To,

The Members,

Your Directors have pleasure in presenting their ………….Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

1. **Financial summary or highlights/Performance of the Company** (Standalone)

The Board’s Report shall be prepared based on the stand alone financial statements of the company.

|  |  |  |
| --- | --- | --- |
| **Particulars** | **2014-2015** | **2013-14** |
| Gross Income |  |  |
| Profit Before Interest and Depreciation |  |  |
| Finance Charges |  |  |
| Gross Profit |  |  |
| Provision for Depreciation |  |  |
| Net Profit Before Tax |  |  |
| Provision for Tax |  |  |
| Net Profit After Tax |  |  |
| Balance of Profit brought forward |  |  |
| Balance available for appropriation |  |  |
| Proposed Dividend on Equity Shares |  |  |
| Tax on proposed Dividend |  |  |
| Transfer to General Reserve |  |  |
| Surplus carried to Balance Sheet |  |  |

1. **Brief description of the Company’s working during the year/State of Company’s affair**

If there is more than one division, division wise working details are required to be given. Besides, working details of current years and future prospects of the company’s working have also to be given. A statement justifying the reasons for improvement/depressed results in comparison of the previous year is also required to be given.

1. **Change in the nature of business, if any**
2. **Dividend**

A statement of recommended dividend specifying rate of dividend on different classes of shares and shares allotted during the year is to be given. If no dividend is recommended, a statement of reasons is to be given.

1. **Reserves**

The amounts, if any, which the Board proposes to carry to any reserves is to be given.

1. **CHANGE OF NAME**

The Company has changed its name from “\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_” to “\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_” with effect from \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. The change of name was approved by the members in the Annual General Meeting of the Company held on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. The Registrar of Companies, Mumbai\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ has, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_14, issued the new certificate of incorporation recording the change in the name of the Company.

1. **Share Capital**

**ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS**

The company under the provision of Section 43 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 [Chapter IV] issued \_\_\_\_\_\_ shares of Rs.\_\_\_\_\_

(a) the total number of shares allotted with differential rights.

(b) the details of the differential rights relating to voting rights;

(c) the percentage of the shares with differential rights to the total post issue equity share capital with differential rights issued at any point of time and percentage of voting rights which the equity share capital with differential voting right shall carry to the total voting right of the aggregate equity share capital

(d) the price at which such shares have been issued

(e) the particulars of promoters, directors or KMP to whom such shares are issued

(f) the change to control, if any, in the company consequent to the issue of equity shares with differential voting rights

(g) the diluted EPS pursuant to issue of each class of shares, calculated in accordance with the applicable accounting standards

**ISSUE OF SWEAT EQUITY SHARE**

The company under the provision Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 has issued \_\_\_\_\_\_\_ sweat equity share of Rs.\_\_\_/-

a. the class of director or employee to whom sweat equity is allotted

b. the class of shares issued as Sweat Equity Shares

c. the number of sweat equity shares issued to the directors, KMP or other employees showing separately the number of such shares issued to them, if any, for consideration other than cash and the individual names of allottees holding 1% or more of the issued share capital

d. the reasons or justification for the issue

e. the principal terms and conditions for issue of sweat equity shares, including pricing formula

f. the total numbers of shares arising as a results of issue of sweat equity shares

g. the percentage of the sweat equity shares of the total post issued and paid up share capital

h. the consideration (including consideration other than cash) received or benefit accrued to the company from the issue of equity-shares

i. the diluted EPS pursuant to issuance of sweat equity shares.

1. **Directors and Key Managerial Personnel**

Mr. \_\_\_\_\_\_\_\_ and Mr. \_\_\_\_\_\_\_\_\_\_, Directors retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

During the year, Mr. \_\_\_\_\_, Mr. \_\_\_\_\_\_ and Mr. \_\_\_\_\_\_ have been appointed as an Independent Directors for term of \_\_\_ years. Further, Mr. \_\_\_\_\_\_ and Mr. \_\_\_\_\_ have resigned as Director of the Company w.e.f. \_\_\_\_ and \_\_\_\_ respectively.

Also, Mr. \_\_\_\_\_\_\_, Mr. \_\_\_\_\_\_\_\_\_ and Mr. \_\_\_\_\_\_\_\_\_ has been appointed/ resigned as Chief Executive Officer, Chief Financial Officer and Company Secretary with effect from \_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_ respectively.

**[IMPORTANT:** Ensure to provide the details of directors or key managerial personnel who were appointed or have resigned during the year**.]**

1. **Particulars of Employees**

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees is annexed as **Annexure IV**.

1. **Meetings**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year six Board Meetings and six Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

1. **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

1. **Declaration by an Independent Director(s) and re- appointment, if any**

A declaration by an Independent Director(s) that he/they meet the criteria of independence as provided in sub-section (*6*) of Section 149 of the Companies Act, 2013 shall be enclosed as **Annexure VI**.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board’s report.

1. **Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

**Managerial Remuneration:**

A) Details of the ratio of the remuneration of each director to the median employee’s remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. **(Applicable to Listed Company)**

B) Details of the every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

C) Any director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company subject to its disclosure by the Company in the Board’s Report.

1. **Details of Subsidiary/Joint Ventures/Associate Companies**

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a company’s subsidiary or subsidiaries, associate company or companies and joint venture or ventures is given as **Annexure-V [Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement]**

Further, the Annual Accounts and related documents of the subsidiary company shall be kept open for inspection at the Registered & Corporate Office of the Company. The Company will also make available copy thereof upon specific request by any Member of the Company interested in obtaining the same. Further, pursuant to Accounting Standard AS-21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company in this Annual Report include the financial information of its subsidiary.

1. **AUDITORS:**

The Auditors, M/s \_\_\_\_\_\_\_\_\_ & Associates, Chartered Accountants, \_\_\_\_\_\_\_\_\_\_\_\_retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment for a period of \_\_\_\_\_\_\_ from the conclusion of this Annual General Meeting [AGM] till the conclusion of \_\_\_\_ AGM.

1. **AUDITORS’ REPORT**

The Auditors’ Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

1. **Disclosure about Cost Audit**

As per the Cost Audit Orders, Cost Audit is applicable to the Company's \_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_, and \_\_\_\_\_\_\_\_\_ products/ business of the Company for FY 2014-15

In view of the same and in terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. \_\_\_\_\_\_\_\_\_\_\_, Cost Accountants have been appointed as Cost Auditors to conduct the audit of cost records of your company for the financial year 2015-16. The remuneration proposed to be paid to them requires ratification of the shareholders of the Company. In view of this, your ratification for payment of remuneration to Cost Auditors is being sought at the ensuing AGM.

Your Company submits its Cost Audit Report with the Ministry of Corporate Affairs within the stipulated time period.

1. **Secretarial Audit Report**

## In terms of Section 204 of the Act and Rules made there under, M/s. \_\_\_\_\_\_\_, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure VII to this report. The report is self-explanatory and do not call for any further comments.

1. **Internal Audit & Controls**

The Company continues to engage KPMG as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

1. **Issue of employee stock options**

The Board of directors, shall, inter alia, disclose in the Directors’ Report for the year, the details as provided in rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014.

|  |  |
| --- | --- |
| **Particulars** |  |
| Approval |  |
| Options granted |  |
| Options vested |  |
| Options exercised |  |
| Total number of shares arising out of exercise of options |  |
| Options forfeited/lapsed/cancelled |  |
| Variations of terms of options |  |
| Money realized by exercise of options |  |
| Total number of options in force |  |

Notes: -

1. Details of options granted during the fiscal 2012 to:

|  |  |
| --- | --- |
| **Particulars** |  |
| 1. Directors and key managerial personnel |  |
| 1. |  |
| 2. |  |
| 3. |  |
| 4. |  |
| 5. |  |
| (b) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year (includes employees and group company employees) |  |
| (c) Identified employees who are granted options, during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant |  |

1. **Vigil Mechanism :**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.abcindia.com under investors/policy documents/Vigil Mechanism Policy link.

1. **Risk management policy**

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, this in the opinion of the Board may threaten the existence of the company.

1. **EXTRACT OF ANNUAL RETURN:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I .**

1. **Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

1. **Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company’s operations in future**
2. **Details in respect of adequacy of internal financial controls with reference to the Financial Statements.**(Applicable to Listed Company)
3. **Deposits**

The details relating to deposits, covered under Chapter V of the Act,-

(a) accepted during the year;

(b) remained unpaid or unclaimed as at the end of the year;

(c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-

(i) at the beginning of the year;

(ii) maximum during the year;

(iii) at the end of the year;

The details of deposits which are not in compliance with the requirements of Chapter V of the Act;

1. **Particulars of loans, guarantees or investments under section 186**

**Details of Loans:**

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| SL No | Date of making loan | Details of Borrower | Amount | Purpose for which the loan is to be utilized by the recipient | Time period for which it is given | Date of BR | Date of SR (if reqd) | Rate of Interest | Security |
|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |

**Details of Investments:-**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| SL No | Date of investment | Details of Investee | Amount | Purpose for which the proceeds from investment is proposed to be utilized by the recipient | Date of BR | Date of SR (if reqd) | Expected rate of return |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |

**Details of Guarantee / Security Provided:**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| SL No | Date of providing security/guarantee | Details of recipient | Amount | Purpose for which the security/guarantee is proposed to be utilized by the recipient | Date of BR | Date of SR (if any) | Commission |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |

1. **Particulars of contracts or arrangements with related parties:**

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transactions under third proviso thereto shall be disclosed in Form No. AOC-2. As **Annexure III** (Format enclosed).

1. **STATUTORY DISCLOSURES**

In terms of the provisions of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended, the names and other particulars of the employees are set out in the annexure to the Directors’ Report. However, as per the provisions of Section 219 (b) (iv) of the said Act, the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining such particulars may write to the Company at the registered office of the Company.

1. **OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

1. **Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

a) Conservation of energy

|  |  |  |
| --- | --- | --- |
| (i) | the steps taken or impact on conservation of energy |  |
| (ii) | the steps taken by the company for utilizing alternate sources of energy |  |
| (iii) | the capital investment on energy conservation equipment’s |  |

(b) Technology absorption

|  |  |  |
| --- | --- | --- |
| (i) | the efforts made towards technology absorption |  |
| (ii) | the benefits derived like product improvement, cost reduction, product development or import substitution |  |
| (iii) | in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- |  |
| (a) the details of technology imported |  |
| (b) the year of import; |  |
| (c) whether the technology been fully absorbed |  |
| (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof |  |
| (iv) | the expenditure incurred on Research and Development |  |

**(c) Foreign exchange earnings and Outgo**

During the year, the total foreign exchange used was Rs. \_\_\_\_\_ lakh and the total foreign exchange earned was Rs. \_\_\_\_\_ lakh.

1. **Corporate Social Responsibility (CSR)**

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 shall be made. (**Annexure II**)

1. **Human Resources**

Your Company treats its “human resources” as one of its most important assets.

Your Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

1. **Directors’ Responsibility Statement**

The Directors’ Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors, in the case of a **listed company**, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

1. **Transfer of Amounts to Investor Education and Protection Fund**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

Pursuant to the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM (i.e. \_\_\_\_\_\_\_\_, 2014), with the Ministry of Corporate Affairs.

1. **Acknowledgements**

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors

Signing as per Board resolution passed

Place:

Date:                           **ANNEXURE INDEX**

|  |  |
| --- | --- |
| **Annexure** | **Content** |
|  | Annual Return Extracts in MGT 9 |
|  | Annual Report on Corporate Social Responsibility |
|  | AOC 2 – Related Party Transactions disclosure |
|  | Particulars of Employee |
|  | Details of subsidiary |
|  | Format of declaration by Independent Director |
|  | MR-2 Secretarial Audit Report |

**Annexure I**

**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2014**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

1. REGISTRATION & OTHER DETAILS:

|  |  |  |
| --- | --- | --- |
|  | CIN |  |
|  | Registration Date |  |
|  | Name of the Company |  |
|  | Category/Sub-category of the Company |  |
|  | Address of the Registered office & contact details |  |
|  | Whether listed company |  |
|  | Name, Address & contact details of the Registrar & Transfer Agent, if any. |  |

1. **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All** the business activities contributing 10 % or more of the total turnover of the company shall be stated)

|  |  |  |  |
| --- | --- | --- | --- |
| S. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
| 1 |  |  |  |
| 2 |  |  |  |
| 3 |  |  |  |

1. **II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All** the business activities contributing 10 % or more of the total turnover of the company shall be stated)

|  |  |  |  |
| --- | --- | --- | --- |
| SN | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
| 1 |  |  |  |
| 2 |  |  |  |
| 3 |  |  |  |

**VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

Category-wise Share Holding

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Category of Shareholders | No. of Shares held at the beginning of the year[As on 31-March-2014] | | | | No. of Shares held at the end of the year[As on 31-March-2015] | | | | % Change during the year |
|  | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares |
| **A. Promoters** |  |  |  |  |  |  |  |  |  |
| (1) **Indian** |  |  |  |  |  |  |  |  |  |
| a) Individual/ HUF |  |  |  |  |  |  |  |  |  |
| b) Central Govt |  |  |  |  |  |  |  |  |  |
| c) State Govt(s) |  |  |  |  |  |  |  |  |  |
| d) Bodies Corp. |  |  |  |  |  |  |  |  |  |
| e) Banks / FI |  |  |  |  |  |  |  |  |  |
| f) Any other |  |  |  |  |  |  |  |  |  |
| **Total shareholding of Promoter (A)** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |
| **B. Public Shareholding** |  |  |  |  |  |  |  |  |  |
| 1. Institutions |  |  |  |  |  |  |  |  |  |
| a) Mutual Funds |  |  |  |  |  |  |  |  |  |
| b) Banks / FI |  |  |  |  |  |  |  |  |  |
| c) Central Govt |  |  |  |  |  |  |  |  |  |
| d) State Govt(s) |  |  |  |  |  |  |  |  |  |
| e) Venture Capital Funds |  |  |  |  |  |  |  |  |  |
| f) Insurance Companies |  |  |  |  |  |  |  |  |  |
| g) FIIs |  |  |  |  |  |  |  |  |  |
| h) Foreign Venture Capital Funds |  |  |  |  |  |  |  |  |  |
| i) Others (specify) |  |  |  |  |  |  |  |  |  |
| **Sub-total (B)(1):-** |  |  |  |  |  |  |  |  |  |
| **2. Non-Institutions** |  |  |  |  |  |  |  |  |  |
| a) Bodies Corp. |  |  |  |  |  |  |  |  |  |
| i) Indian |  |  |  |  |  |  |  |  |  |
| ii) Overseas |  |  |  |  |  |  |  |  |  |
| b) Individuals |  |  |  |  |  |  |  |  |  |
| i) Individual shareholders holding nominal share capital up to Rs. 1 lakh |  |  |  |  |  |  |  |  |  |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh |  |  |  |  |  |  |  |  |  |
| c) Others (specify) |  |  |  |  |  |  |  |  |  |
| Non Resident Indians |  |  |  |  |  |  |  |  |  |
| Overseas Corporate Bodies |  |  |  |  |  |  |  |  |  |
| Foreign Nationals |  |  |  |  |  |  |  |  |  |
| Clearing Members |  |  |  |  |  |  |  |  |  |
| Trusts |  |  |  |  |  |  |  |  |  |
| Foreign Bodies - D R |  |  |  |  |  |  |  |  |  |
| **Sub-total (B)(2):-** |  |  |  |  |  |  |  |  |  |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) |  |  |  |  |  |  |  |  |  |
| **C. Shares held by Custodian for GDRs & ADRs** |  |  |  |  |  |  |  |  |  |
| **Grand Total (A+B+C)** |  |  |  |  |  |  |  |  |  |

B) Shareholding of Promoter-

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| SN | Shareholder’s Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|  |  | No. of Shares | % of total Shares of the company | %of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | %of Shares Pledged / encumbered to total shares |
| 1 |  |  |  |  |  |  |  |  |
| 2 |  |  |  |  |  |  |  |  |
| 3 |  |  |  |  |  |  |  |  |
| 4 |  |  |  |  |  |  |  |  |
| 5 |  |  |  |  |  |  |  |  |
| 6 |  |  |  |  |  |  |  |  |
| 7 |  |  |  |  |  |  |  |  |
| 8 |  |  |  |  |  |  |  |  |
| 9 |  |  |  |  |  |  |  |  |
| 10 |  |  |  |  |  |  |  |  |
| 11 |  |  |  |  |  |  |  |  |
| 12 |  |  |  |  |  |  |  |  |
| 13 |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |

C) **Change in Promoters’ Shareholding (please specify, if there is no change)**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| SN | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
| No. of shares | % of total  shares of the  company | No. of shares | % of total  shares of the  company |
|  | At the beginning of the year |  |  |  |  |
|  | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): |  |  |  |  |
|  | At the end of the year |  |  |  |  |

**D) Shareholding Pattern of top ten Shareholders:**

**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **SN** | **For Each of the Top 10**  **Shareholders** | Shareholding at the beginning  of the year | | Cumulative Shareholding during the  year | |
| No. of shares | % of total  shares of the  company | No. of shares | % of total  shares of the  company |
|  | **At the beginning of the year** |  |  |  |  |
|  | **Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):** |  |  |  |  |
|  | **At the end of the year** |  |  |  |  |

E) **Shareholding of Directors and Key Managerial Personnel:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **SN** | **Shareholding of each Directors and each Key Managerial Personnel** | **Shareholding at the beginning**  **of the year** | | **Cumulative Shareholding during the**  **year** | |
| **No. of shares** | **% of total**  **shares of the**  **company** | **No. of shares** | **% of total**  **shares of the**  **company** |
|  | **At the beginning of the year** |  |  |  |  |
|  | **Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):** |  |  |  |  |
|  | **At the end of the year** |  |  |  |  |

F) **INDEBTEDNESS -**Indebtedness of the Company including interest outstanding/accrued but not due for payment.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **Secured Loans excluding deposits** | **Unsecured Loans** | **Deposits** | **Total Indebtedness** |
| **Indebtedness at the beginning of the financial year** |  |  |  |  |
| **i) Principal Amount** |  |  |  |  |
| **ii) Interest due but not paid** |  |  |  |  |
| **iii) Interest accrued but not due** |  |  |  |  |
| **Total (i+ii+iii)** |  |  |  |  |
| **Change in Indebtedness during the financial year** |  |  |  |  |
| **\* Addition** |  |  |  |  |
| **\* Reduction** |  |  |  |  |
| **Net Change** |  |  |  |  |
| **Indebtedness at the end of the financial year** |  |  |  |  |
| **i) Principal Amount** |  |  |  |  |
| **ii) Interest due but not paid** |  |  |  |  |
| **iii) Interest accrued but not due** |  |  |  |  |
| **Total (i+ii+iii)** |  |  |  |  |

**XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A.** Remuneration to Managing Director, Whole-time Directors and/or Manager:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **SN.** | **Particulars of Remuneration** | **Name of MD/WTD/ Manager** | | | | **Total Amount** |
|  |  | ----- | ---- | ---- | --- |  |
| 1 | **Gross salary** |  |  |  |  |  |
| **(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961** |  |  |  |  |  |
| **(b) Value of perquisites u/s 17(2) Income-tax Act, 1961** |  |  |  |  |  |
| **(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961** |  |  |  |  |  |
| 2 | **Stock Option** |  |  |  |  |  |
| 3 | **Sweat Equity** |  |  |  |  |  |
| 4 | **Commission - as % of profit - others, specify…** |  |  |  |  |  |
| 5 | **Others, please specify** |  |  |  |  |  |
|  | **Total (A)** |  |  |  |  |  |
|  | **Ceiling as per the Act** |  |  |  |  |  |

B. Remuneration to other directors

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **SN.** | **Particulars of Remuneration** | **Name of Directors** | | | | **Total Amount** |
|  |  | ----- | ---- | ---- | --- |  |
| 1 | **Independent Directors** |  |  |  |  |  |
| **Fee for attending board committee meetings** |  |  |  |  |  |
| **Commission** |  |  |  |  |  |
| **Others, please specify** |  |  |  |  |  |
| **Total (1)** |  |  |  |  |  |
| 2 | **Other Non-Executive Directors** |  |  |  |  |  |
| **Fee for attending board committee meetings** |  |  |  |  |  |
| **Commission** |  |  |  |  |  |
| **Others, please specify** |  |  |  |  |  |
|  | **Total (2)** |  |  |  |  |  |
|  | **Total (B)=(1+2)** |  |  |  |  |  |
|  | **Total Managerial Remuneration** |  |  |  |  |  |
|  | **Overall Ceiling as per the Act** |  |  |  |  |  |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN

MD/MANAGER/WTD

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **SN** | **Particulars of Remuneration** | **Key Managerial Personnel** | | | |
|  |  | **CEO** | **CS** | **CFO** | **Total** |
| 1 | **Gross salary** |  |  |  |  |
| **(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961** |  |  |  |  |
| **(b) Value of perquisites u/s 17(2) Income-tax Act, 1961** |  |  |  |  |
| **(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961** |  |  |  |  |
| 2 | **Stock Option** |  |  |  |  |
| 3 | **Sweat Equity** |  |  |  |  |
| 4 | **Commission** |  |  |  |  |
|  | **- as % of profit** |  |  |  |  |
|  | **others, specify…** |  |  |  |  |
| 5 | **Others, please specify** |  |  |  |  |
|  | **Total** |  |  |  |  |

**XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Type** | **Section of the Companies Act** | **Brief Description** | **Details of Penalty / Punishment/ Compounding fees imposed** | **Authority [RD / NCLT/ COURT]** | **Appeal made, if any (give Details)** |
| **A. COMPANY** | | | | | |
| **Penalty** |  |  |  |  |  |
| **Punishment** |  |  |  |  |  |
| **Compounding** |  |  |  |  |  |
| **B. DIRECTORS** | | | | | |
| **Penalty** |  |  |  |  |  |
| **Punishment** |  |  |  |  |  |
| **Compounding** |  |  |  |  |  |
| **C. OTHER OFFICERS IN DEFAULT** | | | | | |
| **Penalty** |  |  |  |  |  |
| **Punishment** |  |  |  |  |  |
| **Compounding** |  |  |  |  |  |

**Annexure II**

**CSR POLICY**

**(Approved by the Board of Directors on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ )**

|  |
| --- |
| Our aim is to be one of the most respected companies in India delivering superior and sustainable value to all our customers, business partners, shareholders, employees and host communities.  The CSR initiatives focus on holistic development of host communities and create social, environmental and economic value to the society.   * To pursue these objectives we will continue to: * Uphold and promote the principles of inclusive growth and equitable development. * Develop Community Development Plans based on needs and priorities of host communities and measure the effectiveness of community development programmes. * Work actively in areas of preventive health and sanitation, education, skills for employability, livelihoods. and income generation, waste resource management and water conservation for host communities for enhancing Human Development Index. * Collaborate with likeminded bodies like governments, voluntary organizations and academic institutes in pursuit of our goals. * Interact regularly with stakeholders, review and publicly report our CSR initiatives. |

**FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT**

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or Programmes.
2. The Composition of the CSR Committee.
3. Average net profit of the company for last three financial years
4. Prescribed CSR Expenditure (two per cent. Of the amount as in item 3 above)
5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year;

(b) Amount unspent, if any;

(c) Manner in which the amount spent during the financial year is detailed below

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **S. No.** | **Particulars** |  |  | **TOTAL** |
|  | CSR project or activity identified |  |  |  |
|  | Sector in which the project is covered |  |  |  |
|  | Projects or Programme   1. Local area or other 2. Specify the state and district where projects or programs was undertaken |  |  |  |
|  | Amount outlay (budget project or Programme wise |  |  |  |
|  | Amount spent on the project or Programme  Sub Heads;   1. Direct expenditure on projects or programmes 2. Overheads |  |  |  |
|  | Cumulative expenditure up to the reporting period |  |  |  |
|  | Amount Spent direct or through implementing agency |  |  |  |

\*Give details of implementing agency:

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

|  |  |  |
| --- | --- | --- |
| Sd/-  (Chief Executive Officer or Managing Director or Director) | Sd/-  (Chairman CSR Committee) | Sd/-  [Person specified under clause (d) of sub-section (1) of section 38(1) of the Act]  (Wherever applicable) |

**Annexure - III**

**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm’s length basis.

|  |  |  |
| --- | --- | --- |
| **SL. No.** | **Particulars** | **Details** |
|  | Name (s) of the related party & nature of relationship |  |
|  | Nature of contracts/arrangements/transaction |  |
|  | Duration of the contracts/arrangements/transaction |  |
|  | Salient terms of the contracts or arrangements or transaction including the value, if any |  |
|  | Justification for entering into such contracts or arrangements or transactions’ |  |
|  | Date of approval by the Board |  |
|  | Amount paid as advances, if any |  |
|  | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 |  |

1. Details of contracts or arrangements or transactions at Arm’s length basis.

|  |  |  |
| --- | --- | --- |
| **SL. No.** | **Particulars** | **Details** |
|  | Name (s) of the related party & nature of relationship |  |
|  | Nature of contracts/arrangements/transaction |  |
|  | Duration of the contracts/arrangements/transaction |  |
|  | Salient terms of the contracts or arrangements or transaction including the value, if any |  |
|  | Date of approval by the Board |  |
|  | Amount paid as advances, if any |  |

Form shall be signed by the people who have signed the Board’s Report.

**Annexure - IV**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | |  | |  | | |  | | |  | | |  |  |  | **ANNEXURE - A** |
| **Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014** | | | | | | | | | | | | | |
|  |  | |  | |  |  | |  |  | |  |  | |
| **Sl.**  **No.** | **N a m e** | | **Designation/**  **Nature of Duties** | | **Remuneration**  **Received [Rs.]** | **Qualification** | | **Experience in years** | **Age in years** | | **Date of commencement of employment** | **Last employment held** | |
| **1** | **2** | | **3** | | **4** | **5** | | **6** | **7** | | **8** | **9** | |
|  |  | |  | |  |  | |  |  | |  |  | |
|  |  | |  | |  |  | |  |  | |  |  | |
|  |  | |  | |  |  | |  |  | |  |  | |
|  |  | |  | |  |  | |  |  | |  |  | |
|  |  | |  | |  |  | |  |  | |  |  | |
|  |  | |  | |  |  | |  |  | |  |  | |
|  | | |  | |  |  | |  |  | |  |  | |

**Notes;**

* All appointments are / were non-contractual
* Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Gratuity where paid, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Company's Contribution to Provident Fund and Superannuation Fund. Remuneration on Cash basis
* None of the above employees is related to any Director of the Company employed for part of the financial year**.**

**Annexure - V**

**STATEMENT PURSUANT TO SECTION 212 (8) OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANY**

In accordance with the General Circular No: 2/2011 dated 8 February, 2011,issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, the Statement of Profit and Loss and other documents of the subsidiary are not being attached with the Annual Accounts of the Company. This Annual Report contains Consolidated Financial Statement of the Company and its subsidiary in accordance with the relevant Accounting Standards and the same has been duly audited by Statutory Auditors. The annual Accounts of the subsidiary company and related information will be made available to the shareholders of the Company and its subsidiary company on request and will also be kept open for inspection by the shareholders at the Registered Office of the Company and the subsidiary.

|  |  |
| --- | --- |
| **Name of Subsidiary Company** |  |
| **Issued & Subscribed Capital** |  |
| **Reserves** |  |
| **Total Assets** |  |
| **Total Liabilities** |  |
| **Investments** |  |
| **Turnover** |  |
| **Profit/(Loss)before Tax** |  |
| **Provision for Tax** |  |
| **Profit/(Loss) After Tax** |  |
| **Proposed Dividend** |  |

**Annexure VI**

**DECLARATION OF INDEPENDENCE**

01st April, 2015

To

The Board of Directors

Company Name

Full Add of Regd office.

**Sub:** Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.

I, **Mr. \_\_\_\_\_,** hereby certify that I am a Non-executive Independent Director of **\_\_\_\_\_\_\_\_\_Limited,** Place and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

**I certify that:**

* I possess relevant expertise and experience to be an independent director in the Company;
* I am/was not a promoter of the company or its holding, subsidiary or associate company;
* I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
* Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
* none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover **or** total income **or** Rs. 50 Lacs **or** such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
* Neither me nor any of my relatives:
  1. holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  2. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;

1. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**
2. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
   1. holds together with my relatives 2% or more of the total voting  power of the company; **or**
   2. is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

* I am not a material supplier, service provider or customer or a lessor or lessee of the company;
* I am not less than 21 years of age.

**Declaration**

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information’s are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,

**Name of Director**

DIN:

Complete Address with Phone / Mobile No. email, PIN

**Annexure-VII**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED … … …

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED … … …

To,

The Members,

……….… Limited

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by……. (name of the company).(hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the.....………………………….. (name of the company’s) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on \_\_\_\_\_, \_\_\_\_\_ complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by ………….. (“the Company”) for the financial year ended on \_\_, \_\_\_\_\_\_ according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi).............................................................. (Mention the other laws as may be applicable specifically to the company)

I/we have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with ….. Stock Exchange(s), if applicable;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

Note: Please report specific non compliances / observations / audit qualification, reservation or adverse remarks in respect of the above para wise.

**I/we further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members’ views are captured and recorded as part of the minutes.

**I/we further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Note: Please report specific observations / qualification, reservation or adverse remarks in respect of the Board Structures/system and processes relating to the Audit period.

**I/we further report that** during the audit period the company has................................. (Give details of specific events / actions having a major bearing on the company’s affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above).

For example:

(i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.

(ii) Redemption / buy-back of securities

(iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013

(iv) Merger / amalgamation / reconstruction, etc.

(v) Foreign technical collaborations

Signature:

Name of Company Secretary in practice / Firm:

ACS/FCS No.

C P No.:

Place:

Date:

\*This report is to be read with our letter of even date which is annexed as’ Annexure A’ and forms an integral part of this report. **‘ANNEXURE A’**

To,

The Members,

Name of Company

Address

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For, ABC & Associates

(Name)

Practicing Company Secretary

M. NO.

Date:

Place:

**NOTICE TO THE MEMBERS**

**NOTICE** is hereby given that the……. Annual General Meeting of the Members of (COMPANY NAME) will be held on **(DAY)** the **(DATE)** day of **(MONTH), (YEAR)** at **(TIME)** at (PLACE) to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend
3. To appoint a Director in place of ………….., who retires by rotation, and being eligible offers himself for reappointment.
4. 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 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. ……………., Chartered Accountants (Firm Registration No. …………….), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year ……….. on such remuneration as may be determined by the Board of Directors.”

**SPECIAL BUSINESS**

1. **To Appoint ………… (DIN: …………..) 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 the provisions of section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement, amended up to the date, **…………….. (DIN: …………..)**, a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, who retires by rotation at this Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years for a term up to the conclusion of the ……… Annual General Meeting of the Company in the Calendar Year 2020.”

1. **Ratification of Remuneration to 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(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the year 2015 to Messrs. ……………., Cost Accountants having Firm Registration No. ……………. appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-16, amounting to ` …………… (Rupees …………) as also the payment of service tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

|  |  |
| --- | --- |
| **Registered Office**:  ………………..  ……………….. | By Order of the Board |
|  |  |
| (PLACE) | **………….** |
| **(DATE)** | **Company Secretary** |

**NOTES**

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 2 and 4 of the accompanying Notice,
3. 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. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

1. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
2. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
3. 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 at the Meeting.
4. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company’s Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
5. 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.
6. The amount of dividend remaining unpaid for the year ………………………have been transferred to the company’s unpaid dividend account, and can be claimed from the company by the members entitled to it for a period of seven years from the respective dates of such transfer after which it shall be transferred to the Investor Education and Protection Fund (IEPF) constituted Under Section 125 of the Companies Act, 2013.
7. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

The members are requested to get their shares dematerialized. The company’s ISIN Code **…………** pursuant to change in face value.

1. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:
2. [**………………..**](mailto:os.delhi@orientsyntex.com)

The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

1. (a) In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) during the following voting period.

|  |  |  |
| --- | --- | --- |
| Commencement of e-voting | : | From (TIME) on **(DATE)** |
| End of e-voting | : | Up to (TIME) on **(DATE)** |

E-voting shall not be allowed beyond (DATE), on **(DATE)**. During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date for eligibility for e-voting is **(DATE)**.

1. The company has engaged the services of …………………….. as the Authorized Agency to provide e-voting facilities.
2. The company has appointed …………. (…………), as ‘scrutinizer’ for conducting and scrutinizing the e-voting process in a fair and transparent manner.
3. The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
4. “Voting by electronic means” or “electronic voting system” means a ‘secured system’ based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate ‘cyber security’.

It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.

Members holding shares in physical form should submit their PAN to the Company.

Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be downloaded from the Company’s website ……………………

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4 and 5 of the accompanying Notice dated ………….

**ITEM NO. 4**

………………………………..

**ITEM NO. 5**

………………………………..

|  |
| --- |
| By Order of the Board |
|  |
| **…………..** |
| **Company Secretary** |

|  |
| --- |
| **Registered Office**:  …………………………  ……………………….. |
|  |
| (PLACE) |
| **(DATE)** |

**Form No. MGT-11**

**Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

|  |  |  |
| --- | --- | --- |
| Name of the Member(s) | | |
| Registered Address | | |
| E-mail Id | Folio No /Client ID | DP ID |

I/We, being the member(s) of \_\_\_\_\_\_\_\_\_\_\_\_shares of the above named company. Hereby appoint

|  |  |
| --- | --- |
| Name : | E-mail Id: |
| Address: | |
| Signature , or failing him | |

|  |  |
| --- | --- |
| Name : | E-mail Id: |
| Address: | |
| Signature , or failing him | |

|  |  |
| --- | --- |
| Name : | E-mail Id: |
| Address: | |
| Signature , or failing him | |

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the \_\_\_\_\_\_\_\_\_\_\_\_\_\_Annual General Meeting / Extra-Ordinary General Meeting of the company, to be held on the \_\_\_\_ day of \_\_\_at\_\_\_\_\_ a.m. / p.m. at \_\_\_\_\_\_\_\_\_\_\_\_(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

|  |  |  |  |
| --- | --- | --- | --- |
| **Sl. No.** | **Resolution(S)** | **Vote** | |
| **For** | **Against** |
| 1. | Adoption of statement of Profit & Loss, Balance Sheet, report of Director’s and Auditor’s for the financial year 31st March, 2015 |  |  |
| 2. | Re-appointment of M/s. \_\_\_\_\_\_\_\_\_\_\_\_\_, Chartered Accountants as Statutory Auditors & fixing their remuneration |  |  |
| 3. | Appointment of Mrs. K. Indira as Director |  |  |
| 4. | Re-appointment of Mr. \_\_\_\_\_\_\_\_\_\_\_ as Managing Director for a period of five years |  |  |
| 5. | To appoint Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_ as Independent Director |  |  |
| 6. | To appoint \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ as Independent Director |  |  |
| 7. | To ratify the remuneration paid to M/s. \_\_\_\_\_\_\_\_\_\_\_\_\_, Cost Auditors for the year 2014-15 |  |  |

\* Applicable for investors holding shares in Electronic form.

Affix Revenue Stamps

Signed this \_\_\_\_\_day of \_\_\_\_\_20\_\_\_

Signature of Shareholder Signature of Proxy holder Signature of the shareholder

across Revenue Stamp

Note:

1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the company

LETTER HEAD

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

# 4th Annual General Meeting on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Full name of the members attending \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ No. of shares held: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of Proxy \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the \_\_\_\_\_ Annual General Meeting of the ABC Ltd. , Address, on Monday, the 30th Sep’14

(Member’s /Proxy’s Signature)

**Note:**

1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.

2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.

3) A Proxy need not be a member of the Company.

4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.