

**MUKESH UDYOG LIMITED**  
**CIN: L65921PB1994PLC014976**  
**Regd.Office: VPO BUDDHEWALNEAR KOHARA**  
**TEHSIL AND DISTT LUDHIANA**  
**E-MAIL ID:mukeshgroupindia@gmail.com**  
**WEBSITE: www.mukeshudyog.com**

**NOTICE**

NOTICE is hereby given that the 20th Annual General Meeting of the Members of MUKESH UDYOG LIMITED will be held on Wednesday, 30th day, of September, 2015 at registered office of the company at V.P.O.Buddhewal, Near Kohara, LUDHIANA-141112at 02.00 p.m., to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Directors' Report, the Auditors' Report and the Audited Balance Sheet and Profit and Loss Account together with Schedules and Cash Flow Statement of the Company for the year ended 31st' March, 2015.
2. To appoint a Director in place of Mr. Sandeep Gupta (DIN: 00159814)who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 (2) and 142(1) of the Companies Act, 2013 the reappointment of thestatutory auditors of company M/s. Gupta Vinod Kumar & Associates (Firm registration No: 006904N), Chartered Accountants, be and is hereby ratified by the members of the company for the financial year 2015-2016 at such remuneration as may be determined by the Board of Directors of the Company."

**SPECIAL BUSINESS**

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

"RESOLVED THAT Smt RITA RANI (DIN: 07147999) who has been appointed as an Additional Director of the Company by Board of Directors with effect from 25th March,2015 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as director of the Company.

5. **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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Smt RITA RANI (DIN: 07147999) , who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 28th Annual General Meeting of the Company in the calendar year 2020 not liable to retire by rotation."

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

"RESOLVED THAT Mr. Krishan Chand Gupta (DIN: 00057030) who has been appointed as an Additional Director of the Company by Board of Directors with effect from 30th May,2015 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as director of the Company.

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

"RESOLVED THAT Mr. Deepak Gupta (DIN: 00159840) who has been appointed as an Additional Director of the Company by Board of Directors with effect from 30th May,2015 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as director of the Company.

**8. To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special resolution:- (Through Postal Ballot)**

"Resolved that pursuant to the provisions of Section 180 (1)(a) of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the company be and is hereby accorded to the board of directors to mortgage and/or hypothecate and/or charge by mortgage through deposit of title deeds or in any other manner, all the present and/or future movable and immovable properties and whole or substantially the whole of the undertaking of the company for charges to be created in favour of the Company's Bankers and/or Financial Institutions from time to time for the purpose of financial assistance sanctioned or to be sanctioned by such Bank(s) and/or Financial Institutions from time to time in favour of the Company together with the commitment charges costs, charges expenses and other monies payable by the company to said Bank(s) and/or Financial Institution(s)."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as maybe necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

**9. To consider, and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:-**

“RESOLVED THAT pursuant to the provisions of section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the appointment of M/s. VERMA KHUSHWINDER & CO (Firm Registration No. 000469) Cost Accountants as Cost Auditor of the Company, for conducting audit of cost records in respect of manufacturing activities of the Company for the financial year 2015-16 on a such remuneration as decided by the Board of Directors be and is hereby ratified and confirmed.”

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

“Resolved that pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under, as amended from time to time and subject to other applicable regulations/guidelines, and subject to the approval of the Registrar of Companies, the approval of the members be and is hereby accorded to adopt the New Articles of Association of the company.

Resolved further that company do adopt a new set of Articles of Association.

Resolved further that for the purpose of giving effect to this resolution and for removal of any difficulty or doubt, the board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper.”

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

“RESOLVED THAT pursuant to the provisions of Section 13(1) and (9) and all other applicable provisions, if applicable, of the Companies Act, 2013 read with the rules framed, the existing clause III(B) and III(C) of Memorandum of Association be and are hereby deleted and new clause III(B) of Memorandum of Association be and is hereby inserted as per new Companies Act, 2013 as MATTERS WHICH ARE NECESSARY FOR

FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) of the Memorandum of Association of the company. The new clause III(B) will be read as follows:

**III(B) Matter which are necessary for furtherance of the object specified in clause III(a) are:-**

- (1) To receipt of contract amount in foreign currencies & repatriate the amount outside India
- (2) To do all or any of the acts or things as mentioned in the main objects either as principals, contractors or otherwise and either alone or in conjunction with others.
- (3) To remunerate any firm, person or body corporate rendering services to the Company, including without limitation, in relation to the promotion or formation of the Company, either by cash payment or by allotment to him or them of shares and securities of the Company as paid -up in full or in part or otherwise.
- (4) To pay all costs, charges and expenses incurred or sustained in or about the formation, registration, promotion, incorporation, establishment and advertisement of the Company or which the Company shall consider to be preliminary including contracts entered into by the Company.
- (5) To enter into contracts or arrangements or other dealings for more efficient conduct of the business of the Company or any part thereof and also to enter into any arrangement with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company.
- (6) To buy, sell, repair, alter, improve, exchange, let on hire, import, export and deal in all works, plant, machinery, tools, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which the Company is competent to carry on, or which may be required by any customer or person having dealings with the Company or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and otherwise deal in all products and services incidental to any of the businesses carried on by the Company.
- (7) To lease, sub-lease, hire, purchase, license or otherwise acquire and/or sell, dispose of, construct, alter, modify, develop or otherwise deal in any properties, factories, shades, offices, guest houses, employee accommodation, godowns, warehouses, or other structures for housing and carrying on the businesses of the Company or for its employees, clients or other persons or for any other persons or for any other purpose as the Board of Directors may think expedient for the benefit of the Company.
- (8) To enter into, undertake and execute contracts or other arrangements with any parties for any transactions, including the provision and supply or use of materials, machinery, equipment, articles or other products and/or services necessary for or otherwise required for or incidental to carrying out the objectives of the Company.
- (9) To recruit, train and develop staff, organize seminars, training programs and conferences for employees, customers and the general public.

- (10) To recruit, train and develop a pool of technical, managerial and administrative personnel including staff, employees, agents, for the Company or any subsidiary, affiliate or group companies or any other company, firm or other person, particularly where such companies, firms or persons are engaged in any business related to the business of the Company.
- (11) To employ, engage, appoint, retain or otherwise procure, suspend or terminate the services of professionals, consultants, engineers, design consultants, technicians, legal and financial advisors, or other experts and to imbibe innovation and modern management techniques in the functioning and businesses of the Company.
- (12) To retrench, lay-off, suspend, terminate the appointment of or dismiss executives, managers, assistants, support staff and other employees and to remunerate them at such rates as may be thought fit.
- (13) To adopt such means of making known the articles, goods, products, appliances manufactured or dealt in or processes and services provided by, or at the disposal of the Company, as well as properties, assets and effects of the Company as may seem expedient, in particular by advertising in the press and through billboards, hoardings, motion pictures, by broadcasting, telecasting or by publication of books, periodicals and any other material convenient to the Company, by participating in trade fairs, exhibitions and by granting prizes, rewards and donations.
- (14) To acquire, and possess the whole or part of the business assets, property, goodwill, rights and liabilities of any persons, society, association or company carrying on any business.
- (15) To appoint dealers, sub-dealers, agents, sub-agents, distributors, sole selling agents, sole concessionaries, either in India or any place in India, for the efficient conduct of the business of the Company, and remunerate them for their services.
- (16) To take and/or provide discounts or to approve other terms of payment or credit in relation to any sums owing to or due from the Company and to impose or agree to pay any interest thereon or to write off any such sums or parts thereof.
- (17) To pay for any property or rights acquired, either in cash, against debentures, or in fully or partly paid shares, or by the issue of securities, or by providing services and generally in such terms as may be determined and agreed upon.
- (18) To carry on research and development activities on all aspects related to the business and objects of the Company.
- (19) To undertake all types of technical, economic, and financial investigations and aid or assist or enter into partnership with any institution, university, company, partnership, firm or person or persons conducting such research or study and to subsidize, endow and assist workshops, libraries, meetings, lectures, and conferences and do such other acts to generally encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered to assist any of the businesses of the Company.

- (20) To identify projects, project ideas, to prepare profiles, project reports, and undertake market research, feasibility studies, pre-investment studies and investigation of industries on a micro and/or macro level and to render appropriate services, to identify scope and potential for economic and industrial development in any particular geographical area or location whether in India or abroad.
- (21) To acquire from any person, firm or body corporate, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to pay remuneration thereof in any currency by way of lump-sum or instalments or fees or royalties.
- (22) To develop and/or furnish to any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to obtain remuneration thereof in any currency by way of lump-sum or instalments or fees or royalties or through any other arrangement.
- (23) To apply for, purchase, or otherwise acquire, protect or prolong any patent, design, concessions, trademarks, copyrights and the like, conferring an exclusive or non-exclusive or limited right of use, or any secret or other information and/or systems, processes of the Company or which the Company may develop or acquire or propose to develop or acquire.
- (24) To apply for, purchase or otherwise acquire brand names/service marks for the products manufactured and the services rendered by the Company, from any company, firm, or other person anywhere in the world, particularly international brand names/ service marks of the Company's holding or group companies.
- (25) To expend money for improving or seeking to improve any patents, rights, inventions, discoveries, or information and/or systems, processes of the Company or which the Company may develop or may acquire or propose to develop or acquire.
- (26) To use, exercise, develop, sell, assign, grant licenses or otherwise turn to account the property, rights and information so acquired.
- (27) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, superannuation, provident, welfare and education funds and trusts for the benefit of any person who is or was at any time in the employment or service of the Company or any subsidiary or affiliate of the Company, or who is or was at any time a director of the Company or of any such other company as aforesaid and the spouse, family and dependants of any such person.
- (28) To provide for the welfare of employees or ex-employees of the Company and their spouses or the dependants of such persons by grant of money, pensions, allowances, bonus or other payments or by contributing to other

- associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company may think fit.
- (29) To purchase, hire or use all kinds of vehicles including cars, heavy transport vehicles, and aircraft, for the purpose of transportation of equipment, materials, employees and managerial personnel or for any other purpose.
- (30) To acquire and hold one or more memberships or membership privileges in stock/security exchanges, commodity exchanges, clearing houses in any other trade or service associations which memberships, or membership privileges are likely in any manner to facilitate the conduct of the Company's business.
- (31) To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, hire or otherwise acquire or dispose of any moveable or immovable property including lands, buildings, and flats of any description in India or elsewhere.
- (32) To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, or otherwise acquire or dispose of any other rights and privileges which the Company may think fit, and in particular of shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.
- (33) To deal in, sell, mortgage, let out or otherwise dispose of the businesses, undertaking or all or any of the property and assets for the time being of the Company, or any part thereof, for such consideration and on such terms, as the Company thinks fit, particularly for shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.
- (34) To promote, invest or assist any companies for the purpose of acquiring all or any of the property, rights and liabilities of such companies, which may seem beneficial to the Company.
- (35) To give Corporate Guarantee to banks & financial institutions to secure the credit facilities availed by other persons, firms or companies, including creation of equitable mortgage on the immovable properties owned by it in such manner as from time to time may be determined and accepted by such bank or financial institutions"
- (36) To enter into joint venture, partnership, or any other arrangement for joint working in business, sharing profits or for co-operation or for mutual assistance or form, promote, subsidize and assist companies and partnerships of all kinds with any person, firm or company or to acquire or

carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or to amalgamate with any person, firm or company carrying on or about to carry on any business or transaction included in the objects of the Company or any other similar business, in India or abroad.

August 28th, 2015

By Order of the Board

Registered Office:

VPO BUDDHEWAL NEAR KOHARA  
TEHSIL AND DISTT LUDHIANA

(PARDEEP GUPTA)  
Managing director  
DIN NO. 00159858  
508-B, AGGAR NAGAR, LUDHIANA,  
141001, Punjab, INDIA

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF, AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED, STAMPED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. **The blank Proxy form is enclosed.**
2. The Corporate Members are requested to send to the Company a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
3. The Register of Members and Share Transfer Books of the Company will be closed from Friday 25th September, 2015 to Wednesday 30th September, 2015 (both days inclusive).
4. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company provides members facility to exercise their right to vote at the 20<sup>th</sup> Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd. The e-voting details are enclosed along with the Annual Report.
5. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, which set out details relating special business at the meeting is annexed hereto.



6. Members desirous of seeking any information concerning the accounts and operations of the Company are requested to address their queries to the Company Secretary, at the Registered Office at least ten days in advance of the meeting, so that the information, to the extent practicable, can be made available at the meeting.
7. The members who have not registered their e-mail addresses so far, are requested to register the same in respect of electronic holdings with the depository through their depository participants. Members who are holding shares in physical form are requested to get their e-mail addresses registered with the Registrar & Transfer Agent, M/s Skyline Financial Services Private Limited.
8. The Shareholders are requested to notify change of address, if any, immediately to the Registrar & Transfer Agent, M/s Skyline Financial Services Private Limited, New Delhi, mentioning their Folio Number.
9. Copies of the annual report will not be distributed at the Annual General Meeting. You are therefore, requested to bring copy of the Annual Report to the Meeting.
10. Annual accounts and related documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company.
11. Electronic copy of the Notice of the 20<sup>th</sup> Annual General Meeting 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/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent in the permitted mode.
12. Notice of the 20<sup>th</sup> Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website [www.mukeshudyog.com](http://www.mukeshudyog.com) for their download. 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. For any communication, the shareholders may also send their request to the Company's email id: [mukeshgroupindia@gmail.com](mailto:mukeshgroupindia@gmail.com)

**E-Voting**

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

1. The voting period begins on Sunday, 27.09.2015,09.00 A.M. and ends on Tuesday 29.09.2015, 05.00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
4. Click on "Shareholders" tab.
5. Now Enter your User ID  
For CDSL: 16 digits beneficiary ID,  
.For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
.Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. 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.
8. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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>
Dividend Bank Details	Enter the Dividend Bank Details or date of birth as recorded in your demat account or in the company records for the said demat account or folio.

Or Date of birth	If both the details are not recorded with the depository or company please enter the member id / folio number in the dividend bank details instruction (5)
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9. After entering these details appropriately, click on “SUBMIT” tab.
10. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN that is **150903122** for MukeshUdyog Limited on which you choose to vote.
13. 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.
14. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
15. 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. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
17. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - 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 a compliance user should be created using the admin

login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts 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.
19. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e.24.09.2015 may follow the same instructions as mentioned above for e-Voting.
- 20. 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).**
21. 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 (record date) of 24th September, 2015.
22. M/s Reecha Goel& Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
23. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

## **EXPLANATORY STATEMENT**

### **Pursuant to Section 102(1) of the Companies Act, 2013**

#### **Item no.4 to 5**

Smt RITA RANI (DIN: 07147999) was appointed by the board at its meeting held on 21.05.2015 as an additional director. The Board of Directors has received a notice from the shareholder proposing the candidature of Smt RITARANI as a Woman / Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013. Smt RITA RANI possesses business experience of 6 years

The Company has received from Smt RITA RANI(i) consent in writing to act as Woman / Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Smt RITARANI as Women / Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Smt RITARANI proposed to be appointed, as a Women / Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made hereunder and also the provisions as laid down in listing agreement and she is independent.

No Director or Key Managerial Personnel of the Company and/ or their relatives, except Smt RITA RANI in her personal capacity for whom the Resolution relates, are interested or concerned in the Resolution.

The Board recommends this Resolution for your Approval.

#### **Item no.6 to 7**

Sh. Krishan Chand Gupta (DIN: 00057030) and Sh. Deepak Gupta (DIN : 00159840) were appointed as additional directors w.e.f. 30.05.2015 in accordance with the provisions of section 161 of Companies Act, 2013. In accordance with the provisions of section 161 of Companies Act, 2013 Sh. Krishan Chand Gupta and Sh. Deepak Gupta hold office upto the date of Annual General Meeting. The Board of Directors has received notices from the shareholders proposing their candidatures as Directors of the company in accordance with the provisions of section 160 and all other applicable provisions of the Companies Act, 2013.

Sh. Krishan Chand Gupta and Sh. Deepak Gupta belong to a reputed industrialist family of region. They are looking after the day to day affairs of the company including finance, marketing, quality of production and competitive strategies etc. They have business acumen and thus suitable for appointment as directors liable to retire by rotation.

Besides Sh. Krishan Chand Gupta and Sh. Deepak Gupta to whom these resolutions relate, Sh. Sandeep Gupta and Sh. Pardeep Gupta being relatives of Sh. Krishan Chand Gupta and Sh. Deepak Gupta are interested in the resolutions of appointment of Sh. Krishan Chand Gupta and Sh. Deepak Gupta.

The Board recommends these Resolutions for your Approval.

### **Item no.8**

The proposed borrowings of the company may, if necessary, have to be secured by way of mortgage/charge on immovable properties and/or hypothecation of the moveable properties of the company both present and future as may be agreed to with the concerned financial institutions/banks or the relevant party concerned.

Since the mortgage and/or charge/hypothecation to be created as aforesaid may attract the provisions of section 180(1)(a) of the Companies Act, 2013, it is advisable to obtain the approval of the members under the provisions of the above section of the said Act. The Directors accordingly commend the resolution in the accompanying notice for the approval of the members.

None of the directors of the Company is in any way concerned or interested in this Resolution.

### **Item no.9**

In pursuance of section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors in its meeting held on 14th August, 2015 appointed M/s. VERMA KHUSHWINDER & CO (Firm Registration No. 000469), Cost Accountants as Cost Auditor of the Company, for conducting audit of cost records for the financial year 2015-16.

The resolution of item no. 9 of the notice is set out as an ordinary resolution for approval and rectification by the members in terms of section 148 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and any of their relatives are interested in the resolution.

### **Item no 10**

Applicability of Companies Act, 2013 has required the Companies to adopt new Articles of Association. The Board of Directors have, decided to adopt a new set of Articles of Association of the company. Alteration of Articles requires the approval of the members of the company. Hence the proposed resolution. Board recommends the adoption of this resolution.

None of the Directors or key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

**Item no 11**

The ancillary objects in the Clause III(B)& other objects in the ClauseIII(C)of the Memorandum of Association are being changed with the requirements of Companies Act, 2013 and new set of MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) are being adopted.

The Directors recommend the Resolution for Member's approval as a Special Resolution

None of the Directors or key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

August 28th, 2015

By Order of the Board

Registered Office:  
VPO BUDDHEWALNEAR KOHARA  
TEHSIL AND DISTT LUDHIANA

(PARDEEP GUPTA)  
Managing director  
DIN NO. 00159858  
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141001, Punjab, INDIA