



## Notice

NOTICE IS HEREBY GIVEN THAT THE 14<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF GAUTAM EXIM LIMITED (THE COMPANY) WILL BE HELD ON SATURDAY THE 28<sup>TH</sup> DAY OF SEPTEMBER, 2019 AT 11:30 A.M. AT C7/57 59 MIRGASIR COMPLEX, OPP. ADVANCE COMPLEX, N. H. NO. 8, GIDC, VAPI – 396195, GUJARAT TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend on equity shares for the year ended 31<sup>st</sup> March, 2019.
3. To appoint Mr. Balasubramanian Raman (DIN: 00410443), who retires by rotation and being eligible offers himself for re-appointment:
4. To appoint statutory auditors of the Company, and to fix their remuneration and to pass the following resolution as ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), M/s. C D Khakhar & Co., Chartered Accountants (Registration No. 141767W), be and is hereby appointed as Statutory Auditors of the Company for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Nineteenth Annual General Meeting of the company to be held in the calendar year 2024, at such remuneration as shall be fixed by the Board of Directors of the Company.”

### SPECIAL BUSINESS:

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

**“RESOLVED THAT** in partial modification of resolution passed in this regard by the members of the Company at 13<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> August, 2018 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (‘the Act’), the consent of the members be and is hereby accorded for revision in remuneration of Mr. Manishkumar Bansnarayan Ray (DIN: 03512320), Whole Time Director, with effect from 01<sup>st</sup> October, 2019 for the remaining period of his tenure ending on August 28, 2021.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Manishkumar Bansnarayan Ray, Whole Time Director with effect from 01<sup>st</sup> October, 2019 shall be as under:

Salary: Rs. 2,50,000/- p.m. with effect from 01<sup>st</sup> October, 2019 inclusive of all perquisite.

**RESOLVED FURTHER THAT** the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Manishkumar Bansnarayan Ray, Whole Time Director of the Company be paid remuneration by way of Salary, Perquisites and allowances upto a maximum of Rs. 2,50,000/- (Rupees Two lacs fifty thousand only) as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** where in any financial year, during the currency of the tenure of Mr. Manishkumar Bansnarayan Ray as Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company, as approved by the resolution passed at the 13<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> August, 2018 shall remain unchanged.



**RESOLVED FURTHER THAT** the Board of Director or the Chief Financial Officer or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

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

**“RESOLVED THAT** in partial modification of resolution passed in this regard by the members of the Company at General Meeting held on 28<sup>th</sup> April, 2017 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (‘the Act’), the consent of the members be and is hereby accorded for revision in remuneration of Mr. Balasubramanian Raman (DIN: 00410443), Managing Director, with effect from 01<sup>st</sup> October, 2019 for the remaining period of his tenure ending on April, 2022.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Balasubramanian Raman, Managing Director with effect from 01<sup>st</sup> October, 2019 shall be as under:

Salary: Rs. 1,50,000/- p.m. with effect from 01<sup>st</sup> October, 2019 inclusive of all perquisite.

**RESOLVED FURTHER THAT** the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Balasubramanian Raman, Managing Director of the Company be paid remuneration by way of Salary, Perquisites and allowances upto a maximum of Rs. 1,50,000/- (Rupees One lac fifty thousand only) as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** where in any financial year, during the currency of the tenure of Mr. Balasubramanian Raman as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company, as approved by the resolution passed at the General Meeting of the Company held on 28<sup>th</sup> April, 2017 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Director or the Chief Financial Officer or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

By order of the Board of Directors  
**BALASUBRAMANIAN RAMAN**  
Managing Director  
DIN : 00410443

Date: 19/08/2019

Place: Vapi

**Registered Office:**

C7/57 59, MIRGASIR COMPLEX, OPP ADVANCE COMPLEX, N H NO 8, GIDC, VAPI 396195 GUJARAT

**NOTES:**

- (1) **EXPLANATORY STATEMENT:** The relative Explanatory Statement pursuant to section 102 of Companies Act 2013, in respect of business under item Nos. 5 and 6 of the notice annexed hereto.
- (2) **PROXY:** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND, ON POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
- (3) **ATTENDANCE SLIP & ANNUAL RETURN:** Members / proxies / authorized representatives should bring their copy of the Annual Reports and Financial Statements along with their Attendance Slip attached herewith duly filled and signed in accordance with specimen signatures registered with the company to attend the meeting.

Members who hold shares in dematerialized form are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

- (4) **AUTHORISED REPRESENTATIVE:** Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (5) **CLOSURE OF BOOKS:** Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, the 21<sup>st</sup> September, 2019 to Saturday the 28<sup>th</sup> September, 2019 (both days inclusive).
- (6) **NRI SHAREHOLDER :** The non-resident Indian shareholders are requested to inform the company immediately about:
1. The change in the residential status on return to India for Permanent settlement.
  2. The particulars of NRO bank account in India if not furnished Earlier.
- (7) **NOMINATION:** Members are entitled to make nomination in respect of the shares held by them in physical form. Members desirous of making nominations may send their request in Form SH.13 in duplicate to the Registrars and Share Transfer Agents (RTA) of the Company. Members may obtain a blank Form SH.13 upon request to the Company or its RTA.
- (8) The Company has made necessary arrangements for the members to hold their shares in dematerialised form. Members are also entitled to make nomination in respect of the shares held by them in dematerialised form with their respective DPs. Those members who are holding shares in physical form are requested to dematerialise their shares by approaching any of the registered DPs. In case any member wishes to dematerialize his/her/its shares and needs any assistance, he/ she/ it may write to the Company Secretary at the Registered Office of the Company.
- (9) **UPDATION OF MEMBERS' DETAILS:** The Format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Transfer Agents to record additional details of Members, including their Permanent Account Number details ("PAN"), email address, bank details for payment of dividend, etc. Further, the Securities and Exchange Board of India ("SEBI") has mandated the submission of PAN by every participant in the securities market.

A form for capturing the above details is appended to this Notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant or contact our Registrar and Transfer Agent i.e. Big Share Services Private Limited.

- (10) **REGULATION 36:** Additional Information, pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the Annual General Meeting, is furnished as annexure to the Notice. The directors have furnished consent /declaration for their appointment/ reappointment as required under the Companies Act, 2013 and the rules there under.
- (11) **DISPATCH OF ANNUAL REPORT:** Pursuant to the provisions of Sections 101 and 136 of the Act read with the Companies (Accounts) Rules, 2014 Annual Report for the Financial Year 2018-19, the notice of the 14<sup>th</sup> Annual



General Meeting along with Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose e-mail addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a physical copy of the document. For members who have not registered their email addresses, physical copies of the Documents are being sent by the permitted mode.

- (12) **INTIMATION OF CHANGE IN THE DETAILS:** Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or contact our Registrar and Transfer Agent i.e. Big Share Services Private Limited (Mumbai). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends (If any).
- (13) **COMPLIANCE UNDER REGULATION 136(1):** The Annual Report of the Company will be available on the Company's website, <http://www.gautamexim.com> and on the website of respective Stock Exchange where the equity shares of the Company are listed, [www.bsesme.com](http://www.bsesme.com). As per Section 136(1), the physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at [cs@gautamexim.com](mailto:cs@gautamexim.com).
- (14) **REGISTERS:** The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- (15) **JOINT-HOLDER:** In case of Joint holder's attending the meeting, the Joint-holder's who is higher in the order will be entitled to vote at the meeting.
- (16) **ROUTE MAP:** A route map showing direction to reach the venue of the meeting is given at the end of this Notice.
- (17) **INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER;**
- I. In compliance with the provision of section 108 of the Companies Act, 2013 and 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 company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).
  - II. The e-voting period begins on Wednesday, **25<sup>th</sup> September, 2019 at 10:00 am** and ends on Friday, **27<sup>th</sup> September, 2019 at 5.00 pm**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of Friday, **20<sup>th</sup> September, 2019**, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
  - III. Mr. Vishal Dewang, Practicing Company Secretary, has been appointed as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, in a fair and transparent manner.
  - IV. Voting rights shall be reckoned on the paid up value of share registered in the name of the members as on the cut-off date i.e. **20<sup>th</sup> September, 2019**.
  - V. A person, whose name is recorded in the register of members as on the cut-off date, i.e. **20<sup>th</sup> September, 2019** only shall be entitled to avail the facility of remote e-voting/voting.
  - VI. The Scrutinizer, after scrutinizing the votes cast at the meeting (polling paper) and through remote e-voting, will not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the stock Exchange.
  - VII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. **28<sup>th</sup> September, 2019**.
  - VIII. **Instructions for e-voting are as under:**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and 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 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).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or [www.gautamexim.com](http://www.gautamexim.com)

**The e-voting period commences on Wednesday, 25<sup>th</sup> September, 2019 (9:00 am) and ends on Friday, 27<sup>th</sup> September, 2019 (5:00 pm).** During this period shareholders’ of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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 20<sup>th</sup> September, 2019.** 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. 20<sup>th</sup> September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [jibu@bigshareonline.com](mailto:jibu@bigshareonline.com).

The facility for voting through remote e-voting / ballot paper / Poling 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.

**The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

**Step 1: Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
  - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
5. Your password details are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
  - c. How to retrieve your ‘initial password’?



- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a. Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Step 2 : Cast your vote electronically on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders:**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [cs.vishal2009@gmail.com](mailto:cs.vishal2009@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

#### **Please note the following:**

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.

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.

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 for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.



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

**Other information:**

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

**(18)** All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 10.30 a.m. to 12.30 p.m. on all working days, up to and including the date of the Annual General Meeting of the Company.

**REQUEST TO MEMBERS:**

Members are requested to send their question(s), if any, relating to the financial statements, shareholding, etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company, on or before Wednesday, 25 September, 2019, so that the answers/details can be kept ready at the AGM.

By order of the Board of Directors  
**BALASUBRAMANIAN RAMAN**  
Managing Director  
DIN : 00410443

Date: 19/08/2019  
Place: Vapi

**Registered Office:**

C7/57 59, MIRGASIR COMPLEX, OPP ADVANCE COMPLEX, N H NO 8, GIDC, VAPI 396195 GUJARAT



## Annexure to Notice

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (HEREINAFTER CALLED "THE ACT")

### Item No. 5

Mr. Manishkumar Bansnarayan Ray was appointed as Whole Time Director of the Company with effect from 29<sup>th</sup> August, 2018 for a period of 3 years at the 13th Annual General Meeting of the shareholders held on 29<sup>th</sup> August, 2018.

Mr. Manishkumar Bansnarayan Ray, aged 36 years, is a Bachelor of Commerce. He possesses valuable experience in trading and marketing of waste paper and all grades of finished papers for more than 10 years. His experience will be valuable in efficient management of the Company in the ever changing business environment.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Manishkumar Bansnarayan Ray, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 19<sup>th</sup> August, 2019, has approved the proposal to increase the salary of Mr. Manishkumar Bansnarayan Ray, Whole Time Director, subject to the approval of shareholders, as set out in the resolution being item no. 5 of the accompanying notice w.e.f. 01<sup>st</sup> October, 2019 for the remaining period of his tenure i.e. upto 28 August, 2021.

**Minimum Remuneration:** Where in any financial year, during the currency of the tenure of Mr. Manishkumar Bansnarayan Ray as Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 5 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee at its meeting held on 19<sup>th</sup> August, 2019 has already approved the above remuneration payable to Mr. Manishkumar Bansnarayan Ray, Whole-time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the members of the Company shall remain unchanged.

Considering Mr. Manishkumar Bansnarayan Ray's experience in paper industry, and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Manishkumar Bansnarayan Ray and his relative, are in any way, concerned or interested in the said resolution.

The Board commends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval by the Members.

**Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013**





<b>I. General Information</b>		
1	Nature of Industry	Trading (The company is engage in the business of Import, Export and trading of waste papers, paper pulp, finished papers etc.)
2	Date or expected date of Commencement of Commercial production	Commercial operations commenced in the year 2009
	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not applicable
Financial performance based on given indicators	<b>Particulars</b>	
	<b>2018-19 (as per audited financials Report) (In Lakh)</b>	
	Paid up Capital	Rs. 308.10
	Reserves and Surplus	Rs. 757.29
	Total Revenue from Operations	Rs. 50322.51
	Total Expenses	Rs. 50361.49
	Profit before Tax	Rs. 232.51
	Tax Expenses including Deferred Tax	Rs. 74.79
Profit after Tax	Rs. 157.72	
Foreign investments or collaborators, if any	Not applicable	
<b>II INFORMATION ABOUT THE APPOINTEE:</b>		
Background details	Mr. Manishkumar Bansnarayan Ray has been on the board of the company since 29 <sup>th</sup> August, 2018 of the company. He is having valuable experience in procurement of waste paper, marketing of various grades of finished paper.	
Past Remuneration	Rs. 1.00 Lac per month	
Job profile and his suitability	Procurement and marketing of Products.	
Remuneration proposed	Rs. 2.50 Lac per month	
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	<p>The remuneration proposed to be paid to Mr. Manishkumar Bansnarayan Ray, Whole-time Director is purely based on merit.</p> <p>Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Manishkumar Bansnarayan Ray before recommending the remuneration as proposed hereinabove.</p>	
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	NA	
<b>III OTHER INFORMATION</b>		
Reasons of loss or inadequate profits	At present the Company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.	
Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins	
Expected increase productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms	
<b>IV Disclosures:</b>		
1	The information, as required, is provided under Annual Report 2019. The remuneration package proposed to be given to Mr. Manishkumar Bansnarayan Ray is as per the details given in the resolution. The Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.	

**Item No. 6**

Mr. Balasubramanian Raman, is the promoter and Managing Director of the company. He has been appointed as the director since 2005 and designated as a Managing Director of the company with effect from May 01, 2017.

Mr. Balasubramanian Raman, aged 68 years, is a Certified Management Consultant and is a member of Institute of Management Consultants of India. He possesses valuable experience in the field of Paper Industry since more than 30 years.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Balasubramanian Raman, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 19<sup>th</sup> August, 2019, has approved the proposal to increase the salary of Mr. Balasubramanian Raman, Managing Director, subject to the approval of shareholders, as set out in the resolution being item no. 6 of the accompanying notice w.e.f. 01<sup>st</sup> October, 2019 for the remaining period of his tenure i.e. upto 30<sup>th</sup> April, 2022.

**Minimum Remuneration:** Where in any financial year, during the currency of the tenure of Mr. Balasubramanian Raman as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 6 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee at its meeting held on 19<sup>th</sup> August, 2019 has already approved the above remuneration payable to Mr. Balasubramanian Raman, Managing Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company as approved by the members of the Company shall remain unchanged.

Considering Mr. Balasubramanian Raman's experience in paper industry, and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Balasubramanian Raman and Mrs. Nagalakshmi Raman his wife and his relative, are in any way, concerned or interested in the said resolution.

The Board commends the Special Resolution set out at Item No. 6 of the accompanying Notice for the approval by the Members.

**Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013**

I.	General Information	
1	Nature of Industry	Trading (The company is engage in the business of Import, Export and trading of waste papers, paper pulp, finished papers etc.)
2	Date or expected date of Commencement of Commercial production	Commercial operations commenced in the year 2009
	In case of new Companies, expected date of commencement	Not applicable



	of activities as per project approved by Financial Institutions appearing in the prospectus		
Financial performance based on given indicators		<b>Particulars</b>	
		<b>2018-19 (as per audited financials Report) (In Lakh)</b>	
		Paid up Capital	Rs. 308.10
		Reserves and Surplus	Rs. 757.29
		Total Revenue from Operations	Rs. 50322.51
		Total Expenses	Rs. 50361.49
		Profit before Tax	Rs. 232.51
		Rs. 74.79	
		Rs. 157.72	
Foreign investments or collaborators, if any		Not applicable	
<b>II INFORMATION ABOUT THE APPOINTEE:</b>			
Background details	Mr. Balasubramanian Raman has been on the board of the company since 2005. He is having valuable experience Marketing and Finance Department in Paper Industry.		
Past Remuneration (per month)	Rs. 40.00 Thousand Salary and Rs. 80 Thousand Consultancy Fees paid and other incentive.		
Job profile and his suitability	<p>As a Managing Director, Mr. Balasubramanian Raman, is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon them him by the Board.</p> <p>Mr. Balasubramanian Raman is of proven caliber and skill and are having wide ranging experience in the industry.</p> <p>Mr. Balasubramanian Raman, shall have all powers and duties as the Board may determine from time to time.</p>		
Remuneration proposed	Rs. 1.50 Lac per month		
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size of the Company, profile of Mr. Balasubramanian Raman, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.		
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Besides the remuneration and dividend being received, the Mr. Balasubramanian Raman does not have any pecuniary relationship with the Company. Mr. Balasubramanian Raman, is related to Mrs. Nagalaxmi Raman as relative.</p> <p>Mr. Balasubramanian Raman, belongs to the Promoter Group. The shareholding of Mr. Balasubramanian Raman is 129850 shares in the share capital of the Company.</p>		
<b>III OTHER INFORMATION</b>			
Reasons of loss or inadequate profits	At present the Company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.		
Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins		
Expected increase productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms		
<b>IV Disclosures:</b>			
1	The information, as required, is provided under Corporate Governance Section of the Annual Report 2018. The remuneration package proposed to be given to Mr. Balasubramanian Raman is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.		



## Annexure to Notice

ADDITIONAL INFORMATION (AS ON MARCH 31, 2019) OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 14TH ANNUAL GENERAL MEETING PURSUANT TO REGULATIONS 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

Name of Director	Mr. Balasubramanian Raman
Date of Birth	18 <sup>th</sup> May, 1950
Date of Appointment	05 <sup>th</sup> August, 2005
Qualifications	Member of Management consultants of India.
Expertise in specific function area	Marketing and Finance Department
Brief Profile	Mr. Balasubramanian Raman has been on the board of the company since incorporation of the company and has been serving as the Director on the board since 2005. He possesses valuable experience in Marketing and Finance Department. He has significant experience in administration and operations. Mr. Balasubramanian Raman was paid remuneration and consulting fees by the company to discharge his duties.
Directorship held in other listed companies excluding foreign companies	None
Member of Committees in other listed Companies	None
Shareholding in the company	Mr. Balasubramanian Raman holds 1168650/- shares in the company.
Relationship with other Directors and Key Managerial Personnel	Mr. Balasubramanian Raman is the husband of Mrs. Nagalaxmi Balasubramanian, Whole Time Director of the company.
No. of Meetings attended during the Financial Year	Mr. Balasubramanian Raman attended 6 meetings out of 6 of the Board of Directors meetings held by the Company.
Terms and Conditions of appointment	To enable compliance by the Company with the provisions of Section 152 of the Companies Act, 2013, Mr. Balasubramanian Raman is being made liable to retire by rotation

### Route Map (Venue of Annual General Meeting)

