



## **IFB INDUSTRIES LTD.**

Regd. Office : 14, Taratala Road  
Kolkata – 700 088

### **NOTICE TO MEMBERS**

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the members of **IFB Industries Limited** will be held on Friday, the 31st day of July, 2015 at 9.30 A.M. at Club Ecovista, Ecospace Business Park, Premises no 2F/11, Action Area II, Rajarhat, New Town, Kolkata - 700 156, to transact the following business :

#### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the financial statements of the Company for the year ended 31 March 2015, including the audited Balance Sheet as at 31 March 2015, the statement of Profit and loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution :  
**"RESOLVED THAT** pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made there under, pursuant to the recommendations of the Audit Committee and pursuant to the resolution passed by the members at the AGM held on July 30, 2014, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Regn No : 302009E) as the auditors of the Company to hold office till the conclusion of 43rd AGM be and is hereby ratified and the Board of Directors be and is hereby authorized to fix such remuneration for the financial year 2015-16 as may be determined by the Audit Committee in consultation with the auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of accounts of the Company".
3. To appoint a director in place of Mr. Prabir Chatterjee (DIN : 02662511) who retires by rotation and being eligible, seeks reappointment.
4. To appoint a director in place of Mr. Sudip Banerjee (DIN : 05245757) who retires by rotation and being eligible, seeks reappointment.

#### **SPECIAL BUSINESS :**

5. **Appointment of Ms. Sangeeta Shankaran Sumesh as Independent Director.**  
**To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution:**  
**"RESOLVED THAT**, pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), and the Rules made thereunder read with Schedule IV of the Act, Ms. Sangeeta Shankaran Sumesh (DIN : 0708037) who was appointed as an Additional Director on the Board of the Company with effect from 30 January 2015 and who holds office till the date of this AGM, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose Sangeeta Shankaran Sumesh as a candidate for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to 29 January 2020, not liable to retire by rotation."
6. **To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution.**  
**"RESOLVED THAT** pursuant to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial

Personnel) Rules, 2014, consent of the Company be and is hereby accorded to the reappointment of Mr. Bijon Nag (DIN 00756995), as Executive Chairman upto 31.05.2016 with effect from 01.06.2015, on existing terms as set out in the agreement.

FURTHER RESOLVED THAT the Board ( the term " Board" includes Board of Directors of Company and the Nomination and Remuneration committee) be and is hereby authorized to vary and / or modify the terms and conditions including remuneration, benefits and perquisites payable / made available to the appointee in such manner as may be agreed upon between the board and the appointee.

FURTHER RESOLVED THAT the board be and is hereby to do all acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any committee of directors or to any director or to any employee of the Company to give effect to the aforesaid resolutions.

FURTHER RESOLVED THAT in the event of loss, absence or inadequacy of profits of the Company in any financial year during the term of the office of the appointee, the remuneration as mentioned in the Explanatory Statement shall be paid to him as minimum remuneration."

**7. To consider and if thought fit, to pass the following resolution, with or without modification as an ordinary resolution.**

"RESOLVED THAT, pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013, ("the Act") and the Rules made thereunder, Mr. Sudam Maitra (DIN : 0035398) who was appointed as an Additional Director of the Company by the Board of Directors and was also appointed as Deputy Managing Director with effect from 3 September 2014 and who holds office till the date of this AGM , and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Sudam Maitra as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company whose office shall be liable to retirement by rotation.

RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V thereof and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014, consent of the Company be and is hereby accorded to the appointment of Mr. Sudam Maitra , as the Deputy Managing Director of the Company for a period of one year with effect from . 31st July 2015 until 30 July 2016 on existing terms as set out more fully in the draft agreement proposed to be entered into by the Company and Mr. Sudam Maitra.

FURTHER RESOLVED THAT the Board ( the term " Board" includes Board of Directors of Company and the Nomination and Remuneration Committee) be and is hereby authorized to vary and / or modify the terms and conditions including remuneration, benefits and perquisites payable / made available to the appointee in such manner as may be agreed upon between the Board and the appointee.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or to any Director or to any employee of the company to give effect to the aforesaid resolutions.

FURTHER RESOLVED THAT in the event of loss, absence or inadequacy of profits of the Company in any financial year during the term of the office of the appointee, the remuneration as mentioned in the Explanatory Statement shall be paid to him as minimum remuneration."

**8. To consider and if thought fit, to pass the following resolution, with or without modification as ordinary resolution.**

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014, consent of the Company be and is hereby accorded to increase the remuneration payable to Mr. Prabir Chatterjee, (DIN 02662511) Director & Chief Financial officer of the Company with effect from

1 April 2014 as set out in the Explanatory Statement attached to this Notice.

FURTHER RESOLVED THAT the Board (the term " Board" includes Board of Directors of Company and the Nomination and Remuneration Committee) be and is hereby authorized to vary and / or modify the terms and conditions including remuneration, benefits and perquisites payable / made available to the appointee in such manner as may be agreed upon between the Board and the appointee.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or to any Director or to any employee of the company to give effect to the aforesaid resolutions.

FURTHER RESOLVED THAT in the event of loss, absence or inadequacy of profits of the Company in any financial year during the term of the office of the appointee, the remuneration as mentioned in the Explanatory Statement shall be paid to him as minimum remuneration."

9. **To consider and if thought fit, to pass with or without modification, 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 ("The Act") read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration payable during the year 2015-16 to M/s. MANI & CO, Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2015-16, amounting to Rs.5,00,000/- (Rupees Five lacs Only) plus service tax as applicable and reimbursement of conveyance on actual basis as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

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

"RESOLVED THAT that in supersession to the earlier resolution(s), pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 and Rules made there under, consent of the Company be and is hereby accorded to the Board of Directors, to mortgage and/ or charge in addition to the mortgages and/ or charges created/ to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the moveable and/or immoveable, tangible and/or intangible properties of the company, both present or future in favour of Lending Financial Institutions/ Banks/Bodies Corporate/ Firms/Foreign Investors or persons, lender(s), agent(s), trustee(s) for securing the Borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), commercial papers, issued/to be issued by the company whether in India or abroad term loans/fund based working capital loans/short term loans/temporary loans/letter of credit/guarantees/and to secure and other form of borrowings made from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s), trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/evaluation/ fluctuation in the rate of exchange and all other monies payable by the Company in terms of loan agreement(s), debenture trust deed or any other document entered into/to be entered into between Company and the lender(s)/agent(s)/trustee(s), in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board thereof and the lender(s)/ agent(s)/ trustee(s)."

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

"RESOLVED THAT in supersession of all earlier resolution(s), pursuant to the provisions of Section 180 (1)(c) of the Companies Act, 2013 and the Articles of Association of the Company consent of the Company be and is hereby accorded to the Board of Directors ( " Board") of the Company to borrow such sums of money, from time to time, as the Board may

deem requisite for the purpose of the business of the Company notwithstanding that money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the Ordinary Course of Business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which the money may be borrowed by the Board of Directors (apart from temporary loans obtained from the company's bankers) shall not exceed Rs. 425 Crores (Rupees four hundred twenty five Crores only) outstanding at any time."

12. **To consider and if thought fit, to pass with or without modification, the following Resolution as Special Resolution.**

"Resolved that, pursuant to the provisions of Section 14 of the Companies Act, 2013, or any amendment thereto or modification thereof, the Articles of Association of the Company be and is hereby amended by insertion of the following Article 110(8) after the existing Article 110(7) and the new Article no 110(8) be read as follows

Article 110(8) - Any Member, beneficial owner, debenture-holder, other security-holder or other person entitled to copies of any documents / registers / records to be kept or maintained by the Company in physical or electronic form under the provisions of the Companies Act, 2013 or the Rules there under or any earlier enactment or rules, shall be provided copies thereof upon request on payment of fee of Rs. 10/- per page, or such other fee as may be prescribed from time to time and as may be determined by the Board."

Registered Office :  
14, Taratala Road  
Kolkata - 700 088  
Date : 29 May 2015

**By Order of the Board**

**G Ray Chowdhury**  
*Company Secretary*

**NOTES :**

- i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ( 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.**

The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty 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 proxy and such person shall not act as a proxy for any other person or shareholder.

- ii) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- iii) Brief resume of Directors including those proposed to be appointed/ reappointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under clause 49 of the listing agreement with the stock exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
- iv) A 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.
- v) Members are/Proxies/Authorised Representative requested to bring their attendance slip along with their copy of Annual Report to the meeting.

- vi) 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.
- vii) Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Corporate Office of the Company on all working days , except Saturdays, during business hours up to the date of the meeting.
- viii) The Company has notified closure of Register of Members and share transfer books from 25 July 2015 to 31 July 2015 (both days inclusive) for the purpose of AGM.
- ix) Instruction for e-voting, along with the Attendance Slip and Proxy Form, is annexed to this Notice of 39th Annual General Meeting for the convenience of shareholders.
- x) 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/CB Management Services (P) Ltd.
- xi) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/CB Management Services (P) Ltd.
- xii) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company/ CB Management Services (P) Ltd.
- xiii) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send share certificates to CB Management Services (P) Ltd., for consolidation into a single folio.
- xiv) Non resident Indian Members are requested to inform CB Management Services (P) Ltd. immediately of :
  - a) change in their residential status on return to India for permanent
  - b) notify immediately any change in their address to the Company.
  - c) write to the Company's Registrar & Share Transfer Agents, M/s CB Management Services (P) Ltd enclosing their share certificates for consolidation into one folio for better investor service, if they have more than one folio in identical order of name(s).
- xv) In compliance with section 108 of the Companies Act, 2013, Rule 20 of the Companies ( Management and Administration) Rules 2014, substituted by Companies ( Management and Administration) Amendment Rules 2015 and Clause 35B of the Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have already cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the Notice.
- xvi) The Annual Report 2014-15 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2014-15 are being sent by permitted mode.
- xvii) The notice of the 39th AGM and instructions for e-voting along with the Attendance slip and Proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

- xviii) Members may also note that the Notice of the 39th AGM and the IFB Industries Ltd Annual Report 2014-15 will be available on the Company's website, **www.ifbindustries.com**. The physical copies of the documents will also be available at the Company's corporate office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication or have any other queries, may write to us at : **investors@ifbglobal.com**.
- xix) Additional information, pursuant to Clause 49 of the Listing Agreement with the stock exchanges, in respect of the directors seeking appointment/reappointment at the AGM is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/reappointment as required under the Companies Act, 2013 and the Rules thereunder.
- xx) The Register of directors and Key Management Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- xxi) The Register for Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- xxii) Members are requested to address all correspondence, to the Registrar and Share Transfer Agents, C.B. Management Services Private Limited at P22 Bondel Road, Kolkata - 700 019.
- xxiii) With a view to using natural resources responsibly, we request shareholders to update their email address, with the Depository Participants to enable the Company to send communications electronically.
- xxiv) Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

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

**Resolution No. 3 & 4**

Details of Directors seeking appointment/reappointment in Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Sudip Banerjee	Mr. Prabir Chatterjee
Date of birth	01.02.1960	18.06.1955
Nationality	Indian	Indian
Date of appointment on the board	04.04.2012	01.04.2013
Qualification	Graduate in Economics( H), Diploma in Management ( AIMA)	BSC, AICWA
Experience in functional area	Business Executive	Business Executive
Shareholding in the Company	Nil	25,000
List of directorship held in other companies	one	one
Committee membership	Two	Three

**Resolution No. 5**

The nomination and remuneration committee and board of directors at their meeting held on 30 January 2015 appointed Ms. Sangeeta Shankaran Sumesh (DIN 07080379) as an Additional Director of the Company with effect from 30 January 2015, pursuant to Section 161 of the Companies Act, 2013 read with clause 139 of the Articles of Association of the Company.

Pursuant to the provision of Section 161 of the Companies Act, 2013, Ms Sangeeta will hold office up to the date of the ensuing AGM. The company has received notice in writing under the provision of Section 160 of the companies act, 2013, from a member,

along with a deposit of Rs 100,000/- proposing the candidature of Ms. Sangeeta Shankaran Sumesh for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ms. Sangeeta (i) consent in writing to act as director in form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that she is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

Ms. Sangeeta (40) has done her graduation in commerce from University of Madras in 1994. She is a Qualified Chartered Accountant, Cost Accountant and also a certified Public Accountant from Botswana Institute of Accountants. She has also undergone Executive education in organizational leadership in 2014 from Harvard Business School. She is currently working with Dun & Bradstreet Technologies and Data Services as Vice President Finance / CFO. She also worked in number of Foreign companies . She got comprehensive experience in diversified areas including Cost and Management Controls, Financial Analysis, Strategic Management, CSR activities, Corporate Governance, Risk Mitigation, operation management etc. Ms. Sangeeta is not holding any share of the company.

The resolution seeks the approval of the Company for the appointment of Ms. Sangeeta Shankaran Sumesh as an Independent Director of the Company for a period upto 29 January 2020 pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

In the opinion of the Board, Ms. Sangeeta Shankaran Sumesh, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management. A copy of the draft letter for appointment of Ms. Sangeeta Shankaran Sumesh, as an Independent Director setting out terms and conditions is available for inspection without any fee by the members at the company's corporate office during normal business hours on working days upto the date of the AGM.

No director, Key managerial personnel or their relatives, except Ms. Sangeeta Shankaran Sumesh to whom the resolution relates, are interested or concerned in the resolution.

The board recommends the resolution set forth in item no 5 for the approval of members.

#### **Resolution No. 6**

Section 196(3) of Companies Act, 2013 , inter alia, provides that no company shall continue the employment of a person who has attained the age of seventy years , as managing director, whole-time director or manager unless it is approved by the members by passing a special resolution. Part I of Schedule V to the Act contains a similar relaxation.

Mr. Bijon Nag (72) is the Promoter and Executive Chairman of the Company. He is a mechanical engineer and a prominent industrialist having more than three decades of vast experience in machine tool and engineering industries. Mr. Bijon Nag is also Chairman of IFB Agro Industries Ltd. and director of IFB Automotive Pvt. Ltd. and Maruti Insurance Broking Pvt. Ltd.

The details of his other directorships and memberships in other companies / committees are provided in the Corporate Governance Reports, which form part of this Annual Report.

He holds 157869 shares in the Company.

The Board of Directors and the Nomination & Remuneration Committee of the Company at their meeting held on 29 May 2015 re-appointed Mr. Bijon Nag as Executive Chairman for a period of one year from 1 June 2015 on terms and conditions setout detailed hereinafter, subject to approval of the shareholders.

#### **1. Remuneration :**

- a) **Salary** : Rs. 150,000 (Rupees one lac fifty thousand only) per month.
- b) **Commission** : In addition to salary, perquisites and other allowances, 0.5% commission based on net profits of the Company computed in the manner laid down pursuant to provisions of Sections 196, 197, 203 and other applicable

provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time but not exceeding an amount equal to half of annual salary paid during the financial year.

- c) **Housing** : The expenditure by the Company on hiring unfurnished accommodation will be subject to the following ceiling :
- I. Sixty percent of the salary
  - II. In case the accommodation is owned by the Company, ten percent of the salary of the Chairman shall be deducted by the Company.
  - III. In case no accommodation is provided by the Company, entitlement to house rent allowance will be subject to the ceiling laid down as in I above.
- d) **Medical Reimbursement** : Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
- e) **Leave Travel Concession** : For self and family once in a year incurred in accordance with the rules of the Company.
- f) **Club Fees** : Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- g) **Personal Accident Insurance** : As per the rules of the company
- h) **Gas & Electricity** : As per the rules of the company
- i) **Car** : Provision of car for use on Company's Business will not be considered as perquisite. However, use of car for private purpose will be billed by the Company to the Chairman
- j) **Telephone** : Company will reimburse expenses in connection with telephone at residence & mobile connections used for official purposes as per the rules of the Company.

**Explanation** : For the purpose of this part, 'family' means the spouse, the dependent children and dependent parents.

**2. Other Benefits :**

- i) **Gratuity** : As per the rules of the Company.
- ii) **Contribution to the provident Fund, Superannuation Fund or Annuity Fund** : As per the rules of the Company.
- iii) **Encashment of leave** : As per the rules of the Company.

Apart from the aforesaid remuneration, he will be entitled to reimbursement of all expenses incurred in connection with the business of the company.

In the case of inadequate profits during the financial year the remuneration will be subjected to the provisions of Schedule V of the Companies Act, 2013.

The appointee shall not be entitled to any sitting fees for Board/committee meetings.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modifications or re-enactment thereof ; in the absence of any such rules, perquisite and allowances shall be evaluated at actual cost. The company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

The terms and conditions of the said appointment and / or agreement are subject to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments



thereof from time to time and may be altered and varied from time to time by the Board/ Committee as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations.

The agreement may be terminated by either party giving the other six months' notice.

The above may be treated as an abstract of the terms of contract between the Company and Mr. Bijon Nag .

Mr. Bijon Nag shall perform such duties and exercise such powers as are entrusted to him by the Board.

No director, Key managerial personnel or their relatives, except Mr. Bijon Nag and Mr. Bikram Nag, are interested or concerned in the resolution.

The board recommends the Special Resolution set forth in item no 6 for the approval of the Company.

#### **Resolution No. 7**

Mr. Sudam Maitra (DIN 0035398) is a graduate in Mechanical Engineering from IIT, Delhi and has rich industrial experience of almost thirty eight years.

Mr. Maitra (60) started his career with GKW Ltd. and subsequently worked in companies like Bata India Ltd., TELCO ( now Tata Motors ) and Maruti Suzuki India Ltd. For last 31 years he was associated with Maruti Suzuki Ltd. and has worked in all areas of operations like manufacturing, quality, engineering, service, purchasing including supply chain. He was Chief Operating Officer (Supply Chain) till July 2014, when he left Maruti Suzuki Ltd. Mr. Maitra is not holding any share in the company.

At the recommendation of Nomination and Remuneration committee, Mr. Maitra was appointed as Additional Director by the board of directors at their meeting held on 3 September 2014. He was also appointed as Deputy Managing Director, subject to the approval of shareholders, up to this AGM.

At the recommendation of Nomination and Remuneration Committee, the board of Directors at their meeting held on 29 May 2015, subject to the approval of the Company, extended his period of appointment for a further period of one year from ensuing AGM on the following terms and conditions:

The terms and conditions of the appointment including remuneration payable to Mr Sudam Maitra are as under :

#### **1. Remuneration :**

- a) **Salary** : Rs. 400,000/- (Rupees Four lacs only) per month.
- b) **HRA** : Rs.200,000/- ( Rupees Two lacs only) per month.
- c) **SPA** : Rs 98,000/- (Rupees Ninety Eight thousand only).
- d) **Medical Reimbursement** : Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.
- e) **Leave Travel Concession** : For self and family once in a year incurred in accordance with the Rules of the Company.
- f) **Personal Accident Insurance** : As per the rules of the Company
- g) **Car** : Provision of car for use on Company's Business will not be considered as perquisite. However, use of car for private purpose will be billed by the Company
- h) **Telephone** : Company will reimburse expenses in connection with telephone at residence & mobile connections used for official purposes as per the rules of the Company.

**Explanation** : For the purpose of this part, 'family' means the spouse, the dependent children and dependent parents.

#### **2. Other Benefits :**

- i) **Gratuity** : As per the rules of the Company.
- ii) **Contribution to the provident Fund, Superannuation Fund or Annuity Fund** : As per the rules of the Company.
- iii) **Encashment of leave** : As per the rules of the Company.

Apart from the aforesaid remuneration, he will be entitled to reimbursement of all expenses incurred in connection with the business of the Company.

In the case of inadequate profits during the financial year the remuneration will be subjected to the provisions of Schedule V of the Companies Act, 2013.

The appointee shall not be entitled to any sitting fees for Board/Committee meetings.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modifications or re-enactment thereof; and in the absence of any such rules, perquisite and allowances shall be evaluated at actual cost. The Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

The terms and conditions of the said appointment and / or agreement are subject to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time and may be altered and varied from time to time by the Board/ Committee as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations.

The agreement may be terminated by either party giving the other three months' notice.

Mr Sudam Maitra shall perform such duties and exercise such powers as are entrusted to him by the Board and Joint Executive Chairman & Managing Director.

No director, Key managerial personnel or their relatives, except Mr. Sudam Maitra to whom the resolution relates, are interested or concerned in the resolution.

The board recommends the resolution set forth in item no 7 for the approval of the Company

#### **Resolution No. 8**

Revision of the Remuneration of Mr. Prabir Chatterjee :

As recommended by the Nomination and Remuneration committee, the Board of directors at their meeting held on 3 September 2014 revised the remuneration, subject to approval of shareholders w.e.f 1st April 2014 as under :

##### **1. Remuneration :**

- a) **Salary** : Rs. 3,75,000/- (Rupees Three Lacs Seventy Five Thousand only) per month .
- b) **HRA** : Rs.37,540/- ( Rupees Thirty Seven thousand five hundred forty only) per month.
- c) **CEA** : Rs 200/- (Rupees Two Hundred only) per month.
- d) **Medical Reimbursement** : Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.
- e) **Leave Travel Concession** : For self and family once in a year incurred in accordance with the rules of the Company.
- f) **Personal Accident Insurance** : As per the rules of the Company
- g) **Car** : Provision of car for use on Company's Business will not be considered as perquisite. However, use of car for private purpose will be billed by the Company.
- h) **Telephone** : Company will reimburse expenses in connection with telephone at residence & mobile connections used for official purposes as per the rules of the Company.

**Explanation** : For the purpose of this part, 'family' means the spouse, the dependent children and dependent parents.

##### **2. Other Benefits :**

- i) **Gratuity** : As per the rules of the Company.

- ii) **Contribution to the provident Fund, Superannuation Fund or Annuity Fund** : As per the rules of the Company
- iii) **Encashment of leave** : As per the rules of the Company.

Apart from the aforesaid remuneration, he will be entitled to reimbursement of all expenses incurred in connection with the business of the Company.

In the case of loss or inadequacy of profits in any financial year during the term of appointment, the remuneration will be subjected to the provisions of Schedule V of the Companies Act, 2013.

The appointee shall not be entitled to any sitting fees for Board / Committee meetings.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modifications or re-enactment thereof; and in the absence of any such rules, perquisite and allowances shall be evaluated at actual cost. The Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

The terms and conditions of the said appointment and / or agreement are subject to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time and may be altered and varied from time to time by the Board/ Committee as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations.

The agreement may be terminated by either party giving the other three months' notice.

No director, Key managerial personnel or their relatives, except Mr. Prabir Chatterjee to whom the resolution relates, are interested or concerned in the resolution.

The board recommends the resolution set forth in item no 8 for the approval of the Company.

#### **Resolution 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 for the financial year ending 31 March 2016 at a fee of Rs. 5,00,000.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to Cost Auditors require ratification by the shareholders 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 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 resolution set forth in item no 9 for the approval of the Company.

#### **Resolution No. 10 & 11**

Pursuant to notification of Section 180 of the Companies Act, 2013, prior consent of the Shareholders by special resolution is required to enable the Board of Directors to exercise these powers which, in aggregate, may exceed the paid-up capital and free reserves of the Company and to create charge on movable/immovable properties of the Company in favour of the lenders.

Further, the Ministry of Corporate Affairs vide their Circular No.4, dated 25 March 2014 had clarified that all such resolutions passed earlier under section 293(1)(a) and 293(1)(d) of the erstwhile Companies Act, 1956 are valid and effective only for a period of one year up to 11 September 2014. Any such mortgages and borrowings after this date would require a fresh prior approval of the shareholders under section 180 of the Companies Act, 2013 through a special resolution. It is imperative that

such an authority is required to be delegated to the Board of Directors for carrying on the business of the Company in the ordinary course and the Board is of the view that the earlier approved borrowing limits of up to 425 Crores would be sufficient to carry on the business. The Board of Directors of the Company at its meeting held on 29 May 2015 had approved the proposal subject to approval of the Company.

None of the Directors and Key Managerial Personnel of the Company are interested in the resolution No 10 & 11 :

The Board recommends the Special Resolutions set forth in item no 10 & 11 for the approval of the Company.

**Resolution No. 12**

The Companies Act, 2013 ('the Act') provides that companies may charge fees from members, beneficial owners, debenture-holders, other security-holders or other persons seeking copies of documents / registers / records kept or maintained by the company as prescribed under the Act or the Rules there under, provided charging of such fees is specified in the Articles of Association of the company.

In the context of the above, the Board of Directors of the Company ('the Board') at its meeting held on 29 May 2015, recommended that a new Article 110(8) be incorporated in the Articles of Association of the Company which provides for charging of such fees as set out in the Special Resolution. Consent of the Members by way of Special Resolution is required to such alteration of Articles of Association in terms of the provisions of Section 14 of the Act.

A copy of the Memorandum and Articles of Association of the Company will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on working days up to the date of this Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for approval of the Company.

Registered Office :  
14, Taratala Road  
Kolkata - 700 088  
Date : 29 May 2015

**By Order of the Board**

**G Ray Chowdhury**  
*Company Secretary*

## **VOTING THROUGH ELECTRONIC MEANS**

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- ii. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on 28th July, 2015 (9:00 am) and ends on 30th July, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th July, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The process and manner for remote e-voting are as under:
  - A. **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**
    - (i) Open PDF file viz; "IFB Ind.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "IFB Industries Limited".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [scrutinizerifbind@gmail.com](mailto:scrutinizerifbind@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided at the bottom of the Attendance Slip for the Annual General Meeting :
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - vii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - viii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - ix. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24th July, 2015.
  - x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24th July, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rta@cbmsl.com](mailto:rta@cbmsl.com) .  
  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - xi. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
  - xii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.
  - xiii. Mr. Jitendra Patnaik, Practicing Company Secretary (Membership No. FCS 5045) and sole proprietor M/s. J. Patnaik & Associates, Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - xiv. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "ballot paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
  - xv. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - xvi. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.ifbindustries.com](http://www.ifbindustries.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and NSE Limited.