

MANUGRAPH INDIA LIMITED

CIN: L29290MH1972PLC015772

Registered Office: 1st Floor, Sidhwa House, N.A. Sawant Marg, Colaba, Mumbai – 400 005, India

Phone: +91-22-2285 2256 / 57 / 58, Fax: +91-22-2284 0672

Website: www.manugraph.com

NOTICE

NOTICE is hereby given that the Forty Third Annual General Meeting of the members of the Company will be held at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001, India, on Thursday, August 13, 2015 at 4.00 p.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.
2. To declare Dividend on equity shares.
3. To appoint a Director in place of Mr. Sanjay S. Shah (DIN: 00248592), who retire by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, and resolution passed by the members for appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants, (Firm Registration No. 106971W) for a period of 5 (Five) years commencing from the conclusion of Forty Second Annual General Meeting, the appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants, (Firm Registration No. 106971W) is ratified for the period concluding from the Forty Third Annual General Meeting till the conclusion of next Annual General Meeting on such remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee and reimbursement of all out of pocket expenses in connection with the audit for the year ending March 31, 2016.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Sohni Harish Daswani (DIN: 01933506), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to August 12, 2020.”

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

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sanjay S. Shah (DIN: 00248592) as Vice Chairman & Managing Director for a period of 3 (Three) years commencing from April 1, 2016 on the following terms of remuneration:

- 1) Basic Salary per month: ₹ 5,50,000/- with such annual increment upto 20% as the Nomination & Remuneration Committee of the Board may decide;
- 2) HRA: 60% of the Basic Salary;
- 3) Perquisites like insurance, security charges, maintenance and repairs of house, servants’ salaries, society charges, property

tax, furniture, fixtures & electrical appliances, expenditure incurred on gas, electricity, water, medical benefits, club membership fees (2 clubs) and personal accident insurance, medical insurance: 20% of the Basic Salary;

- 4) Other perquisites like reimbursement of communication expenses, conveyance expenses, Company's car alongwith chauffer, insurance, petrol / diesel costs, cost of repairs, overhauling, maintenance & garage rent, entertainment, travelling and other incidental expenses - Perquisites value evaluated as per Income-tax rules wherever applicable and otherwise at actual cost to the Company;
- 5) Other benefits as per Company's HR Policies like Leaves, Leave Travel Concessions, Leave Encashment, Provident Fund, Superannuation Fund, Annuity Scheme, Gratuity, Bonus, etc.

Provided that the total remuneration not to exceed the limits specified under section 197 of the Companies Act, 2013 read with Schedule V of the Act including any modification, amendment, re-enactment thereof."

"RESOLVED FURTHER THAT in the event of no profits / inadequacy of profits, Mr. Sanjay S. Shah, Vice Chairman & Managing Director shall be paid above remuneration as minimum remuneration."

"RESOLVED FURTHER THAT Mr. Sanjay S. Shah, Vice Chairman & Managing Director shall, in addition to the above mentioned salary & perquisites, be paid commission on the annual net profits (whenever applicable) at such rate as may be fixed by the Board of Directors of the Company upon recommendation of the Nomination & Remuneration Committee of the Board and/or in accordance with the Remuneration Policy of the Company and subject to the overall ceiling laid down under the Companies Act, 2013, Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other applicable rules, if any, including any statutory amendment, modification, re-enactment from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment / remuneration as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and / or officer(s) of the Company to give effect to this Resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 197, Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Pradeep S. Shah (DIN: 00248692) as the Managing Director for a period of 3 (Three) years commencing from April 1, 2016 on the following terms of remuneration:

- 1) Basic Salary per month: ₹ 5,50,000/- with such annual increment upto 20% as the Nomination & Remuneration Committee of the Board may decide;
- 2) HRA: 60% of the Basic Salary;
- 3) Perquisites like insurance, security charges, maintenance and repairs of house, servants' salaries, society charges, property tax, furniture, fixtures & electrical appliances, expenditure incurred on gas, electricity, water, medical benefits, club membership fees (2 clubs) and personal accident insurance, medical insurance: 20% of the Basic Salary;
- 4) Other perquisites like reimbursement of communication expenses, conveyance expenses, Company's car alongwith chauffer, insurance, petrol / diesel costs, cost of repairs, overhauling, maintenance & garage rent, entertainment, travelling and other incidental expenses - Perquisites value evaluated as per Income-tax rules wherever applicable and otherwise at actual cost to the Company;
- 5) Other benefits as per Company's HR Policies like Leaves, Leave Travel Concessions, Leave Encashment, Provident Fund, Superannuation Fund, Annuity Scheme, Gratuity, Bonus, etc.

Provided that the total remuneration not to exceed the limits specified under section 197 of the Companies Act, 2013 read with Schedule V of the Act including any modification, amendment, re-enactment thereof."

"RESOLVED FURTHER THAT in the event of no profits / inadequacy of profits, Mr. Pradeep S. Shah, Managing Director shall be paid above remuneration as minimum remuneration."

"RESOLVED FURTHER THAT Mr. Pradeep S. Shah, Managing Director shall, in addition to the above mentioned salary & perquisites, be paid commission on the annual net profits (whenever applicable) at such rate as may be fixed by the

Board of Directors of the Company upon recommendation of the Nomination & Remuneration Committee of the Board and/or in accordance with the Remuneration Policy of the Company and subject to the overall ceiling laid down under the Companies Act, 2013, Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other applicable rules, if any, including any statutory amendment, modification, re-enactment from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment / remuneration as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and / or officer(s) of the Company to give effect to this Resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Bhupal B. Nandgave (DIN: 06447544) as Whole Time Director (Works) for a period of 3 (Three) years commencing from December 10, 2015 on the following terms of remuneration:

- 1) Basic Salary per month: ₹ 86,000/- with such annual increment upto 20% as the Nomination & Remuneration Committee of the Board may decide;
- 2) Perquisites & Allowances per month: ₹ 93,000/- with such annual increment upto 20% as the Nomination & Remuneration Committee of the Board as may decide
- 3) Variable Pay: As the Nomination & Remuneration Committee of the Board may decide

“RESOLVED FURTHER THAT Mr. Bhupal B. Nandgave, Whole time Director (Works) shall also be eligible for Provident Fund, Superannuation Fund, Gratuity Scheme, Annuity Scheme, Leave, Leave Travel Concessions, Leave Encashment in accordance with the Company’s Schemes & Rules as may be applicable from time to time.”

“RESOLVED FURTHER THAT in the event of no profits / inadequacy of profits, Mr. Bhupal B. Nandgave, Whole time Director (Works) shall be paid above remuneration as minimum remuneration.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment / remuneration as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and / or officer(s) of the Company to give effect to this Resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 148 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 Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration of ₹ 3,50,000/- (Rupees Three Lakh Fifty Thousand only) per annum.”

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

By Order of the Board of Directors

Mihir Mehta

Company Secretary

Registered Office:

1st Floor, Sidhwa House, N.A. Sawant Marg,
Colaba, Mumbai – 400 005, India.

Dated: May 27, 2015

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll, instead of himself / herself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not later than forty-eight hours before the commencement of the Meeting. A proxy form for the AGM is enclosed.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Company is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being Thursday, August 6, 2015, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting"). The Remote e-voting commences on Monday, August 10, 2015 (10:00 A.M.) and ends on Wednesday, August 12, 2015 (5:00 P.M.). Detail of the process and manner of Remote e-voting along with the User ID and Password is being sent to all the Members along with the Notice.
4. In terms of the recent amendment to the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being Thursday, August 6, 2015.
5. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
6. 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.
7. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
10. The Company has notified closure of Register of Members and Share Transfer Books from Friday, August 7, 2015 to Thursday, August 13, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
11. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between August 14, 2015 and August 20, 2015 to those members who hold shares:
 - a. In dematerialized mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Friday, August 7, 2015.
 - b. In physical mode, if their names appear in the Company's Register of Members after giving effect to all valid transfers in physical form lodged with the Company and its Registrar and Transfer Agents before Friday, August 7, 2015.
12. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Link Intime India Private Limited ("Link") cannot act on any request received directly from the members holding shares in electronic

form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

13. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Link.
14. The Members, desiring any information relating 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.
15. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

16. E VOTING PROCEDURE

- i. The voting period begins from August 10, 2015 (from 10.00 A.M.) to August 12, 2015 (up to 5.00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 6, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The members should log on to the e-voting website www.evotingindia.com.
- iv. Click on 'Shareholders'.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- vi. Next enter the 'Image Verification' as displayed and Click on 'Login'.
- vii. If you are holding shares in dematerialized form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in dematerialized form and physical form
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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in dematerialized 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 dematerialized 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.

- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - xii. Click on the 'EVSN' for the relevant Company <Manugraph India Limited> on which you choose to vote.
 - xiii. 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.
 - xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
 - xv. 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.
 - xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xvii.
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO SPECIAL BUSINESS:

Item No. 5:

The Board of Directors at its meeting held on March 26, 2015 appointed Mrs. Sohni Harish Daswani as an Additional Director of the Company with effect from March 26, 2015.

Pursuant to provisions of Section 161 of the Companies Act, 2013, Mrs. Sohni Harish Daswani holds office upto the date of the ensuing Annual General Meeting. Further, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mrs. Sohni Harish Daswani be appointed as an Independent Director of the Company.

The appointment of Mrs. Sohni Harish Daswani shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Sohni Harish Daswani for the office of Director of the Company.

Mrs. Sohni Harish Daswani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Mrs. Sohni Harish Daswani that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mrs. Sohni Harish Daswani fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Mrs. Sohni Harish Daswani is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Mrs. Sohni Harish Daswani is as follows:

Mrs. Daswani completed her General Certificate of Education (GCE) Advanced Level from Godolphin & Latymer School, Hammersmith, London and Bachelor in Law (LLB) from University College, London. Mrs. Daswani also completed Solicitors Final Examination from College of Law, Guildford, U.K.

Mrs. Daswani moved to Mumbai, India in 1989 and worked with Crawford Bailey Law Firm to grasp practical aspects of laws in India.

Presently, Mrs. Daswani is a non executive Director of Daswani Estates Private Limited owning a retail brand 'Charagh Din'. Mrs. Daswani is not a member in any Committee of the Board of the Company or any other Company.

A homemaker, Mrs. Daswani likes to do yoga, to read and likes to travel.

She does not hold any shares of the Company in her name. Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Sohni Harish Daswani is appointed as an Independent Director of the Company.

Copy of the draft letter for appointment of Mrs. Sohni Harish Daswani as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mrs. Sohni Harish Daswani and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6:

The Board of Directors at their meeting held on May 27, 2015 based on the recommendation of Nomination & Remuneration Committee, had approved the re-appointment and revision in remuneration of Mr. Sanjay S. Shah, Vice Chairman and Managing Director with effect from April 1, 2016.

Mr. Sanjay S. Shah's current tenure as approved by the Members of the Company is valid upto March 31, 2016.

Under the able leadership and guidance of Mr. Sanjay S. Shah, the Company has managed to maintain its Numero Uno position despite negative growth in the Industry.

Considering the highly satisfactory performance achieved by the Company till date under Mr. Sanjay Shah's leadership, the Board of Directors at their meeting held on May 27, 2015 based on the recommendation of Nomination & Remuneration Committee (N&RC), have decided to recommend his re-appointment as Vice Chairman & Managing Director with effect from April 1, 2016 for a period of 3 years to the Members of the Company for approval.

While the current tenure of appointment of Mr. Sanjay S. Shah as Vice Chairman & Managing Director is upto March 31, 2016, the Board has decided to recommend his re-appointment well in advance and also extend the term, in order to bring about certainty to the Members on the leadership of the Company, which would in turn promote good corporate governance. The early initiation of the process of re-appointment would also enable the Company to implement its long term growth plans.

Further, based on the recommendation of the N&RC and in line with the Compensation Policy of the Company, the Board has recommended the following remuneration to Mr. Sanjay S. Shah, Vice Chairman & Managing Director for the period of three years beginning from April 1, 2016:

- 1) Basic Salary per month: ₹ 5,50,000/- with such annual increment upto 20% as the Nomination & Remuneration Committee of the Board may decide;
- 2) HRA: 60% of the Basic Salary;
- 3) Perquisites like insurance, security charges, maintenance and repairs of house, servants' salaries, society charges, property tax, furniture, fixtures & electrical appliances, expenditure incurred on gas, electricity, water, medical benefits, club membership fees (2 clubs) and personal accident insurance, medical insurance: 20% of the Basic Salary;
- 4) Other perquisites like reimbursement of communication expenses, conveyance expenses, Company's car alongwith chauffer, insurance, petrol / diesel costs, cost of repairs, overhauling, maintenance & garage rent, entertainment, travelling and other incidental expenses - Perquisites value evaluated as per Income-tax rules wherever applicable and otherwise at actual cost to the Company;
- 5) Other benefits as per Company's HR Policies like Leaves, Leave Travel Concessions, Leave Encashment, Provident Fund, Superannuation Fund, Annuity Scheme, Gratuity, Bonus, etc.

Provided that the total remuneration not to exceed the limits specified under section 197 of the Companies Act, 2013 read with Schedule V of the Act including any modification, amendment, re-enactment thereof.

The information as required under Schedule V of the Companies Act, 2013 and Clause 49 of the Listing Agreement is provided as an Annexure to this Notice.

Accordingly, your Directors recommend the passing of Resolution(s), as set forth in Item No. 6 of this Notice, for approval by the Members of the Company.

Save and except Mr. Sanjay S. Shah, Mr. Sanat M. Shah and Mr. Pradeep S. Shah, none of the other Directors or Key Managerial Personnel or their relatives, in any way, are concerned or interested in the above Resolutions.

Item No. 7:

The Board of Directors at their meeting held on May 27, 2015 based on the recommendation of Nomination & Remuneration Committee, had approved the re-appointment and revision in remuneration of Mr. Pradeep S. Shah, Managing Director with effect from April 1, 2016.

Mr. Pradeep S. Shah's current tenure as approved by the Members of the Company is valid upto March 31, 2016.

Under the able leadership and guidance of Mr. Pradeep S. Shah, the Company has managed to maintain its Numero Uno position despite negative growth in the Industry.

Considering the highly satisfactory performance achieved by the Company till date under Mr. Pradeep Shah's leadership, the Board of Directors at their meeting held on May 27, 2015 based on the recommendation of Nomination & Remuneration Committee (N&RC), have decided to recommend his re-appointment as Managing Director with effect from April 1, 2016 for a period of 3 years to the Members of the Company for approval.

While the current tenure of appointment of Mr. Pradeep S. Shah as Managing Director is upto March 31, 2016, the Board has decided to recommend his re-appointment well in advance and also extend the term, in order to bring about certainty to the Members on the leadership of the Company, which would in turn promote good corporate governance. The early initiation of the process of re-appointment would also enable the Company to implement its long term growth plans.

Further, based on the recommendation of the N&RC and in line with the Compensation Policy of the Company, the Board has recommended the following remuneration to Mr. Pradeep S. Shah, Managing Director for the period of three years beginning from April 1, 2016:

- 1) Basic Salary per month: ₹ 5,50,000/- with such annual increment upto 20% as the Nomination & Remuneration Committee of the Board may decide;
- 2) HRA: 60% of the Basic Salary;
- 3) Perquisites like insurance, security charges, maintenance and repairs of house, servants' salaries, society charges, property tax, furniture, fixtures & electrical appliances, expenditure incurred on gas, electricity, water, medical benefits, club membership fees (2 clubs) and personal accident insurance, medical insurance: 20% of the Basic Salary;
- 4) Other perquisites like reimbursement of communication expenses, conveyance expenses, Company's car alongwith chauffer, insurance, petrol / diesel costs, cost of repairs, overhauling, maintenance & garage rent, entertainment, travelling and other incidental expenses - Perquisites value evaluated as per Income-tax rules wherever applicable and otherwise at actual cost to the Company;
- 5) Other benefits as per Company's HR Policies like Leaves, Leave Travel Concessions, Leave Encashment, Provident Fund, Superannuation Fund, Annuity Scheme, Gratuity, Bonus, etc.

Provided that the total remuneration not to exceed the limits specified under section 197 of the Companies Act, 2013 read with Schedule V of the Act including any modification, amendment, re-enactment thereof.

The information as required under Schedule V of the Companies Act, 2013 and Clause 49 of the Listing Agreement is provided as an Annexure to this Notice.

Accordingly, your Directors recommend the passing of Resolution(s), as set forth in Item No. 7 of this Notice, for approval by the Members of the Company.

Save and except Mr. Sanjay S. Shah, Mr. Sanat M. Shah and Mr. Pradeep S. Shah, none of the other Directors or Key Managerial Personnel or their relatives, in any way, are concerned or interested in the above Resolutions.

Item No. 8:

The Board of Directors at their meeting held on May 27, 2015 based on the recommendation of Nomination & Remuneration Committee, had approved the re-appointment and revision in remuneration of Mr. Bhupal B. Nandgave, Whole Time Director (Works) with effect from December 10, 2015.

Mr. Bhupal B. Nandgave's current tenure as approved by the Members of the Company is valid upto December 9, 2015.

Mr. Bhupal B. Nandgave has a Diploma in Mechanical Engineering and has extensive background and vast experience in manufacturing, material management and operations.

Considering the experience of Mr. Bhupal B. Nandgave, the Board of Directors at their meeting held on May 27, 2015 based on the recommendation of Nomination & Remuneration Committee (N&RC), have decided to recommend his re-appointment as Whole Time Director (Works) with effect from December 10, 2015 for a period of 3 years to the Members of the Company for approval.

While the current tenure of appointment of Mr. Bhupal B. Nandgave as Whole Time Director (Works) is upto December 9, 2015, the Board has decided to recommend his re-appointment well in advance and also extend the term, in order to bring about certainty to the Members on the leadership of the Company, which would in turn promote good corporate governance. The early initiation of the process of re-appointment would also enable the Company to implement its long term growth plans.

Further, based on the recommendation of the N&RC and in line with the Compensation Policy of the Company, the Board has recommended the following remuneration to Mr. Bhupal B. Nandgave, Whole Time Director (Works) for the period of three years beginning from December 10, 2015:

- 1) Basic Salary per month: ₹ 86,000/- with such annual increment upto 20% as the Nomination & Remuneration Committee of the Board may decide;

- 2) Perquisites & Allowances per month: ₹ 93,000/- with such annual increment upto 20% as the Nomination & Remuneration Committee of the Board as may decide
- 3) Variable Pay: As the Nomination & Remuneration Committee of the Board may decide

The information as required under Schedule V of the Companies Act, 2013 and Clause 49 of the Listing Agreement is provided as an Annexure to this Notice.

Accordingly, your Directors recommend the passing of Resolution(s), as set forth in Item No. 8 of this Notice, for approval by the Members of the Company.

Save and except Mr. Bhupal B. Nandgave, none of the other Directors or Key Managerial Personnel or their relatives, in any way, are concerned or interested in the above Resolutions.

Item No. 9:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2016.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

Annexure forming part of the Explanatory Statement as required to be given pursuant to Part II of Schedule V of the Companies Act, 2013, for payment of Remuneration to Managing / Executive Director in excess of limits specified in case of inadequate profits.

The information required in terms of Schedule V of the Companies Act, 2013 is as under:

I General Information					
1.	Nature of Industry	Manufacturing of Printing Machinery			
2.	Date or expected date of commencement of commercial production	The Company is an existing company and is in operation since 1973. (Amt. in ₹ Crores)			
3.	Financial performance based on given indicators	Particulars	31.03.2015	31.03.2014	31.03.2013
		Total Income	221.91	260.53	316.52
		Profit Before Tax	-11.33	-12.80	18.69
	Profit After Tax	-10.74	-7.76	12.39	
4.	Export performance and net foreign exchange collaborations	Particulars	31.03.2015	31.03.2014	31.03.2013
		FOB value of Exports	55.76	83.15	87.52
		Income in Foreign Exchange	57.98	86.58	88.35
5.	Foreign investments or collaborators, if any	The total equity shares held by Foreign Companies, Foreign Nationals and Non Resident Indians are 210912 equity shares of face value of ₹ 2/- each. The Company does not have any foreign collaboration.			

1. For Mr. Sanjay S. Shah, Vice Chairman & Managing Director

I Information about the Appointee				
(1)	Background details	Mr. Sanjay S. Shah: Mr. Sanjay S. Shah has rich experience in multifarious areas of Accounting, Financial Management, Labour, Industrial Relation and administrative functions encompassing over two decades.		
(2)	Past Remuneration details	Mr. Sanjay S. Shah		
		Sr. No.	Financial Year	Remuneration (In ₹ Lakhs)
		1	2014-15	97.19
		2	2013-14	93.95
	3	2012-13	83.49	
(3)	Recognition or awards	N. A.		
(4)	Job profile and his suitability	Mr. Sanjay S. Shah is responsible for ensuring profitable growth of the Company with adequate control on costs, investments in current and fixed assets and maintaining over all financial discipline throughout the organization. Mr. Sanjay S. Shah has rich experience in multifarious areas of Accounting, Financial Management, Labour, Industrial Relation and administrative functions encompassing over two decades.		
(5)	Remuneration proposed	The terms of remuneration to Mr. Sanjay S. Shah is detailed in Explanatory Statement to item No. 6 herein above.		
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is reasonable when compared to the exigencies of the global stature & complexity of business of the Company and commensurate with the similar industry (manufacturing), operating in India and the profile of the position.		
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Sanjay S. Shah, Vice Chairman & Managing Director is one of the promoters holds 4.32% in the equity share capital of the Company. Mr. Sanjay S. Shah is the son of Mr. Sanat M. Shah, Chairman of the Company and brother of Mr. Pradeep S. Shah, Managing Director of the Company. Mr. Sanjay S. Shah has no relationship with any other managerial personnel.		

II. Other Information:		
(1)	Reasons of loss or inadequate profits	Due to economic slow down, high interest rates and currency depreciation, our customers are either delaying or postponing the setting up of new capacities. This negative sentiment has impacted the company's operations. Though the company has made different strategies to deal with the situation, the profitability may not be as per the planned projections due to the uncertain scenario.
(2)	Steps taken or proposed to be taken for improvement	The Company's R & D Centre is pursuing opportunities for manufacturing other engineering products which largely needs similar infrastructure and skill sets.
(3)	Expected increase in productivity and profits in measurable terms	The Company's tight control on costs and higher asset productivity will help in reducing overall costs and increase profits.
III. Disclosures		
1.	Remuneration package of the managerial person: Fully described in the respective explanatory statement as stated above	
2.	Disclosures in the Board of Directors' report under the heading "Corporate Governance" attached to the Annual report of the Company	
3.	Information as required under Clause 49 of the Listing Agreement:	
	a) Specialised expertise: Please read 'information about the appointee' above. b) No. of shares held: 1314575 c) Directorships in other Companies: i) Earthmaster Equipment Private Limited ii) Manu Enterprises Limited iii) Multigraph Enterprises Limited iv) Multigraph Machinery Company Limited v) Santsu Finance And Investment Private Limited. d) Committee positions held: Member of Stakeholders Grievances Committee of the Board	

2. For Mr. Pradeep S. Shah, Managing Director

I Information about the Appointee														
(1)	Background details	Mr. Pradeep S. Shah: Mr. Pradeep S. Shah is responsible for product design & development, industrial engineering, production planning, developing new printing machinery, installing production systems and training personnel and achieving production target and has vast experience and knowledge in these fields encompassing over two decades.												
(2)	Past Remuneration details	Mr. Pradeep S. Shah												
		<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Financial Year</th> <th>Remuneration (In ₹ Lakhs)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>2014-15</td> <td>97.19</td> </tr> <tr> <td>2</td> <td>2013-14</td> <td>93.95</td> </tr> <tr> <td>3</td> <td>2012-13</td> <td>83.39</td> </tr> </tbody> </table>	Sr. No.	Financial Year	Remuneration (In ₹ Lakhs)	1	2014-15	97.19	2	2013-14	93.95	3	2012-13	83.39
		Sr. No.	Financial Year	Remuneration (In ₹ Lakhs)										
		1	2014-15	97.19										
2	2013-14	93.95												
3	2012-13	83.39												
(3)	Recognition or awards	N. A.												
(4)	Job profile and his suitability	Mr. Pradeep S. Shah is the Managing Director of the Company. He will have substantial powers of management and shall exercise the same subject to the superintendence, control and direction of the Board. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors.												
(5)	Remuneration proposed	The terms of remuneration to Mr. Pradeep S. Shah is detailed in Explanatory Statement to item No. 7 hereinabove.												

	(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is reasonable when compared to the exigencies of the global stature & complexity of business of the Company and commensurate with the similar industry (manufacturing), operating in India and the profile of the position.
	(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Pradeep S. Shah, Managing Director is one of the promoter holds 5.37% in the equity share capital of the Company. Mr. Pradeep S. Shah is son of Mr. Sanat M. Shah, Chairman of the Company and brother of Mr. Sanjay S. Shah, Vice Chairman & Managing Director of the Company. Mr. Pradeep S. Shah has no relationship with any other managerial personnel.
II. Other Information:			
	(1)	Reasons of loss or inadequate profits	Due to economic slow down, high interest rates and currency depreciation, our customers are either delaying or postponing the setting up of new capacities. This negative sentiment has impacted the company's operations. Though the company has made different strategies to deal with the situation, the profitability may not be as per the planned projections due to the uncertain scenario
	(2)	Steps taken or proposed to be taken for improvement	The Company's R & D Centre is pursuing opportunities for manufacturing other engineering products which largely needs similar infrastructure and skill sets.
	(3)	Expected increase in productivity and profits in measurable terms	The Company's tight control on costs and higher asset productivity will help in reducing overall costs and increase profits.
III. Disclosures			
	1.	Remuneration package of the managerial person: Fully described in the respective explanatory statement as stated above	
	2.	Disclosures in the Board of Directors' report under the heading "Corporate Governance" attached to the Annual report of the Company	
	3.	Information as required under Clause 49 of the Listing Agreement:	
		a) Specialised expertise: Please read 'information about the appointee' above. b) No. of shares held: 1634545 c) Directorships in other Companies: i) Manu Enterprises Limited ii) Multigraph Enterprises Limited iii) Multigraph Machinery Company Limited iv) Gar Apparel India Private Limited v) Santsu Finance And Investment Private Limited. vi) Hindusthan Safety Glass Industries Limited d) Committee positions held: Chairman of CSR Committee of the Board.	

3. For Mr. Bhupal B. Nandgave, Whole Time Director (Works)

I Information about the Appointee																		
	(1)	Background details	Mr. Bhupal B. Nandgave: Mr. Bhupal B. Nandgave has Diploma in Mechanical Engineering and has extensive background and vast experience in manufacturing, material management and operations.															
	(2)	Past Remuneration details	<table border="1"> <tr> <td colspan="3">Mr. Bhupal B. Nandgave</td> </tr> <tr> <td>Sr. No.</td> <td>Financial Year</td> <td>Remuneration (In ₹ Lakhs)</td> </tr> <tr> <td>1</td> <td>2014-15</td> <td>20.41</td> </tr> <tr> <td>2</td> <td>2013-14</td> <td>14.98</td> </tr> <tr> <td>3</td> <td>2012-13</td> <td>4.96</td> </tr> </table>	Mr. Bhupal B. Nandgave			Sr. No.	Financial Year	Remuneration (In ₹ Lakhs)	1	2014-15	20.41	2	2013-14	14.98	3	2012-13	4.96
Mr. Bhupal B. Nandgave																		
Sr. No.	Financial Year	Remuneration (In ₹ Lakhs)																
1	2014-15	20.41																
2	2013-14	14.98																
3	2012-13	4.96																

(3)	Recognition or awards	N. A.
(4)	Job profile and his suitability	Mr. Bhupal B. Nandgave is responsible for managing Operations of both the Units located at Kolhapur including various departments like Research & Development, Customer Support, Production, Human Resources, Supply chain management and such other duties as may be assigned by the Board from time to time.
(5)	Remuneration proposed	The terms of remuneration to Mr. Bhupal B. Nandgave is detailed in Explanatory Statement to item No. 8 herein above.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is reasonable when compared to the exigencies of the global stature & complexity of business of the Company and commensurate with the similar industry (manufacturing), operating in India and the profile of the position.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Bhupal B. Nandgave is not related to any other Director, Promoter or Key Managerial Person.
II. Other Information:		
(1)	Reasons of loss or inadequate profits	Due to economic slow down, high interest rates and currency depreciation, our customers are either delaying or postponing the setting up of new capacities. This negative sentiment has impacted the company's operations. Though the company has made different strategies to deal with the situation, the profitability may not be as per the planned projections due to the uncertain scenario
(2)	Steps taken or proposed to be taken for improvement	The Company's R & D Centre is pursuing opportunities for manufacturing other engineering products which largely needs similar infrastructure and skill sets.
(3)	Expected increase in productivity and profits in measurable terms	The Company's tight control on costs and higher asset productivity will help in reducing overall costs and increase profits.
III. Disclosures		
1.	Remuneration package of the managerial person: Fully described in the respective explanatory statement as stated above.	
2.	Disclosures in the Board of Directors' report under the heading "Corporate Governance" attached to the Annual report of the Company.	
3.	Information as required under Clause 49 of the Listing Agreement:	
	a) Specialised expertise: Please read 'information about the appointee' above. b) No. of shares held: 1200 c) Directorships in other Companies: None d) Committee positions held: Member of CSR Committee of the Board	