

WINDSOR MACHINES LIMITED

51st

ANNUAL REPORT

2013 - 14



WINDSOR
Partner in Progress

BOARD OF DIRECTORS

Mr. K. C. Gupte - Executive Director
Mr. P. C. Kundalia
Mr. M. K. Arora
Mr. Jayant Thakur
Mr. Pushp Raj Singhvi
Mr. Shishir Dalal
Ms. Mahua Roy Chowdhury (w.e.f August 4, 2014)

COMPANY SECRETARY

Ms. Priti Patel

AUDITORS

Haribhakti & Co.
Chartered Accountants

BANKER

YES Bank Ltd.

REGISTERED OFFICE

102/103, Dev Milan Co. Op. Housing
Society, Next to Tip Top Plaza,
L B S Road, Thane(w) - 400 604.

Corporate Office

Plot 5402-5403, Phase IV, GIDC,
Vatva, Ahmedabad-382 445.

PLANT LOCATION

THANE:

Plot E-6, U2 Road,
Wagle Industrial Estate,
Thane - 400 604.

VATVA:

Plot 5402-5403, Phase IV, GIDC,
Vatva, Ahmedabad-382 445.

CHHATRAL:

Plot No.6 & 7, GIDC Ind. Estate,
Chhatral Tal. Kalol,
Dist. Gandhinagar, Gujarat-382 729

REGISTRAR & TRANSFER AGENTS

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (w),
Mumbai - 400 078.
Tel. : 022 2594 3838
Fax : 022 2594 6969
Email : rnt.helpdesk@linkintime.co.in

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51st Annual General Meeting

Date : September 29, 2014

Day : Monday

Time : 11.30 a.m.

Place : Thane Manufacturers' Association,
Plot No. 6, TMA House,
Main Road, Wagle Estate,
Thane(w)- 400 604.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 51ST ANNUAL GENERAL MEETING OF THE MEMBERS OF WINDSOR MACHINES LIMITED WILL BE HELD AT THANE MANUFACTURERS' ASSOCIATION, PLOT NO. 6, TMA HOUSE, MAIN ROAD WAGLE ESTATE, THANE (W) - 400604 ON MONDAY, SEPTEMBER 29, 2014 AT 11:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. P. C. Kundalia who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and for the purpose, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED pursuant to the provisions of Section 139 (1) and all other applicable provisions, if any, of the Companies Act, 2013, **THAT** M/s. Haribhakti & Co., Chartered Accountants, the retiring Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the 52nd Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the FY. 2015 in addition to the reimbursement of actual out of pocket expenses, as may be incurred by them in the performance of their duties."

SPECIAL BUSINESS:

4. To appoint Mr. M. K. Arora (DIN: 00031777) as an Independent Director for this purpose to consider and if thought, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED pursuant to provisions of Section 149 (4) & 152(2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof or the time being in force), Clause 49 of the Listing Agreement **THAT** Mr. M. K. Arora (DIN: 00031777), Director of the Company whose period of office is not liable to retirement by rotation as per the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment 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 for a term of 5 (five) consecutive years commencing from September 29, 2014 to the conclusion of 56th AGM in 2019."

5. To appoint Mr. P. R. Singhvi (DIN: 00347511) as an Independent Director and for this purpose to consider and if thought, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED pursuant to provisions of Section 149 (4) & 152 (2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof or the time being in force), Clause 49 of the Listing Agreement **THAT** Mr. P. R. Singhvi (DIN: 00347511), Director of the Company whose period of office is not liable to retirement by rotation as per the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment 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 for a term of 5 (five) consecutive years commencing from September 29, 2014 to the conclusion of 56th AGM in 2019."

6. To appoint Mr. Shishir Dalal (DIN: 00007008) as an Independent Director and for this purpose to consider and if thought, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED pursuant to provisions of Section 149 (4) & 152 (2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof or the time being in force), Clause 49 of the Listing Agreement **THAT** Mr. Shishir Dalal (DIN: 00007008), Director of the Company whose period of office is not liable to retirement by rotation as per the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Companies Act, 2013 and who is eligible for appointment 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 for a term of 5 (five) consecutive years commencing from September 29, 2014 to the conclusion of 56th AGM in 2019.”

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

“RESOLVED pursuant to provisions of Section 149 (4) & 152 (2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) or re-enactment thereof or the time being in force), Clause 49 of the Listing Agreement **THAT** Ms. Mahua Roy Chowdhury (DIN : 02704777) appointed as an Additional Director on 4th August, 2014 under the provisions of Section 161 of the Companies Act, 2013 and who retires at this Annual General Meeting and being eligible and being appointed as an Independent Director whose period of office is not liable to retirement by rotation as per the Companies Act, 2013, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director”, and

RESOLVED FURTHER THAT Ms. Mahua Roy Chowdhury be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting till conclusion of 56th Annual General Meeting in year 2019”.

8. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, and other applicable provisions of Companies Act, 2013 **THAT** the consent of the Company be and is hereby accorded to the Board of Directors to borrow money(s) from time to time, such that the money borrowed together with all other outstanding loans (apart from temporary loans obtained from the Company's Bankers in ordinary course of business), either from the Company's Bankers and/or any one or more persons, Companies or Institutions, and by whatever name called or issue of Debenture on such terms and conditions as may be considered suitable by the Board of Directors, on the date of borrowing, may exceed the aggregate of paid up capital of the Company and its free reserves, up to an amount equivalent to 5 times the paid up capital and its free reserves, subject to an absolute monetary limit of ₹ 200 crores at any given point in time”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary and desirable to give effect to this resolution.”

9. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **THAT** the approval of the Company be and is hereby accorded to the re-appointment of Mr. K. C. Gupte as the Whole-time Director designated as the Executive Director of the Company for a period

of two years from April 1, 2014 to March 31, 2016 (both days inclusive) on such terms and conditions, including remuneration, perquisites and principal terms, as mentioned in the Explanatory Statement attached to this notice.”

“RESOLVED FURTHER THAT In the event of absence or inadequacy of profits of the Company in any financial year, the remuneration as permissible under section II of Part II of Schedule V of the Companies Act, 2013, shall be paid as minimum remuneration.”

“RESOLVED FURTHER THAT Mr. K. C. Gupte, Executive Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/amenities and other privileges, as per Company Policy.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the said maximum permissible limit and in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

10. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED Pursuant to Section 197(1) Second proviso (ii) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules pertaining thereto **THAT** approval (and ratification for FY 2014) of the Company be and is hereby accorded for the payment and distribution of Commission for 5 years upto and including Financial Year 2019, not exceeding 1% of the net profit, calculated in the manner specified in the Section 198 of the Companies Act 2013, amongst the Directors of the Company or some or any of them (other than the Executive Directors) as may be decided by the Nomination and Remuneration Committee/ Board of Directors.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and are hereby authorised to take all actions and do all such deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubts that may arise in this regard.”

11. 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 Clause 49 of the Listing Agreement (as amended from time to time) and such other applicable provisions of law, if any, including any statutory modifications or re-enactment thereof for the time being in force, the approval and ratification of the Company and shareholders be and is hereby granted for payment of professional fees to Mr. Jayant Thakur for rendering advisory services to the Company, from time to time, of not exceeding ₹ 50 lakhs for the financial year 2013-14, & not exceeding ₹ 60 lakhs for Financial Year 2014-2015.”

12. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013 & Rules framed thereunder and other applicable provisions, if any, the Articles of Association of the Company be and is hereby amended/ altered by inserting following clause no. 5A to the Articles of Association of the Company:

“5A: Issue of Employees Stock Options and Shares:

The Board, or a Committee of the Board authorized for this purpose by the Board, may, subject to the provisions of law, issue, grant and allot to employees of the Company stock options, equity shares or other securities, cashless options, stock appreciation rights, phantom options or any variant options, shares, rights or securities) under any scheme of Employees Stock Options and Shares or other Schemes. Without prejudice to the generality of the foregoing and in particular:

1) Employees shall for this purpose include Directors of the Company, whether whole-time or not and such other

persons to whom such stock options, etc. can be issued under law but excluding such persons who cannot be issued stock options under applicable law

- 2) The issue of securities may be under a cashless scheme of options.
- 3) Loans may be granted, director or indirectly, or guarantee/security be provided to any person so granting such loan, to the proposed allottees of securities for acquiring the securities.
- 4) The Company may set up a Trust for the purpose of administration of any of such Schemes and to which such stock options, etc. may be granted and in respect of which loans/guarantees/security may be given.

The Company may also issue such stock options, etc. to any other person in any manner subject to applicable law.”

13. 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 62(1)(b) and other applicable provisions of the Companies Act, 2013, (‘the Act’) and Rules notified thereunder, the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (‘SEBI Guidelines’), the Listing Agreement with stock exchanges (including any statutory modifications or re-enactment of the Act, Rules, the SEBI Guidelines, or the Listing Agreement, for the time being in force) to the extent applicable and subject to the provisions contained in the Articles of Association of the Company and subject to other approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee including the Compensation Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent and approval of the Company be and is hereby accorded to the Board to grant, issue, offer and allot (including issuing and allotment equity shares on their exercise) at any time or from time to time, directly or through a trust, to the present and future permanent employee(s) and Director(s) (other than Independent Directors, directors who are Promoters or who form part of the Promoter Group and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of the Company, whether working in India or out of India, in and as selected on the basis of criteria prescribed by the Board, hereinafter referred to as **“the Eligible Employees”**, under a scheme titled **“Windsor Employee Stock Option Plan - 2014”** or such other similar name (hereinafter referred to as the **Plan**), such number of options as the Board may decide, which could give rise to the issue of equity shares of ₹ 2 each, not exceeding 30,00,000 (Thirty lacs Only) amounting to ₹ 60,00,000 (Rupees Sixty lakhs only) divided into 30,00,000 (Thirty lakhs Only) equity shares of the face value of ₹ 2/- each, on such terms and conditions described below:

- The offer shall be in accordance with the terms and conditions as regards price, payment, application, allotment, entitlement to dividend and other rights, transferability and all other matters as stipulated by the SEBI Guidelines to the extent applicable and in accordance with any other guidelines, rules, regulations and laws to the extent applicable and also subject to the Memorandum and Articles of Association of the Company provided that:
- The equity shares issued upon exercise of the options shall rank pari-passu in all respects with the existing equity shares.
- The 30,00,000 Options shall vest as follows:-
 - o Upto 10,00,000 shall vest after two year from the date of their grant;
 - o Upto 10,00,000 shall vest after three years from the date of their grant;
 - o Upto 10,00,000 shall vest after four years from the date of their grant;
- However, the Option shall vest only if the Option Grantee continues to be an employee or director of the Company and complies any other conditions as may be determined by the Board from time to time.
- The exercise period would commence from the date of vesting and will expire on completion of 24 (twenty four) months from the date of their vesting or until the cessation of employment, whichever is earlier.
- The options shall be exercised in accordance with the process as may be specified in the Plan. Each option granted to an Eligible Employee shall entitle him / her to one equity share of the nominal value of ₹ 2/- each at a price, which shall be at a discount of 25% of the closing market price on the stock exchanges at which the shares of the Company are listed on the date immediately preceding the Board/Committee meeting (in case closing price at the stock exchanges are different, such closing price on such Exchange where there is highest trading volume on the said date) at which such stock options are granted. The consideration for the shares to be issued upon exercise of an option may, as determined by the Board at the time of exercising the options,

be in one or more trenches, subject to any applicable laws or regulations, to the extent applicable. Before granting the options to the employees under the Plan, the Board / committee would, apart from examining and evaluating overall group corporate performance, inter alia, may take into consideration the duration of service, grade, performance, merit, key position, future potential contribution and conduct of the employee and such other factors as may be deemed appropriate by it.

- The maximum number of options that may be granted to a single Eligible Employee, shall be 5,00,000.
- The Company shall conform to the accounting treatment to the extent applicable under SEBI Guidelines or any other relevant SEBI regulation or direction as is applicable to the accounting of such options. The Board shall have the power to make reasonable consequential adjustments to the number of options to be exercised and the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others, provided that such adjustments or alterations do not adversely affect the rights and interests of the Option Grantees and is subject to the terms and conditions specified in the SEBI Guidelines to the extent applicable. Further, the Board shall also have the power to make consequential modifications or substitutions to the terms of the Plan, as it may deem fit from time to time, provided that such modifications or alterations do not adversely affect the rights and interests of the Option Grantees or the members of the Company and is subject to the terms and conditions specified in the SEBI Guidelines to the extent applicable.

“RESOLVED FURTHER THAT without prejudice to the generality of the above, but subject to the terms as approved by the members, the Board be and is hereby authorized to implement, administer and supervise the Plan including framing a formal Plan document and related agreements, letters and other documents to give effect to and implement the Plan.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized in whole or in part, to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments, filings with stock exchanges and statutory authorities and writings as it may in its absolute discretion deem necessary or desirable.”

“RESOLVED FURTHER THAT the said options may be granted / equity shares may be allotted in accordance with the Plan framed in that behalf, directly to such Eligible Employees or through a Trust, which may be set up in any permissible manner, or to the Trust to be held on behalf of such Eligible Employees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in connection with formation, funding, including any contributions to be made by the Company, administration, operation, etc. of a Trust, if the Board deems necessary or desirable, through which the options may be granted/equity shares may be allotted to the Eligible Employees of the Company.”

“RESOLVED FURTHER THAT the Board may, at its discretion, or in order to comply with any applicable rules or guidelines, add, amend or put restrictions or any other conditions as it may deem fit.”

“RESOLVED FURTHER THAT the Plan may also envisage providing any financial assistance to the employees or to the Trust to enable the Eligible Employees / Trust to acquire, purchase or subscribe to the said equity shares of the Company and/or to provide guarantee/security for any financial assistance provided by any other person for this purpose, in accordance with the provisions of the Act and Rules made thereunder and the SEBI Guidelines and other applicable law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the Plan and to the shares issued herein without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by authority of this resolution.”

“RESOLVED FURTHER THAT the Compensation Committee of the Company be and is hereby authorized to identify the eligible employees and determine the number of options that may be offered to them pursuant to the Plan and under what terms, which terms may vary from employee to employee if so deemed fit by the Compensation

Committee.”

“RESOLVED FURTHER THAT the Company shall value the options granted under the Plan, at their ‘Intrinsic Value’ as defined under the SEBI Guidelines as may determined by the board / committee”.

“RESOLVED FURTHER THAT in case the Company calculates the employee compensation cost using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors’ Report and also the impact of this difference on profits and on Earnings Per Share (‘EPS’) of the Company shall also be disclosed in the Directors’ Report”.

By Order of the Board of Directors,

Registered Office:
102/103, Devmilan Co. Op. Housing Society,
Next to Tip Top Plaza,
L B S Road,
Thane (w) – 400 604
Date: 29th August, 2014
Place : Ahmedabad

Priti Patel
Company Secretary

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

ITEM NO. 4 TO 6

Mr. M. K. Arora, Mr. P. R. Singhvi and Mr. Shishir Dalal are Independent Directors of the Company since 29.09.2007, 30.03.2011 and 29.07.2013 respectively. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement w.e.f. 1st October, 2014 inter alia stipulating the conditions for the appointment of independent directors by a listed company. It is proposed to appoint Mr. M. K. Arora, Mr. P. R. Singhvi and Mr. Shishir Dalal as Independent Directors under Section 149 of the Companies Act 2013 & Rules framed thereunder and Clause 49 of the Listing Agreement to hold office for a period of 5 years commencing from September 29, 2014 to 56th AGM to be held in 2019 and who shall not be subject to retirement by rotation.

Mr. M. K. Arora, Mr. P. R. Singhvi and Mr. Shishir Dalal are not disqualified from being appointed as Directors in terms of Section 164 and 184 of the Act and have given their consent to act as Directors. The Company has also received declarations from Mr. M. K. Arora, Mr. P. R. Singhvi and Mr. Shishir Dalal that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Revised Listing Agreement.

In the opinion of the Board, Mr. M. K. Arora, Mr. P. R. Singhvi and Mr. Shishir Dalal fulfill the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement.

Brief profile of Mr. M. K. Arora, Mr. P. R. Singhvi and Mr. Shishir Dalal along with the nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are annexed to this Notice and /or provided in the Corporate Governance Report forming part of the 51st Annual Report.

Copy of the letters for respective appointments of Mr. M. K. Arora, Mr. P. R. Singhvi and Mr. Shishir Dalal as Independent Directors setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company till date of AGM.

The details as required by revised Clause 49 of the Listing Agreement, effective from 1st October 2014 in respect of all Independent Director are given under Corporate Governance Report forming part of the 51st Annual Report and hence are not repeated here.

Notices in writing from members proposing candidatureship of Mr. M. K. Arora, Mr. P. R. Singhvi and Mr. Shishir Dalal for the office of Director(s) have been received.

Mr. M. K. Arora, Mr. P. R. Singhvi and Mr. Shishir Dalal may be interested in passing of the resolutions set out at Item Nos. 4 to 6 of the Notice with regard to their respective appointments. Save and except as above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in the resolutions at item 4 to 6 of Notice.

The Board recommends the Ordinary Resolutions set out at Item Nos. 4 to 6 of the Notice for approval by the shareholders.

ITEM NO. 7

Ms. Mahua Roy Chowdhury was appointed as an Additional Director of the Company with effect from August 4, 2014, in terms of Section 161 of the Companies Act, 2013 and Rule 3 of Companies (Appointment and Qualifications of Directors) Rule 2014, read with Article no. 119 of Articles of Association of the Company, and holds office only upto the date of the forthcoming Annual General Meeting.

Ms. Mahua Roy Chowdhury is 44 years in age. She is a qualified advocate and a registered Patent Attorney with more than 18 years of experience. She holds a LLM in Intellectual Property Law from Franklin Pierce (now Pierce Law), USA. Her appointment would benefit the Company through her knowledge and experience.

Ms. Mahua Roy Chowdhury is not disqualified from being appointed as Directors in terms of Section 164 and 184 of the Act and have given her consent to act as Directors.

The Company has also received declarations from Ms. Mahua Roy Chowdhury 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.

In the opinion of the Board, Ms. Mahua Roy Chowdhury fulfills the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Ms. Mahua Roy Chowdhury is independent of the management of the Company.

Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a Member, signifying his intention to propose the appointment of Ms. Mahua Roy Chowdhury. This may also be treated as individual notice to the Members of her candidature, pursuant to Section 160(1) of the Companies Act, 2013.

Your Directors recommend the resolution set out in the Notice for your approval.

Except Ms. Mahua Roy Chowdhury & her relatives, none of the Directors & relatives of Directors or Key Managerial Personnel & relatives of Key Managerial Personnel are concerned or interested or deemed to be concerned or interested in the said resolution.

ITEM NO.8

In view of applicability of the Companies Act, 2013 & Rules frame there under with effect from April 1, 2014 the Board of Directors of your Company have decided to get fresh consent of the members of the Company under Companies Act, 2013, to borrow funds in excess of paid up share capital & free reserves up to a limit of ₹ 200 crores as an enabling authority. The Shareholders had last approved a limit of ₹ 200 crores under Section 293(1)(d) of the Companies Act, 1956 in year 2008.

As per the provision of Section 180(1)(c) of the Companies Act, 2013 and Rules pertaining thereto, a Company cannot borrow money where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, except with the consent of the company in General Meeting.

In view of the above your Directors have thought it advisable to get the approval of members of the Company since it is an enabling authority only to borrow money in excess of the prescribed limit as per the companies act, 2013 and Rules pertaining thereto.

Your Directors recommend to pass the proposed Resolution.

None of the Directors, Key Managerial Personnel of the Company and relatives of Directors and Key Managerial Personnel is, in any way, concerned or interested financially or otherwise, in passing of the resolution at item no 8 of the Notice.

ITEM NO. 9

The Board of Directors of the Company (the 'Board'), at its meeting held on March 31, 2014 has, subject to the approval of members, re-appointed Mr. K. C. Gupte as Whole-time Director designated as the Executive Director, for a period of 2 (Two) years from w.e.f. April 1, 2014, Mr. Gupte is also a designated KMP of the Company w.e.f. 30-05-2014. The terms of re-appointment and remuneration, recommended by Nomination and Remuneration Committee and approved by the Board and payable to Mr. K. C. Gupte are enumerated in point no. 5 of Remuneration Proposed.

Pursuant to provision 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the companies are permitted to pay double remuneration as provided in Schedule V, provided it is approved by the members by a Special Resolution. Statement as required under the said Schedule V of the Companies act, 2013 is given below. Your Directors hereby declared that the Company is not made any default in repayment of any of its debts and the Company has not accepted any public deposits.

STATEMENT AS PER 3RD PROVISIO TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I. General Information :

- (1) Nature of Industry: Manufacturing and selling of plastic processing machineries.
- (2) The commercial production/operation has already begun long back.
- (3) Financial performance :

(₹ In lacs)

FINANCIAL HIGHLIGHTS	2013-14	2012-13
Sales, Income from operations and other income net of excise.	24443.40	22067.23
Profit/(Loss) before Interest & Depreciation	3035.87	1510.80
Less: Interest and Financial expenses	133.06	215.28
Less: Depreciation	253.19	217.23
Profit/(Loss) before Extra-Ordinary items and tax	2649.62	1078.29
Extra Ordinary Items (net)	-	-
Profit/(Loss) before Tax	2649.62	1078.29
Add/(Less): Deferred Tax	690.88	-
Provision for Taxation	-	-
Profit/(Loss) after Tax	1958.74	1078.29
Add: Balance brought forward from previous year	1982.25	903.96
Balance carried to Balance Sheet	3940.99	1982.25