

Annual Report

2016 - 2017

CORPORATE INFORMATION

BOARD OF DIRECTORS

| | |
|--|--------------------------------------|
| Mr. K. Chandran | - Vice Chairman & Wholetime Director |
| Mr. N. K. Puri | - Non-Executive Independent Director |
| Mr. S. K. Bhattacharya | - Non-Executive Independent Director |
| Ms. Anita Belani (upto 14 th February, 2017) | - Non-Executive Independent Director |
| Mr. Divakar Kaza (w.e.f. 30 th May, 2017) | - Non-Executive Independent Director |
| Ms. Poonam Arya Bharti (w.e.f. 30 th May, 2017) | - Non-Executive Independent Director |

CHIEF FINANCIAL OFFICER

Mr. Vinod Verma

COMPANY SECRETARY

Mr. Jitendra J. Gandhi

REGISTERED & HEAD OFFICE

BSEL Tech Park
B-Wing, 10th Floor, Sector 30-A,
Opp. Vashi Railway Station,
Vashi, Navi Mumbai - 400 703. India
Tel : +91-22-67942222
Fax : +91-22-67942111/333
CIN : L51900MH1988PLC048455
E-mail : shares@wanbury.com
Website: www.wanbury.com

**Plants at Patalganga, Tarapur
(Maharashtra) and Tanuku (Andhra Pradesh)**

AUDITORS

M/s. Kapoor & Parekh Associates

Chartered Accountants, Mumbai

BANKERS/FINANCIAL INSTITUTIONS

Bank of India
Andhra Bank
EXIM Bank
Axis Bank
IDBI Bank
State Bank of Mysore
Edelwiess Asset Reconstruction Co. Ltd.

REGISTRAR & SHARE TRANSFER AGENT

M/s. Sharex Dynamic (India) Pvt. Ltd.
Unit – 1, Luthra Industrial Premises, Safed Pool,
Andheri - Kurla Road, Andheri (East),
Mumbai – 400 072. India
Telephone No.: +91-22-28516338, 28528087
Fax No.: +91-22-28512885
E-mail: sharexindia@vsnl.com

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WANBURY LIMITED

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NOTICE

Notice is hereby given that the **Twenty Ninth (29th)** Annual General Meeting of the Members of Wanbury Limited will be held on **Friday, 29th day of September, 2017 at 11:30 A.M. at Ebony Hall, Hotel Tunga Regenza, Plot No. 37, Sector 30-A, Vashi, Navi Mumbai – 400 703** to transact the following business, with or without modifications.

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 along with the Reports of Directors and Auditors thereon; and
 - b. the Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 along with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. K. Chandran (DIN – 00005868), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable (including any statutory modification/s or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee, M/s. Jayantilal Thakkar & Co., Chartered Accountants (Firm Registration No. 104133W) be and are hereby appointed as Statutory Auditors of the Company, in place of M/s. Kapoor & Parekh Associates, Chartered Accountants (Firm Registration No. 104803W), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

To adopt new set of Articles of Association of the company, to the exclusion of the existing set of Articles of Association:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for adoption of the regulations contained in the new set of Articles of Association of the Company in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, things and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **ORDINARY RESOLUTION** relating to the ratification of appointment and remuneration of Cost Auditor:

To ratify the remuneration payable to M/s. Hemant Shah & Associates, Cost Auditor, for conducting cost audit for the year ending 31st March, 2018.

“RESOLVED THAT pursuant to Section 148 (3) of the Companies Act, 2013 and Rule 6(2) of the Companies (Cost Records and Audit Rules) 2014, Mr. Manish Shukla, (Membership No. 31768), of M/s. Hemant Shah & Associates, Cost Accountant, Mumbai be and is hereby appointed as Cost Auditor for the audit of Cost Accounts maintained by the Company relating to Pharmaceutical Industry for the Financial Year ending on 31st March, 2018 as per the directions issued by the Central Government.

FURTHER RESOLVED THAT subject to ratification of the Shareholders in the ensuing Annual General Meeting, cost audit fee of ₹ 1,75,000/- (Rupees One Lac Seventy Five Thousand only) be paid to Cost Auditor, M/s. Hemant Shah & Associates, Mumbai plus out of pocket expenses and applicable taxes for the cost audit relating to Pharmaceutical Business of the Company for the Financial Year ending on 31st March, 2018.

FURTHER RESOLVED THAT any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorized to upload necessary forms for the appointment of Mr. Manish Shukla, (Membership No. 31768), of M/s. Hemant Shah & Associates, Cost Accountant, Mumbai as Cost Auditor for the Financial Year ending on 31st March, 2018 with Ministry of Corporate Affairs website and also to do all such acts, deeds, things and matters as may be necessary to give effect to this resolution.”

6. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **ORDINARY RESOLUTION:**

To approve appointment of Mr. Divakar Kaza (DIN - 01307279) as Non-Executive Independent Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 and any 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) read with Schedule IV to the Companies Act, 2013, (“the Act”) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Divakar Kaza (DIN - 01307279), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from 30th May, 2017 in terms of Section 161 of the Companies Act, 2013, and the Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Divakar Kaza as a candidate for the office of director of the Company, alongwith requisite fees be and is hereby appointed as Non-Executive Independent Director of the Company for a term up to one year i.e. from 30th May, 2017 to 29th May, 2018 and the term shall not be subject to retirement by rotation and shall be eligible for re-appointment.”

7. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **ORDINARY RESOLUTION:**

To approve appointment of Ms. Poonam Arya Bharti (DIN - 01165995) as Non-Executive Independent Woman Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any 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) read with Schedule IV to the Companies Act, 2013, (“the Act”) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Poonam Arya Bharti (DIN - 01165995), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from 30th May, 2017 in terms of Section 161 of the Companies Act, 2013, and the Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Ms. Poonam Arya Bharti as a candidate for the office of director of the Company, alongwith requisite fees be and is hereby appointed as Non-Executive Independent Woman Director of the Company for a term up to one year i.e. from 30th May, 2017 to 29th May, 2018 and the term shall not be subject to retirement by rotation and shall be eligible for re-appointment.”

Registered Office:

BSEL Tech Park, B - Wing,
10th Floor, Sector 30-A, Vashi,
Navi Mumbai – 400 703.
Tel.: 91 22 6794 2222
Fax: 91 22 6794 2111/333
Email: shares@wanbury.com
Website: www.wanbury.com
CIN: L51900MH1988PLC048455

Mumbai, 30th May, 2017

By Order of the Board of Directors
For Wanbury Limited

Jitendra J. Gandhi
Company Secretary

WANBURY LIMITED

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND VOTE ON POLL; INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent (10 %) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10 %) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of Corporate Members must be supported by an appropriate Board Resolution /authority as applicable authorizing their representative to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as per Item Nos. 4 to 7 herein above, is annexed hereto and forms part of this Notice.
4. Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief details of the Directors seeking re-appointment/ appointment at the ensuing Annual General Meeting are given below.
5. The Register of Members and Share Transfer Books of the Company will remain closed from, **Saturday, 23rd September, 2017 to Friday, 29th September, 2017** (both days inclusive) for the purpose of Annual General Meeting.
6. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless Compliances by the Companies pursuant to the applicable provisions of Information Technology Act, 2000. The Members are requested to notify their e-mail addresses to Company and enable the Company to send notices, annual report and other documents through electronic mode (e-mail). The Members can notify their e-mail addresses to the Company by sending a request on e-mail ID shares@wanbury.com or by sending a letter addressed to the Company Secretary.
7. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs. Members holding shares in physical form are requested to submit their PAN to the Company.
8. The Members are requested to notify immediately changes, if any, in their registered address: (i) to the Company's **Registrar & Share Transfer Agent, M/s. Sharex Dynamic (India) Pvt. Ltd., Unit – 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072** in respect of the Shares held in Physical Form and (ii) to their Depository Participants (DPs) in respect of Shares held in Dematerialized Form.
9. In case the mailing address mentioned on this Annual Report is without the PIN CODE, Shareholders are requested to kindly inform their PIN CODE immediately to their DP or the Company's Registrar & Share Transfer Agent, M/s. Sharex Dynamic (India) Pvt. Ltd., as mentioned above.
10. Members who hold Shares in Dematerialized Form are requested to write their Client ID and DP ID numbers and those who hold shares in Physical Form are requested to write their Registered Folio Number in the Attendance Slip for easy identification at the meeting and number of shares held by them.
11. Shareholders desiring any information as regards to the Accounts of the Company are requested to write to the Company at least seven days in advance of the Annual General Meeting; so that the information to the extent practicable can be made available at the Annual General Meeting.
12. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the meeting hall and requested to bring with them the hard copy of Annual Report.
13. Only bonafide Members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
14. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and the rules made thereunder final dividend for the Financial Year 2009-10 which remains unclaimed/unpaid for a period of 7 years is due for transfer to the Investor Education and Protection Fund constituted by the Central Government. The details of transfer of unpaid/unclaimed dividends are given in the Corporate Governance Report.

15. Facility of nomination is now available and Members are requested to make use of the same by contacting the Registrars in case of physical holding and DPs in case of dematerialised holdings.
16. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 all the business as per **Item Nos. 1 to 7** herein above, are required to be transacted by electronics means.
17. The Board of Directors of the Company has appointed Ms. Kala Agarwal, Practicing Company Secretary as Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
18. Process and manner for Members opting for remote e - Voting is as under:
 - (i) The remote e-voting period begins on **Tuesday, 26th September, 2017 at 9:00 A.M. and ends on Thursday, 28th September, 2017 at 5:00 P.M.** During this period Shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. **22nd September, 2017 (Record Date)**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (ii) The Shareholders should log on to the e-voting website www.evotingindia.com
 - (iii) Click on Shareholders / Members.
 - (iv) 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 Registered Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in dematerialised form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Dematerialised Form and Physical Form |
|---|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both dematerialised 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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details or Date of Birth (DOB) | <p>Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the Member ID/Regd. Folio Number in the Dividend Bank details field as mentioned in instruction (v). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the **EVSN of Wanbury Limited**.
 - (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take print out of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
 - (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login 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.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
19. The persons who have acquired shares and become members of the Company after dispatch of the notice of Annual General Meeting, may obtain User ID and Password for Remote e-voting by sending request to the Company / Sharex Dynamics (India) Pvt. Ltd. either by way of a letter or by sending email to shares@wanbury.com / sharexindia@vsnl.com
20. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services on all resolutions set forth in this Notice.

The facility for voting through ballot paper, will also be made available at the Annual General Meeting and the members attending the Annual General Meeting who have not already cast their votes by remote e-voting shall be able to exercise their voting right at the Annual General Meeting, through ballot paper. Members who have cast their vote by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again.

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.

21. The Members who have cast their vote by Remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
22. A Member's voting rights shall be in proportion to his/her share of the paid-up equity share capital of the Company as on **22nd September, 2017 ('cut-off date')**. A person whose name is recorded in the Register of Members of the Company 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 as well as voting in the Annual General Meeting.
23. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.
24. Members are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically with respective Depository Participant (if holding shares in electronic form) or the Company / Sharex Dynamic (India) Pvt. Ltd. (if holding shares in physical form). The requests to the Company / Sharex Dynamic (India) Pvt. Ltd. can either be sent by way of a letter or by sending e-mail to shares@wanbury.com / sharexindia@vsnl.com
25. 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 (from 10:00 A.M. to 5:00 P.M.) on all business working days except Saturday, upto and including the date of the Annual General Meeting of the Company.

WANBURY LIMITED

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ANNEXURE TO THE NOTICE

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

ITEM NO. 4:

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

The existing Articles of Association ("AOA") of the Company, based on the Companies Act, 1956 are no longer in conformity with the Companies Act, 2013. With the coming into force of Companies Act, 2013, several regulations of AOA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F as set out under Schedule I to the Companies Act, 2013) in place of existing AOA, instead of amending it by alteration/incorporation of provisions of Companies Act, 2013.

Hence, it is considered prudent to replace the extant AOA completely with a new set of regulations.

Following are the salient features of the changes made in the new draft of AOA of the Company:

- i. Existing AOA have been streamlined and aligned with the of Companies Act, 2013;
- ii. The statutory provisions of the of Companies Act, 2013 which permits a Company to do some acts "if so authorized by its Articles" or provisions which require a company to do acts in a prescribed manner "unless the Articles otherwise provide" have been specifically included; and
- iii. The entire set of extant regulations of AOA are replaced by the new AOA which are clear, crisp and concise for the ease of reading and understanding.

In terms of Section 14 of the Companies Act, 2013, consent of Members by way of a Special Resolution is required for adoption of new set of Articles of Association. The entire set of proposed new Articles of Association is available on the website of the Company. The Members of the Company can also obtain a copy of the same from the Company's Registered Office during business hours on any working day upto the date of Annual General Meeting.

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

The Board recommends passing of the Special Resolution as set out in Item No. 4 of the accompanying notice for approval of the Shareholders.

ITEM NO.5:

RATIFICATION OF PAYMENT OF REMUNERATION TO COST AUDITORS:

The Board, on the recommendation of the Audit Committee, has approved at their Meeting held on 30th May, 2017 the appointment of M/s. Hemant Shah & Associates, Cost Accountants, (Firm Registration No. 000394), as Cost Auditors to conduct the audit of the cost records of the Company pertaining to all applicable products and group of products manufactured by the Company for the Financial Year ending 31st March, 2018 at a remuneration of ₹ 1,75,000/- (₹ One Lakh Seventy Five Thousand only) plus service tax as may be applicable and reimbursement of actual travel and out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

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

The Board recommends passing of the Ordinary Resolution as set out in Item No. 5 of the accompanying notice for approval of the Shareholders.

ITEM NO. 6:

APPOINTMENT OF MR. DIVAKAR KAZA AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Divakar Kaza (DIN - 01307279) as an Additional Director on the Board of the Company under Section 161 of the Companies Act, 2013 with effect from 30th May, 2017.

Pursuant to the provision of Section 161 of the of Companies Act, 2013, being an Additional Director, Mr. Divakar Kaza will hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Non-Executive Independent Director of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Divakar Kaza for the office of Independent Director of the Company.

Mr. Divakar Kaza is not disqualified from being appointed as a Director in terms of Section 164 of the of Companies Act, 2013 and has given his consent to act as a Director.

Section 149 of the Companies Act, 2013 inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. Based on the declarations received from Mr. Divakar Kaza in terms of Section 149(7) of the Companies Act, 2013, the Board is of the opinion that he meets with the criteria of independence and possesses appropriate