

# 5<sup>th</sup> ANNUAL REPORT 2013-2014



**VINAYAK POLYCON International Ltd.**



CONTENTS	PAGE (Nos)
• Financial Highlights	2
• Notice	3-9
• Directors' Report	10-13
• Management Discussion & Analysis Report }	
• Corporate Governance Report	14-20
• Compliance Certificate	21
• CEO & CFO Certificate	22
• Auditor's Certificate on Corporate Governance }	
• Independent Auditor's Report	23
• Annexure to Independent Auditor's Report	24-25
• Balance Sheet	26
• Statement of Profit & Loss	27
• Cash Flow Statement	28
• Notes forming part of the Financial Statement	29-38
• Attendance Slip	39
• Proxy Form	41



## BOARD OF DIRECTORS

### Mr. Bhanwar Lal Baid

Chairman

### CA Bharat Baid

Managing Director

### CA Vikram Baid

Executive Director

### Mrs. Anima Bordia

Independent and Non Executive Director  
(w.e.f 14.07.2014)

### CA Niraj Nahata

Independent and Non Executive Director  
(w.e.f 14.07.2014)

### CA Pawan Nahata

Independent and Non Executive Director  
(w.e.f 14.07.2014)

### CA Laxmipat Nahata

Independent and Non Executive Director  
(upto 14.07.2014)

### Mr. M.S. Bhandari

Independent and Non Executive Director  
(upto 14.07.2014)

### Mr. Tej Kumar Dugar

Independent and Non Executive Director  
(upto 14.07.2014)

### Statutory Auditors

#### A. Natani & Co.

Chartered Accountants  
6-7, Samod Tower  
II Floor, Dadu Marg  
S.C.Road, Jaipur

## BOARD COMMITTEES

### Audit Committee

Mrs. Anima Bordia  
Mr. Niraj Nahata  
Mr. Pawan Nahata

### Nomination & Remuneration Committee

Mrs. Anima Bordia  
Mr. Niraj Nahata  
Mr. Pawan Nahata

### Stakeholders' Relationship Committee

Mrs. Anima Bordia  
Mr. Niraj Nahata  
Mr. Pawan Nahata

### Secretarial Auditor

V.M. & Associates  
Company Secretaries  
403, Royal World  
Sansar Chandra Road  
Jaipur- 302 001

### Registrar and Share Transfer Agent

#### M/s MAS Services Limited

T-34 2nd Floor, Okhla Industrial Area  
Phase-II, New Delhi-110020  
Phone No : 91-11-26387281-13  
Fax:-91-11-26387384  
Email: -info@masserv.com

### Principal Banker

Indian Overseas Bank

### Registered and Correspondence Office

312, Navjeevan Complex, 29, Station Road, Jaipur- 302 006 (Rajasthan), India  
Phone No: 91-141-2377007, Fax:-91-141-2378830  
Email: - investor@vinayakpolycon.com  
Website: - www.vinayakpolycon.com  
CIN: L25209RJ2009PLC030620

### Works :

Unit : 16, Pandur Village, Kayarambedu Post,  
Via Guduvanchery Dist.Kanchipuram - 603202, TAMIL NADU.

## **FINANCIAL HIGHLIGHTS**

**For the Year Ended 31st March :**

Particulars	(Amount Rs. In Lac)				
	2010	2011	2012	2013	2014
<b>PROFIT &amp; APPROPRIATIONS</b>					
Sale & Other Income	0.00	1388.03	1357.76	1821.13	1942.86
Profit Before Depreciation & Tax	0.00	116.52	105.58	108.64	102.74
Depreciation	0.00	109.80	95.33	100.78	90.50
Profit before Tax	0.00	6.72	10.25	7.86	12.24
Taxation	0.00	1.55	3.18	2.94	3.46
Profit After Tax	0.00	5.17	7.07	4.92	8.78
Dividend	0.00	0.00	0.00	0.00	0.00
Earning per Share	0.00	0.17	0.23	0.16	0.28
<b>ASSETS EMPLOYED</b>					
Fixed Assets Gross	0.00	950.27	998.75	1058.29	1021.56
Depreciation	0.00	289.02	383.35	484.13	553.17
Net	0.00	661.25	615.40	574.16	468.39
Capital work in progress	0.00	0.00	1.50	0.00	0.00
Investment	0.00	0.00	0.00	0.00	0.00
Net Current Assets	4.47	478.93	102.07	125.91	124.26
Miscellaneous Expenditure	2.11	4.64	3.70	2.78	1.85
	6.58	1144.82	722.67	702.85	594.50
<b>FINANCED BY</b>					
Equity Shares	5.00	308.12	308.13	308.13	308.13
Reserve & Surplus	0.00	35.58	42.64	47.56	56.34
Loan Funds	1.58	771.51	342.13	318.90	205.07
Deferred Tax Liability	0.00	29.61	29.77	28.26	24.96
	6.58	1144.82	722.67	702.85	594.50

**(VINAYAK POLYCON INTERNATIONAL LIMITED)**

(CIN: L25209RJ2009PLC030620)

Registered Office: 312, Navjeevan Complex, 29, Station Road, Jaipur-302006

Email: investor@vinayakpolycon.com Website: www.vinayakpolycon.com

Phone: 0141-2377007, Fax: 0141-2378830

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE FIFTH ANNUAL GENERAL MEETING (AGM) OF THE SHAREHOLDERS OF VINAYAK POLYCON INTERNATIONAL LIMITED will be held at "Parmanand Hall", Ashok Marg, C-Scheme, Jaipur-302001 on Saturday, 6th September, 2014 at 3.00 P.M. to transact the following business :

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Bhanwar Lal Baid (holding DIN 00212003), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. A. Natani & Co., Chartered Accountants (ICAI Registration No. 007347C) as statutory auditors of the Company and fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s. A. Natani & Co., Chartered Accountants (ICAI Registration No. 007347C), be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the tenth Annual General Meeting of the Company (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board of Directors of the Company, be and are hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the auditors."

**SPECIAL BUSINESS :**

4. 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, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read

with Schedule IV to the Companies Act, 2013, Mrs. Anima Bordia, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. July 14, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Woman Independent Director of the Company at this Annual General Meeting to hold office for a term up to 31st March, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

5. 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, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Niraj Nahata, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. July 14, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company at this Annual General Meeting to hold office for for a term up to 31st March, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

6. 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, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Pawan Nahata, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. July 14, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company at this Annual General Meeting to hold office for for a term up to 31<sup>st</sup> March, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

7. 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, 197, 198, read with schedule V and other applicable provisions, if any of the Companies Act, 2013 and the provisions of Articles of Association and various other laws, rules, regulations (if any) as may be applicable including any statutory modification(s) or re-enactment(s), from time to time and subject to the approval of other applicable authorities, if any, the consent of shareholders of the Company be and is hereby accorded to reappointment of Mr. Vikram Baid as the Whole time Director of the Company for a period of 5 (Five) years w.e.f. 01<sup>st</sup> of April, 2014 to 31<sup>st</sup> March, 2019 as per the under mentioned terms and conditions:

- I) Basic Salary: Rs. 1,05,000/- p.m. fixed for this year w.e.f. 01.04.2014 which can be increased upto maximum of Rs. 2,00,000/- p.m. during the five years of their tenure.
- II) Perquisites: In addition to above the following perquisites not exceeding the overall ceiling as prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Executive Director:

#### CATEGORY (A)

- a) Housing  
HRA in addition to Salary: Rs. 15,000/- p. m.
- b) Club Fees  
Fees payable subject to a maximum of two clubs.

#### CATEGORY (B)

In addition to the perquisites, Mr. Vikram Baid shall also be entitled to the following benefits, which shall not be

included in the computation of ceiling on remuneration mentioned above, as permissible by law.

- (i) Contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity payable shall not exceed half a month's Basic Salary for each completed year of service.
- (iii) Leave and Leave Encashment as per the rules of the Company.

#### CATEGORY (C)

- (a) Conveyance  
Free use of the company's car along with driver. Personal use of car shall be billed by the Company.
- (b) Telephone  
Free telephone facility at residence. Personal long distance calls shall be billed by the Company.
- (c) Reimbursement of Expenses  
Apart from the remuneration as aforesaid, Mr. Vikram Baid, Whole time Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.
- (d) Sitting Fee  
No sitting fee shall be paid to Mr. Vikram Baid, Executive Director for attending the Meetings of Board of Directors or any committee thereof. He shall be liable to retire by rotation.
- (e) Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Vikram Baid, Whole time Director subject to the applicable provisions of Schedule V to the said Act.

The terms & conditions, as above, may be altered / varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard.

#### Other Terms & Conditions :

- (i) Mr. Vikram Baid will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- (ii) Either party giving the other party three-month's prior notice in writing to that effect may terminate the agreement.
- (iii) If at any time Mr. Vikram Baid ceases to be Director of

the Company for any reason whatsoever, he shall cease to be the Executive Director.

- (iv) The said appointment of Mr. Vikram Baid on the terms & conditions as set out above including his remuneration as referred above is subject to approval of members of the company.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said terms of re-appointment of Mr. Vikram Baid, Whole time Director of the Company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members/shareholders of the Company in general meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

8. 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, 197, 198, 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Articles of Association of the Company and various other laws, rules, regulations as may be applicable including any statutory modification(s) or re-enactment(s), from time to time and subject to the approval of other applicable authorities, if any, the consent of the shareholders of the Company, be and is hereby accorded to the reappointment of Mr. Bharat Kumar Baid as the Managing Director of the Company for a period of 5 (Five) years w.e.f. 01st of April, 2014 as per the under mentioned terms and conditions :

- (I) Basic Salary: Rs. 1,25,000/- p.m. fixed for this year w.e.f. 01.04.2014 which can be increased upto maximum of Rs. 2,00,000/- p.m. during the five years of tenure.
- (II) Perquisites: In addition to above the following perquisites not exceeding the overall ceiling as prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Managing Director :

#### CATEGORY (A)

- a) Housing  
Free furnished residential accommodation with gas, electricity, water, furnishing and maintenance charges. If the Company does not provide residential accommodation, he will be paid such house allowance as the Board may decide from time to time and expenses

on gas, electricity, water, furnishing and maintenance charges will be borne by the Company.

- b) Club Fees  
Fees payable subject to a maximum of two clubs.

#### CATEGORY (B)

In addition to the perquisites, Mr. Bharat Baid shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

- (i) Contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity payable shall not exceed half a month's Basic Salary for each completed year of service.
- (iii) Leave and Leave Encashment as per the rules of the Company.

#### CATEGORY (C)

- (a) Conveyance

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

- (b) Telephone

Free telephone facility at residence. Personal long distance calls shall be billed by the Company.

- (c) Reimbursement of Expenses

Apart from the remuneration as aforesaid, Mr. Bharat Baid, Managing Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

- (d) Sitting Fee

No sitting fee shall be paid to Mr. Bharat Baid, Managing Director for attending the Meetings of Board of Directors or any committee thereof. He shall not be liable to retire by rotation.

- (e) Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Bharat Baid, Managing Director subject to the applicable provisions of Schedule V to the said Act.

The terms & conditions, as above, may be altered / varied from time to time by the Board of Directors as it may, in

its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard.

#### **Other Terms & Conditions :**

- (i) Mr. Bharat Baid will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- (ii) Either party giving the other party one-month's prior notice in writing to that effect may terminate the agreement.
- (iii) If at any time Mr. Bharat Baid ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Managing Director.
- (iv) The said appointment of Mr. Bharat Baid on the terms & conditions as set out above including his remuneration as referred above is subject to approval of members of the company.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said terms of re-appointment of Mr. Bharat Baid, Managing Director of the Company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members/shareholders of the Company in general meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Date: 14.07.2014  
Place: Jaipur

By Order of the Board  
sd/-  
**VIKRAM BAID**  
**WHOLE TIME DIRECTOR**  
DIN No. 00217347

#### **IMPORTANT NOTES :**

1. The Register of Members and the Share Transfer books of the Company will remain closed from 4th September, 2014 to 6th September, 2014 (both days inclusive) for annual closing.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. 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.

4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
8. In terms of Articles of Association of the Company, read with Section 160 of the Companies Act, 2013, Mr. Bhanwar Lal Baid (holding DIN 00212003), Director of the company, retires by rotation at the ensuing Meeting and being eligible, offers himself for reappointment. The Board of Directors of the Company recommends this re-appointment.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Electronic copy of the Annual Report for 2013-14 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 Annual Report for 2013-14 is being sent in the permitted mode.

11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / [RTA].
13. Electronic copy of the Notice of the Fifth 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 the Fifth 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.
14. Members may also note that the Notice of the fifth Annual General Meeting and the Annual Report for year 2013-14 will also be available on the Company's website [www.vinayakpolycon.com](http://www.vinayakpolycon.com). for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at 312, Navjeevan Complex, 29, Station Road, Jaipur-302006 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: [investor@vinayakpolycon.com](mailto:investor@vinayakpolycon.com)

15. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Fifth Annual General Meeting (AGM) by electronic means and the business

may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

CS .Manoj Maheshwari, Company Secretary whole time in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

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 (record date) of 1st August, 2014.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vinayakpolycon.com](http://www.vinayakpolycon.com) within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

The procedure and instructions for e-voting - Please see the back of Electronic Voting Slip

16. 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 (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

#### **I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs. Anima Bordia as an Additional Director of the Company with effect from July 14, 2014. In terms of the provisions of Section 161(1) of the Act, Mrs. Anima Bordia would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Anima Bordia for the office of Director of the Company. Mrs. Anima Bordia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an

independent director on its Board. The Company has received a declaration from Mrs. Anima Bordia that she meets 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. Mrs. Anima Bordia possesses appropriate skills, experience and knowledge; inter alia, in the field of Management. In the opinion of the Board, Mrs. Anima Bordia fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Copy of the draft letter for appointment of Mrs. Anima Bordia as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Mrs. Anima Bordia, B. Sc.(Home Science), possesses great acumen and business understanding.

Except Mrs. Anima Bordia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board recommends the above Ordinary Resolution for your approval.

#### Item No. 5

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri Niraj Nahata as an Additional Director of the Company with effect from July 14, 2014. In terms of the provisions of Section 161(1) of the Act, Shri Niraj Nahata would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Niraj Nahata for the office of Director of the Company. Shri Niraj Nahata is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. The Company has received a declaration from Shri Niraj Nahata that he meets 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. Shri Niraj Nahata possesses appropriate skills, experience and knowledge; inter alia, in the field of Management. In the opinion of the Board, Shri Niraj Nahata fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Copy of the draft letter for appointment of Shri Niraj Nahata as

an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Shri Niraj Nahata (B.Com., ACA) is a practicing Chartered Accountant in Surat, Gujarat. His vast experience in manufacturing, accounting and financial matters shall be of great assistance to the future growth prospects of your company.

Except Niraj Nahata, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board recommends the above Ordinary Resolution for your approval.

#### Item No. 6

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri Pawan Nahata as an Additional Director of the Company with effect from July 14, 2014. In terms of the provisions of Section 161(1) of the Act, Shri Pawan Nahata would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Pawan Nahata for the office of Director of the Company. Shri Pawan Nahata is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. The Company has received a declaration from Shri Pawan Nahata that he meets 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. Shri Pawan Nahata possesses appropriate skills, experience and knowledge; inter alia, in the field of Management. In the opinion of the Board, Shri Pawan Nahata fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Copy of the draft letter for appointment of Shri Pawan Nahata as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Shri Pawan Nahata is B.Sc. and FCA. His vast experience in manufacturing, accounting and financial matters shall be of great assistance to the future growth prospects of your company.

Except Pawan Nahata, being an appointee, none of the