies	<ul style="list-style-type: none"> • Vardhman Textiles Limited • VMT Spinning Company Limited • VTL Investments Limited • Vardhman Holdings Limited • Adinath Investment & Trading Company • Devakar Investment & Trading Co. Pvt. Ltd. • Anklesh Investments (P) Ltd. • Srestha Holdings Limited 	<ul style="list-style-type: none"> • Motherson Sumi Limited • NIIT Limited • Anant Management Consultants Pvt Ltd. • Helpage India • Vishokanand Vridhashram 	<ul style="list-style-type: none"> • Bhansali Engineering Polymers Limited • Lumax Industries Limited. 	Brahaspati iron and Steel Company (P) Limited	<ul style="list-style-type: none"> • Steel Strips Wheels Ltd. • Marudhar Hotels (P) Ltd. • Shri Bhavani Power Projects (P) Ltd. • Chetan Dalal Investigation and Management services Pvt. Ltd. • Skyfarms India Pvt. Ltd. • Virat Farms Private Limited • Padmawati Leasing & Credits private Limited • Virat Greens Private Ltd

	<ul style="list-style-type: none"> • Mahavir Spinning Mills Private Limited • Santon Finance & Investment Company Limited • Flamingo Finance & Investment Company Limited • Ramaniya Finance & Investment Company Limited • Marshall Investment & Trading Company Pvt. Ltd. • Pradeep Mercantile Co. Pvt. Ltd. • Plaza Trading Co. Pvt. Ltd. • Syracuse Investment & Trading Company Pvt. Ltd. • Amber Syndicate • Paras Syndicate • Adinath Syndicate • Northern Trading Company • Eastern Trading Company • Vardhman Spinning and General Mills Limited • Nimbua Greenfield (Punjab) Limited • New Delhi Institute of Management • Vardhman Yarns and Threads Ltd. 				
Chairman/Member of Committees of Other Companies	Nil	Nil	Chairman/Member- Audit Committee 1. Bhansali Engineering Polymers Ltd. 2. Lumax Industries Ltd.	Nil	Member- Audit Committee, Shareholders Grievance Committee, Share Transfer Committee, Sub-Committee 1. Steel Strips Wheels Ltd.
No. of Shares Held	10	Nil	Nil	Nil	Nil
Relationship with other Directors	Related to Mr. Sachit Jain	Not related to any Director	Not related to any Director	Not related to any Director	Not related to any Director

ANNEXURE TO THE NOTICE:

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (ITEM NOS. 4 - 10)

Item Nos. 4 to 7:

In accordance with the provisions of Section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, every listed company is required to have at least one-third of the total number of directors as Independent Directors who are not liable to retire

by rotation and who shall hold office upto a term of five (5) consecutive years.

The Company had appointed Mr. Munish Chandra Gupta, Mr. Sanjit Paul Singh and Mr. Surinder Kumar Bansal as Non-Executive Independent Directors, liable to retire by rotation, under the Companies Act, 1956. The Board has also appointed Mrs. Geeta Mathur as an Additional Director of the Company in their meeting held on 2nd August, 2014 and whose term expires at this Annual General Meeting of the Company. Sections 149, 152 read with

Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and amended Clause 49 of the Listing Agreement by the Securities and Exchange Board of India (SEBI) have inter alia stipulated the conditions for the appointment of Independent Directors by a listed company.

Therefore, It is proposed to appoint Mr. Munish Chandra Gupta, Mr. Sanjit Paul Singh, Mr. Surinder Kumar Bansal and Mrs. Geeta Mathur as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for three (3) consecutive years for a term up to the conclusion of the 27th Annual General Meeting of the Company. All these Directors are not disqualified from being appointed as Independent Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from all these Directors that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In this regard requisite notice in writing from the members has been received, proposing appointment of Mr. Munish Chandra Gupta, Mr. Sanjit Paul Singh, Mr. Surinder Kumar Bansal and Mrs. Geeta Mathur, as candidates for the office of Independent Director of the Company.

In the opinion of the Board, all these Directors fulfill the conditions for appointment as Independent Directors as specified in the Act, Rules made thereunder and the Listing Agreement and also they are independent of the management.

Brief profiles alongwith other details of all these Directors are provided in the Notice of 24th Annual General Meeting of the Company under Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for appointment as Independent Directors setting out the terms and conditions would be available for inspection at the Registered Office of the Company without any fee to the members during normal business hours on any working days.

The Board commends the Ordinary Resolutions set out at Item Nos. 4 to 7 of the Notice for approval by the shareholders.

MEMORANDUM OF INTEREST:

Other than the appointee himself/herself, none of the other Directors, key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolutions as set out in item numbers 4 to 7 of this Notice.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges.

Item No. 8:

The existing Articles of Association ("AOA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the substantive Sections of the Act which deal with the general working of Companies. With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares. The proposed new draft AOA is being uploaded on the Company's website for perusal by the shareholders.

Accordingly, the Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

MEMORANDUM OF INTEREST:

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

Item No. 9:

Your Board of Directors vide Board Resolution dated 2nd February, 2013 had re-appointed Mr. B.K. Choudhary as the Managing Director of the Company, with effect from 1st April, 2013 for next three years on the terms and conditions approved by the shareholders in their Annual General Meeting held on 31st August, 2013.

The Board of Directors has considered and approved the amendment in the terms and conditions relating to the remuneration of Managing Director with effect from 1st June, 2014 subject to the approval of the members of the Company. The amended terms and conditions of the remuneration being paid to him are detailed in the resolution.

Accordingly, your approval is solicited by way of Ordinary Resolution for the said purpose.

MEMORANDUM OF INTEREST:

Except Mr. B.K. Choudhary, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 10:

Pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the members is required by way of Special Resolution for entering into any contract or arrangement with related party if such transactions are not entered in ordinary course of business and/or are not at Arm's length.

Clause 49(VII) of the Listed Agreement amended vide SEBI Circular no. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 provides