

# **ZENITH EXPORTS LIMITED**



**34th  
Annual Report & Accounts  
2015-16**

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# ZENITH EXPORTS LIMITED - ANNUAL REPORTS 2015-16

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## BOARD OF DIRECTORS (13.08.2016)

Mr. S.K. Loyalka, Chairman-cum-Managing Director  
Mr. R.K. Loyalka, Jt. Managing Director  
Mrs. Urmila Loyalka,  
Mr. M.M. Bhagat,  
Mr. K.D. Rungta  
Mr. M.L. Jain  
Mr. D.K. Sarawagee

## COMPANY SECRETARY

Mr. Govind Pandey

## CHIEF FINANCIAL OFFICER

Mr. Sushil Kasera

## AUDITORS

M/s. Tiwari & Company  
Chartered Accountants  
107/1, Park Street  
Kolkata, Pin-700016

## PRINCIPAL BANKERS

Canara Bank

## REGISTERED OFFICE

19, Rajendra Nath Mukherjee Road  
First Floor, Kolkata, Pin-700001  
Phone: 91-33-2248 6936/7071/9522  
Fax: 033 2243-9003  
E-mail:zenith@giascl01.vsnl.net.in  
Website: www.zenithexportslimited.com

## WORKS

### ZENITH SPINNERS

Dholka Bagodara State Highway  
Village-Sarandi, Taluka-Dholka  
Dist-Ahmedabad, Pin-387 810

### ZENITH TEXTILES

13, A/B/C, Industrial Area  
Nanjangud, Dist-Mysore  
Karnataka, Pin-571 302

## REGISTRAR AND TRANSFER AGENT

C. B. Management Service (P) Limited  
P-22, Bondel Road, Kolkata-700019  
Telephone: 4011 6700/2280-6692/2282-3643/2287-0263  
Fax: 4011-6739, E-mail: rta@cbmsl.com  
Website: www.cbmsl.com

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### NOTICE

**NOTICE** is hereby given that the 34th Annual General Meeting of the members of **ZENITH EXPORTS LIMITED** will be held on Tuesday, 27th September'2016 at 10:30 A.M. at the ground floor, Auditorium of Birla Academy of Art & Culture, 108, Southern Avenue, Kolkata- 700 029 to transact the following business:

#### Ordinary Business :

1. To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended 31st March'2016 and the Balance Sheet as at that date together with the report of Board of Director's and Auditor's thereon.
2. To appoint a director in place of Mr. Surendra Kumar Loyalka (DIN: 00006232) director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration .

#### Special Business:

##### As Special Business

To consider and, if though fit, to pass with or without modifications(s), the following resolution as a Special Resolution:

**“RESOLVED that** Pursuant to provisions of sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act'2013 the Companies (Appointment and Remuneration of Managerial Personnel) Rules'2014 (including any Statutory modification or re-enactment thereof) for the time being in force and subject to such sanctions and approvals as may be required from time to time under the law applicable at relevant time, the Company hereby approves, re-appointment of Shri Raj Kumar Loyalka (DIN: 00006226), Managing Director of the Company for a period of 5 (Five)years with effect from 27th September'2016 to 26th September'2021 with liberty of either party to terminate the appointment on three months' notice in writing or three months' salary in lieu of notice before expiry of the said period, at a remuneration and terms set out as below :

1. Basic Salary ₹. 1,50,000/- (Rupees One Lac Fifty Thousand) only p.m.
2. Residential Accommodation- Rent Free Furnished Residential Accommodation. The Expenses incurred on Gas, Electricity and water to be borne by Shri Raj Kumar Loyalka.
3. Reimbursement of Medical Expenses- Reimbursement of Medical Expenses actually incurred on self and family subject to the ceiling of one-month salary in a year or three months' salary over a period of three years.
4. Leave Travel Concession- Once in a year for self and family. Family means wife and children.
5. Club Fees- the Company shall bear the Annual, Admission & Life Membership Fees of not more than 2 Clubs Expenses incurred at Clubs other than for the purpose of business of the Company to be borne by Shri Raj Kumar Loyalka.
6. Personal Accident Insurance- The Company shall cover the life of Shri Raj Kumar Loyalka against Personal Accident Insurance, Premium of which shall not exceed ₹. 1,00,000/- p.a.
7. Leave- Shri Raj Kumar Loyalka shall be entitled to privilege and earned leave on full pay and allowances as per the rules of the Company subject to a maximum of one-month leave for eleven months of service.
8. Provident Fund- The Company shall contribute to the Provident Fund as per the Rules of the Company. The Contribution towards Provident Fund and encashment of Leave at the end of the tenure shall not be included for computation of the ceiling on remuneration as specified in paragraph 1 of Section II of Part II of Schedule XIII, to the extent this either individually or put together are not taxable under the Income Tax Act'1961.
9. Gratuity- Gratuity payable shall not exceed half a month salary for every completed year of service subject to a maximum ceiling as may be laid down in the Gratuity Act from time to time.
10. Telephone- The Company shall provide Telephones including Mobile Phone at the residence of Shri Raj Kumar Loyalka for official as well as personal use provided, however, that personal long distance calls shall be billed by the



Company to Shri Loyalka.

11. Car- The Company Shall provide Car to Shri Loyalka for business as well as for personal use.
13. Sitting Fees- Shri Loyalka so long as he functions as Managing Director of the Company shall not be paid any sitting fess for attending the meeting of the Board of Directors or Committees thereof.
14. Reimbursement of Expenses- The Company shall reimburse Shri Loyalka as travelling, entertainment and other expenses incurred by him for the purpose of Company's business.

**RESOLVED FURTHER** that in the event of remuneration payable to the Managing Director as provided in this resolution, exceeds limits prescribed under the Companies Act'2013 read with related Rules and Regulations and requires approval of Central Government and/ or any other authority under related laws at the relevant time shall be subject to the Company obtaining such approvals.

**RESOLVED FURTHER** that Shri Raj Kumar Loyalka shall subject to superintendence, control and directions of the Board of Directors have the management of the whole or substantially the whole of the affairs of the Leather and Spinning business of the Company and shall perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board.

**RESOLVED FURTHER** that Shri Surendra Kumar Loyalka (DIN: 00006232), Chairman cum managing Director and the Company Secretary of the Company be and are hereby severally authorized to execute necessary Agreements with Shri Raj Kumar Loyalka and do all such acts, deeds, and things and execute all such documents, instruments and writings as may be required in this regard including filing of necessary E-Forms and returns with Registrar of Companies, West Bengal".

Registered & Head Office  
19, R. N. Mukherjee Road  
First Floor, Kolkata- 700 001  
Dated: 13th August, 2016

By Order of the Board

**Govind Pandey**  
*Company Secretary*

## NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT B A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.  
The instrument appointing the proxy, in order to be effective , should be deposited, duly completed and signed, at the registered office of the Company not less than forty-eight 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.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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.
2. The relative explanatory statement pursuant to Section 102, of the Act, in respect to the business mentioned under item no. 4 above, is annexed hereto.
3. Details under Regulation 36(3) of the Listing Regulation with the Stock Exchanges in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting (AGM), forms integral part of the Notice. The Directors have furnished the requisite declaration for their appointment/ re-appointment.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to



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the Company a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act'2013, authorizing their representative to attend and vote on their behalf at the Meeting.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 21, 2016 to Tuesday, September 27, 2016 (both days inclusive)
6. Members holding shares in electronic form are requested to intimate immediately any change in their Address, Email ID, Bank particulars to their Depository Participants with whom they are maintaining their De-mat accounts. Members holding shares in physical form are requested to report of change of any of the above details immediately to the Company's Registrars and Transfer Agents, M/s. C. B. Management Services Private Limited, P-22, Bondel Road, Kolkata- 700 019.
7. Queries on accounts and operation of the Company, if any, may please be sent at the Corporate Office of the Company at 19 R. N. Mukherjee Road, Kolkata- 700001, at least seven days in advance of the meeting so that the answers may be made readily available at the meeting.
8. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
9. 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 details to the Company's Registrars and Share Transfer Agents, M/s. C. B. Management Services Private Limited, P-22, Bondel Road, Kolkata- 700 019.
10. Electronic copy of the Notice of the aforesaid Annual General Meeting (AGM) 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's Registrar and Share Transfer Agents/ Depository Participants(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email IDs, a physical copy of the Notice of the aforesaid AGM of the inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form is being sent.
11. In accordance with the provisions of Section 108 of the Companies Act'2013 read with Rule 20 of the Companies (Management and Administration) Rules'2014 and applicable provisions of the listing agreements with Stock Exchanges, the Company has engaged the services of NSDL to provide Electronic Voting ("e-voting") facility to all the members to enable them to cast their votes electronically in respect of all the business to be transacted at the aforesaid Annual General Meeting. Members who cast their vote through e-voting mechanism shall not be able to vote at the Annual General Meeting.
12. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electrically. The member holding share in Demat mode may register their Email ID with their Depository Participants and the shareholders holding shares in Physical Form may request to register their Email ID with Company's Registrars and Share Transfer Agents, M/s. C. B. Management Services Private Limited, P-22, Bondel Road, Kolkata- 700 019.
13. Relevant documents referred to in the accompanying notice/ explanatory statement including the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act'2013 are open for inspection by the members at the registered office of the Company on all working days, between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Annual General Meeting. Further, the Notice for this 34th Annual General Meeting along with the Annual Report for the financial year ended 2015-16 shall also be available on the Company's website, [www.zenithexportslimited.com](http://www.zenithexportslimited.com)
14. The Board of Directors of your Company has appointed CS Sandip Kumar Kejriwal, (Membership No. 5152) FCS, Practicing Company Secretary as the Scrutinizer for conducting the remote E-voting & voting process at the AGM in fair and transparent manner.
15. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of



the Companies Act'2013 read with Rules issued thereunder will be available for inspection by the members at the Annual General Meeting.

16. The Results of E-voting and poll shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company & NSDL next day of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
17. The instructions for shareholders voting electronically are as under:
  - I. In compliance with provisions of Section 108 of the Companies Act'2013, Rule 20 of the Companies (Management and Administration) Rules'2014 as amended by the Companies (Management Administration) Amendment Rules'2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations'2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on 24th September'2016 (9:00 am) and ends on 26th September'2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September'2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - V. The procedure to login to E-voting website is given below:
    - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
      - (i) Open email and attached PDF file "e-Voting.pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode), as password. The said PDF file contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
      - (ii) Launch Internet browser by typing the URL: <https://www.evoting.nsdl.com/>
      - (iii) Click on "Shareholder – Login".
      - (iv) Put User ID and password as initial password noted in step (i) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com)
      - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
      - (vi) Home page of remote "e-voting" opens. Click on e-voting: Active Voting Cycles.
      - (vii) Select "EVEN" of **(Zenith Exports Limited)**. Members can cast their vote online from **24th September'2016 (9:00 am) till 26th September'2016 (5:00 pm)**.



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- (viii) Now you are ready for “e-voting” as “Cast Vote” page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to (sandipkej@yahoo.co.in) with a copy marked to evoting@nsdl.co.in

Further, NSDL is pleased to inform you that NSDL has now integrated its e-Services website (<https://eservices.nsdl.com/>) with the aforesaid e-Voting system of NSDL, which enables you as a registered User of IDeAS facility to also access e-Voting system of NSDL for casting your votes by using your existing login credentials viz.; User ID and password of IDeAS facility. Thus, you would not be required to login to e-Voting system separately for casting votes in respect of the resolutions of Companies.

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

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<b>EVEN (Remote e-voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rta@cbmsl.com](mailto:rta@cbmsl.com)  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Sandip Kumar Kejriwal, Company Secretaries (FCS No. 5152, CP No.3821) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process



in a fair and transparent manner.

- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. 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 three days of the conclusion of the AGM, 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 forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.zenithexportslimited.com](http://www.zenithexportslimited.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE & BSE Limited, Mumbai.
18. **Members who do not have any access to e-voting may requisite a Physical Ballot Form from the Office of the Registrars & Share Transfer Agents of the Company. Members are required to fill the Physical Ballot Form and enclose it in a sealed envelope and send it “TO THE SCRUTINIZER. CS Sandip Kejriwal (UNIT: ZENITH EXPORTS LIMITED) C/O. C B MANAGEMENT SERVICES (P) LIMITED, P-22, BONDEL ROAD, KOLKATA - 700019. Unsigned / wrongly signed, incomplete or incorrectly ticked forms shall be rejected. The Scrutinizer’s decision on the validity of the form will be final. Members are required to vote either through the electronic system or through physical ballot and not in any other mode. In the event of Members casting votes through both the processes, the votes in the electronic system will be considered only. The Physical Ballot Form must be received by the Scrutinizer on or before 26th September, 2016 (5.00 p.m.).** Attendance Slip and Proxy Form in the prescribed format are being attached to this Notice of the 34th Annual General Meeting for the convenience of the shareholders.
19. As you are aware as per Section 88 of the Companies Act’ 2013, every company having share capital is required to include / update more details in the Register of Member. Members are requested to update their PAN card, Aadhar card, Address & Bank account details in the “Shareholders Information Form” enclosed with the Annual Report. Shareholders Information Form duly filled & signed by the shareholder & enclosed with a self-certified copy of PAN Card and Aadhar Card may be submitted with the Registrar & Transfer Agents of the Company M/s. C B Management Services (P) Ltd. at their office at P – 22, Bondel Road, Kolkata – 700019. Shareholders holding shares in electronic mode may update the above details with their Depository Participant (DP).

### **Request to the Members:**

- (I) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for ensuring easy identification of attendance at the Meeting.
- (II) For convenience of Members, Attendance Slip is attached to the Proxy Form. Members are requested to fill in and affix their signatures at the space provided therein and handover the Attendance Slip at the entrance of the place of meeting. Proxy/Representative of a member should mark on the Attendance Slip as “Proxy” or “Representative”, as the case may be.



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### **Explanatory Statement Pursuant to the provisions of Section 102 of the Companies Act, 2013**

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Special Business set out from Item No. 4 of the accompanying Notice dated August 13, 2016.

#### **Item No: 4**

Mr. Raj Kumar Loyalka, who was appointed Managing Director by the members to hold office upto 13th February, 2019 had attended the age of 70 years and hence continuation of his employment as Managing Director requires the approval of members by way of a special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.

Keeping in view that Mr. Raj Kumar Loyalka has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Raj Kumar Loyalka, Managing Director.

Shri Raj Kumar Loyalka is a graduate in Electrical Engineering from Jadavpur University, and serving the Company since its incorporation and having a key role in the development of the Company as a whole. He is having an overall experience of more than 30 years in this industry and Company is performing well under his guidance.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution on 13th August, 2016 approving re-appointment of Mr. Raj Kumar Loyalka, as Managing Director of the Company for a further period of five years with effect from 27th September, 2016 to 26th September, 2021. This is subject to the approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The details of remuneration payable to Shri Raj Kumar Loyalka and the terms and conditions of the re-appointment are given below:

- i. Salary: ₹1,50,000/- per month which is eligible for revision on a date to be determined by the Compensation Committee.

#### **Perquisites:**

The Executive Chairman shall be entitled to all the perquisites listed herein below in addition to the salary and commission mentioned above;

- a. Director is liable to get the perquisite u/s 17 (1) of the Income-tax Act, 1961.
- b. Provident Fund/Pension: Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
- c. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.

#### **Other terms and conditions:**

- a. In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b. "Family" means the spouse and dependent children of Mr. Mr. Raj Kumar Loyalka.
- c. Leave with full pay and allowances shall be allowed as per the Company's rules.
- d. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.



- e. No sitting fees shall be paid to the Chairman for attending the meetings of the Board of Directors or Committees thereof.
- f. The perquisites as listed above shall be valued as per the Income Tax Rules, 1962, as may be applicable. All other existing terms and conditions for the re-appointment shall remain unchanged.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Shri Raj Kumar Loyalka.

The Board of Directors recommends the resolution in relation to the re-appointment of Managing Director, for the approval of the shareholders of the Company.

Notice has been received from member under section 160 of the Companies Act'2013 signifying his intention to propose the appointment of Shri Raj Kumar Loyalka as Managing Director of the Company.

Save and except Shri Raj Kumar Loyalka, Shri Surendra Kumar Loyalka & Mrs. Urmila Loyalka and their relatives, to extent of their shareholding interest, none of the Directors and/ or Key Managerial Personnel of the Company or their relatives, are in any way interested or concerned, financially or otherwise, in the resolution set out in item No.4 of the Notice.

The Board recommends the resolutions set forth in item no.4 for the approval of members.

Registered & Head Office  
19, R. N. Mukherjee Road  
First Floor, Kolkata- 700 001

By Order of the Board

**Govind Pandey**  
*Company Secretary*

Dated: 13th August, 2016