



# Notice

**NOTICE** is hereby given that **Annual General Meeting of M/S. Dollar Industries Limited** will be held at the Registered office of the Company at 'Om Tower', 32, J.L. Nehru Road, 12<sup>th</sup> Floor, Kolkata – 700 071 on Wednesday, the 30<sup>th</sup> day of Sept', 2015 at 11.30A.M. to transact the following **business** :

## **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Financial Statement of the Company including Audited Balance Sheet as at 31st March, 2015, Audited Profit & Loss Account and the Cash Flow statement for the year ended on that date together with Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Bajrang Lal Gupta, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors of the Company until the conclusion of the next AGM and to fix their remuneration and in this respect, to pass, with or without modification (s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Company, the appointment of M/s Amit Ved Garg & Co., Chartered Accountants (Registration No. 325121E), as the Statutory Auditors of the Company, be and is hereby ratified to hold office of Auditors from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting and the Board of Directors be and is hereby authorized to fix their remuneration.”

## **SPECIAL BUSINESS :**

### **4. APPOINTMENT OF MR. VINAY KR. AGARWAL AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“ **RESOLVED THAT**, pursuant to Section 149, 152, 160 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Vinay Kumar Agarwal (holding DIN 00149999), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years upto 30<sup>th</sup> March, 2020 and shall not be liable to retire by rotation.”

### **5. APPOINTMENT OF MRS. DEEPSHIKHA RAKESH AGARWAL AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to Section 149, 152, 160 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,



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2014, Mrs. Deepshikha Rakesh Agarwal (holding DIN 07143252), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years upto 30<sup>th</sup> March, 2020 and shall not be liable to retire by rotation.”

### 6. APPOINTMENT OF MR. RAJESH KUMAR BUBNA AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to Section 149, 152, 160 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rajesh Kumar Bubna (holding DIN 00468038), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years upto 13<sup>th</sup> August, 2020 and shall not be liable to retire by rotation.”

### 7. APPOINTMENT OF MR. GOPALAKRISHNAN SARANKAPANI AS A DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 152, 160 and 161 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. **Gopalakrishnan Sarankapani** (holding DIN 07262351), be and is hereby appointed as Director of the Company.”

### 8. APPOINTMENT OF MR. GOPALAKRISHNAN SARANKAPANI AS A DIRECTOR-ADMINISTRATIVE

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and 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), approval of the Company be and is hereby accorded to the appointment of Mr. **Gopalakrishnan Sarankapani** (holding DIN 07262351), as a Director-Administrative of the Company and also designated as Key Managerial Personnel (KMP) for a period of 5 (Five) years with effect from 14<sup>th</sup> August, 2015 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with liberty to the Board to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. **Gopalakrishnan Sarankapani**, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.



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

### 9. APPROVAL OF REMUNERATION OF COST AUDITOR

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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Debabrota Banerjee & Associates, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

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

**Registered Office:**  
32, J. L. Nehru Road  
Kolkata – 700 071

**Date:** 14.08.2015

**By Order of the Board of Directors**  
For Dollar Industries Limited

sd/-  
Shikha Agarwal  
**Company Secretary**



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### NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Proxies to be effective, must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
3. **A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN 10 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 PROXY FOR ANY OTHER MEMBER.**
4. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
5. The Register of Members and Transfer Books of the Company will be closed from 24.9.2015 to 30.9.2015 (both days inclusive) for the AGM and for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
6. There is no un-paid or un-claimed dividend for any of the dividend declared in the earlier years.
7. Members holding shares in physical form are requested to intimate, indicating their respective folio number, the change of their addresses, the change of Bank Accounts etc. to M/s Niche Technologies Pvt. Ltd., D511, Bagri Market, 71, B.R.B. Basu Road, Kolkata – 700 001, the Registrar and Transfer Agents of the Company, while members holding shares in electronic form may write to their respective Depository Participant for immediate updation, so as to enable the Company to dispatch dividend warrants to the correct address.
8. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
9. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
10. 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.
11. **The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the Annual Reports, Notices and other communications via email. All the physical shareholders who**



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**have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company, electronically.**

12. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant(s) and Members holding shares in physical form are requested to submit their PAN details to the Company/R&TA.
14. All Documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all the working days during business hours upto the date of meeting.
15. Voting Through Electronic Means
  - I) As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting vote through the electronic voting system ("e-voting") under an arrangement with The Central Depository Services (India) Limited ("CDSL") as specified more particularly in the instruction hereunder provided that once the vote on a Resolution is casted through-voting, a Member shall not be allowed to change it subsequently.
  - II) **The instructions for shareholders voting electronically are as under:**
    - (i) The voting period begins on September 27, 2015 at 10.00 A.M. and ends on September 29, 2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
    - (iii) Click on "Shareholders" tab.
    - (iv) Now Enter your User ID

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- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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 Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● 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.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>● Please Enter the DOB or Bank Account Number in order to Login.</li> <li>● If both the details are not recorded with the depository or company then please enter the member ID /Folio Number in the Bank Account Number details field as mentioned in above instruction (iv).</li> </ul>

- (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



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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 for the relevant "Dollar Industries Ltd." on which you choose to vote.
- (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 out print 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 & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.



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- (xix) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
16. Institutional Members / Bodies Corporate (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 through e-mail at [santibrewalla@gmail.com](mailto:santibrewalla@gmail.com) with a copy mark to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 29.9.2015 upto 5.00 p.m. without which the vote shall not be treated as valid.
  17. **The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.**
  18. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on **21<sup>st</sup> August, 2015**.
  19. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 23rd September, 2015 are requested to send the written / email communication to the Company at [investors@dollarinternational.com](mailto:investors@dollarinternational.com) and to the RTA at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
  20. **The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.**
  21. The facility for voting either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
  22. **However, in case the members who have casted their votes by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.**
  23. **Mr. Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 3(three) days of conclusion of the meeting make a consolidated scrutinizer's Report (which includes remote e-voting and voting as may be permitted at the venue of the AGM by means of ballot paper/poll)**





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**of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.**

24. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.
25. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.dollarinternational.com](http://www.dollarinternational.com) and on the website of CDSL immediately after declaration of results of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to The Calcutta Stock Exchange Limited & Jaipur Stock Exchange Limited, where the shares of the Company are listed.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 4 to 8 of the accompanying Notice dated 14<sup>th</sup> August, 2015 :

### **Item No.4 & 5-**

The Board, at its meeting held on 31<sup>st</sup> March, 2015 has appointed Mr. Vinay Kumar Agarwal and Mrs. Deepshikha Rakesh Agarwal as Additional Directors (designated as Independent Directors) of the Company w.e.f. 31<sup>st</sup> March, 2015, pursuant to Section 149, 161 of the Companies Act, 2013 and the Articles of Association of the Company. As per the provisions of the Act, they would hold office of Directors up to the date of the ensuing Annual General Meeting (AGM) unless appointed as Directors of the Company by the Shareholders. The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, from members along with a deposit of prescribed sum of money, proposing the candidature of Mr. Vinay Kumar Agarwal and Mrs. Deepshikha Rakesh Agarwal for the office of Independent Directors, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Vinay Kumar Agarwal and Mrs. Deepshikha Rakesh Agarwal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors and they are independent of the management.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vinay Kumar Agarwal and Mrs. Deepshikha Rakesh Agarwal as Independent Directors, for the approval by the shareholders of the Company up to March 30, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, they shall not be liable to retire by rotation.

Copies of the draft letters of appointment of Mr. Vinay Kumar Agarwal and Mrs. Deepshikha Rakesh Agarwal as Independent Directors setting out the terms and conditions is available for inspection by members during working hours at the Registered Office of the Company.

Except Mr. Vinay Kumar Agarwal and Mrs. Deepshikha Rakesh Agarwal, no Director, key managerial personnel or their relatives, is in any way, financially or otherwise interested or concerned in the resolution.

The Board recommends the Ordinary resolution set forth in Item no. 4 & 5 of the Notice, for the approval by the shareholders of the Company.

### **Item No.6 -**

The Board, at its meeting held on 14<sup>th</sup> August, 2015 has appointed Mr. Rajesh Kumar Bubna as an Additional Director (designated as Independent Director) of the Company w.e.f. 14<sup>th</sup> August, 2015, pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company. As per provisions of the Act, he would hold office of Directors up to the date of the ensuing Annual General Meeting (AGM) unless appointed as a Director of the Company by the Shareholders. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of prescribed sum of money, proposing the candidature of Mr. Rajesh Kumar Bubna for the office of an Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

In the opinion of the Board, Mr. Rajesh Kumar Bubna fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and he is independent of the management.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rajesh Kumar Bubna as an Independent Director, for the approval by the shareholders of the Company up to the AGM of the Company to be held in the year 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. Further, he shall not be liable to retire by rotation.

Copy of the draft letter of appointment of Mr. Rajesh Kumar Bubna as an Independent Director setting out the terms and conditions is available for inspection by members during working hours at the Registered Office of the Company.

Except Mr. Rajesh Kumar Bubna, no Director, key managerial personnel or their relatives, is in any way, financially or otherwise interested or concerned in the resolution.

The Board recommends the Ordinary resolution set forth in Item no. 6 of the Notice, for the approval by the shareholders of the Company.

### **Item No.7 & 8-**

The Board, at its meeting held on 14<sup>th</sup> August, 2015, on recommendation of Nomination and Remuneration Committee has appointed Mr. Gopalakrishnan Sarankapani as an Additional Director of the Company, who will hold office up to the date of the ensuing Annual General Meeting as provided under section 161 of the Companies Act, 2013. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of prescribed sum of money, proposing the candidature of Mr. Gopalakrishnan Sarankapani for the office of Directors of the Company who shall be liable to retire by rotation.

The Board in the aforesaid meeting has also appointed Mr. Sarankapani as a Director – Administrative of the Company and also designated him as Key Managerial Personnel (KMP) for a period of 5 (five) years commencing from 14<sup>th</sup> August, 2015 on the following remuneration, perquisites and other terms & conditions as recommended by the Nomination and Remuneration Committee, subject to provisions of section 196, 197, 198 and schedule V of the Companies Act, 2013 V read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014) and the same requires shareholders' approval.

The remuneration and other terms & conditions payable to Mr. Gopalakrishnan Sarankapani are set out as below:

- **Salary :** Rs. 25,000/- per month and revision / increment as may be recommended by Remuneration Committee and approved by the Board from time to time and permissible under Schedule V of the Companies Act, 2013.

### **Other Terms :**

- i. Leave on full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962, casual and sick leave on full pay and allowance as per rules of the Company.
- ii. He shall be entitled to reimbursement of travelling, entertainment and all other expenses actually and



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.

- iii. He shall be reimbursed out of pocket expenses as may be incurred by him in the course of discharging his duties in his respective capacities.
- iv. Mr. Gopalakrishnan Sarankapani, as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors of any Committee thereof.
- v. Either party may terminate the agreement by giving 3 (Three) months notice in writing or remuneration in lieu thereof without showing any reason.
- vi. **Minimum Remuneration:** In the absence of inadequacy of profit of the Company in any financial, Mr. Gopalakrishnan Sarankapani will be entitled to receive such remuneration as is permissible under Section 197 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

None of the Directors, Key Managerial Personnel(s) and their relatives except Mr. Gopalakrishnan Sarankapani are in any way financially or otherwise deemed to be concerned or interested in the above resolution.

The Board recommends the Ordinary resolution set forth in Item no. 7 & 8 of the Notice, for the approval by the shareholders of the Company.

Pursuant to Section 190 of the Companies Act, 2013, the copy of the letter of appointment issued to Mr. Gopalakrishnan Sarankapani, Director-Administrative is open for inspection at the Registered office of the Company during business hours till the date of ensuing Annual General Meeting.

### **Item No. 9 -**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Debobrota Banerjee & Associates, Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 at a remuneration of Rs. 1,50,000/- as his Audit fees.

In accordance with the provisions of Section 148 of the Companies Act, 2014, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company in the general meeting. Accordingly, consent of the members is sought for passing the Resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors of the Company or any key managerial personnel or their relatives are in any way, financially or otherwise, directly or indirectly, concerned or interested in the said resolution.

The Board of Directors recommends the resolution set out in Item No. 9 of the accompanying notice for the approval of the members.



## ANNEXURE TO NOTICE OF AGM

### Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting (In pursuance to Clause 49 of the Listing Agreement)

Name of Director	Date of Birth	Date of Appointment	Expertise in specific Functional areas	Qualification	List of other Companies in which Directorships held as on 31 <sup>st</sup> March, 2015*	Chairman/ Member of the Committee of the Board of other Companies in which he is a Director as on 31 <sup>st</sup> March, 2015
Mr. Bajrang Lal Gupta	19/09/1972	10/01/2005	He has about one decade of experience in technical aspect of production, quality control, purchase management and export.	Technical Graduate from IIT	NIL	NIL
Mr. Vinay Kumar Agarwal	14/10/1965	31/03/2015	Audit & Taxation.	Chartered Accountant	NIL	NIL
Mrs. Deepshikha Rakesh Agarwal	13/07/1977	31/03/2015	Finance & Banking.	B.Com (Hons.)	NIL	NIL
Mr. Rajesh Kumar Bubna	14/06/1964	14/08/2015	Audit, Taxation, Financial planning, etc.	Chartered Accountant	NIL	NIL
Mr. Gopalakrishnan Sarankapani	23/04/1965	14/08/2015	Administration & Marketing	B. Com	NIL	NIL

\* Excluding Private Limited Companies and Companies registered under Section 8 of the Companies Act, 2013.