

# **UTKAL SOAP PRODUCTS LIMITED**

**41<sup>st</sup>**  

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**Annual Report**  
**2013-2014**

## FORTY FIRST ANNUAL REPORT - 2013-14

# UTKAL SOAP PRODUCTS LIMITED

**DIRECTORS** :  
PARESH BHANUSHALI  
BHARAT DAGHA  
AKASH TANTIA  
PAWAN KUMAR SUREKA  
KAMAL KHAITAN

**AUDITORS** :  
M/S. P KHETAN & CO.  
CHARTERED ACCOUNTANTS  
19B, B.B.GANGULY STREET,  
2ND FLOOR, R.N - 5  
KOLKATA - 700 012.

**BANK** :  
HDFC BANK  
BANK OF BARODA

**REGISTERED OFFICE** :  
5 & 6, FANCY LANCE, 8TH FLOOR,  
KOLKATA-700 001, INDIA  
PHONE: 4006-9762/9740  
FAX : 4006-9762  
E-Mail: utkalsoap@gmail.com  
CIN NO.: L51909WB1973PLC028878

**REGISTRAR & SHARE TRANSFER AGENT** :  
D-511, Bagree Market,  
71, B.R.B. Basu Road,  
Kolkata 700 001  
2235-7270/ 7271  
2234-3576  
2215-6823  
nichetechpl@nichetechpl.com  
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# UTKAL SOAP PRODUCTS LIMITED

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## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE FORTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF UTKAL SOAP PRODUCTS LIMITED WILL BE HELD ON FRIDAY 26<sup>TH</sup> SEPTEMBER, 2014 AT 01.00 P.M AT MMS CHAMBERS, 4A, COUNCIL HOUSE STREET, KOLKATA - 700001 TO TRANSACT THE FOLLOWING BUSINESS.**

### ORDINARY BUSINESS

1. To receive, consider and adopt Financial Statements year ended 31<sup>st</sup> March, 2014 including the Audited Balance Sheet as at 31<sup>st</sup> March 2014 and the profit & loss Accounts for the period ended on the date and the Reports of the Directors and Auditors thereon of the Company for the year ended 31<sup>st</sup> March, 2014.
2. To appoint a Director in place of Mr. Kamal Khaitan, holding (DIN 02758017), Director of the Company, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** subject to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder M/s P Khetan & Co., Chartered Accountants, Kolkata (Firm Registration Number 327386E) be and is hereby re-appointed as a Statutory Auditors to hold such office from the conclusion of this Annual General Meeting until the conclusion of sixth Annual General Meeting (subject to ratification by the Members of the Company at every Annual General Meeting held after this Annual General Meeting) on such remuneration as may be mutually decided and agreed between the Board of Directors and Auditors of the Company.

### SPECIAL BUSINESS

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

**“RESOLVED THAT** Mr. Paresh Bhanushali (DIN: 00205142), who was appointed as an Additional Director of the Company with effect from 20<sup>th</sup> March, 2014 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the

office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

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

“**RESOLVED THAT** Mr. Bharat Dagha (DIN: 00205435), who was appointed as an Additional Director of the Company with effect from 20<sup>th</sup> March, 2014 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

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

“**RESOLVED THAT** Mr. Chander Prakash Puri (DIN: 06886988), who was appointed as an Additional Director of the Company with effect from 11<sup>th</sup> July, 2014 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

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

“**RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Vandana Bhansali (DIN: 06916248), who was appointed as an Additional Director and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in respect of whom notice in writing has been received by the Company from a member signifying intention to propose Ms. Vandana Bhansali as a candidate for the office of the Director be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 26<sup>th</sup> September, 2014 .”

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**RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

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

“**RESOLVED THAT** pursuant to and in accordance with the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Incorporation) Rules, 2014 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the draft regulations contained in the new set of Articles of Association of the Company, a copy of which is available for inspection in the registered office of the Company, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company, as the new set of Articles of Association of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to take all actions and do all such acts, deeds, matters and things as may be necessary, proper or expedient in connection with or incidental to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to provisions of Section 61 and other applicable provisions, if any of the Companies Act, 2013 and subject to the provisions in the Articles of Association of the Company , the Authorised Share Capital of the Company be and is hereby increased from Rs. 10,000,000/- (Rupees One Crore Only) divided into 10,00,000 (Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 10,00,00,000/- (Rupees Ten crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.”

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

**RESOLVED THAT** the existing Clause No. V of the Memorandum of Association of the Company be and is hereby altered by deleting the said Clause by substituting in place and instead thereof, the following:

**“RESOLVED THAT** pursuant to Section 13, 61 and any other applicable provisions, if any of the Companies Act, 2013 and the provisions of the Articles of Association of the Company, in Clause V of the Memorandum of Association for the word and figures, “The Authorized Capital of the Company is Rs. 10,000,000/- (Rupees One Crore Only) divided into 10,00,000 (Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.” The following words and figures shall be substituted, namely:

- V. “The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force (“the Act”) and the rules and regulations made there under, the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the “SEBI ICDR Regulations”), the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Securities and Exchange Board of India, the Stock Exchanges where the shares of the Company are listed and any other appropriate authorities (hereinafter collectively referred to as the “Appropriate Authorities”), and subject to the Company obtaining necessary consents, sanctions, permissions or approvals from the Appropriate Authorities and such conditions and modifications, as may be prescribed by one or more of the Appropriate Authorities while granting any such consent, sanctions, permissions or approvals (hereinafter referred to as the “requisite approvals”), which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include one or more Committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolutions).

**RESOLVED FURTHER THAT** with the consent, authority and approval, the Company be and is hereby accorded to the Board to create, issue, offer and allot 18,50,000 (Eighteen lakh Fifty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten each)(each an

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“Equity Share” and collectively the “Issue Shares”) at price of Rs. 16/- ( Rupees Sixteen ) aggregating upto Rs. 2,96,00,000/- (Rupees Two Crore Ninety Six Lakh Only), to the investors named below (the “Investors”) on preferential allotment basis in accordance with Chapter VII of the SEBI ICDR Regulations, on such occasion or occasions, in one or more tranches, on such terms and conditions and in such manner as the Board may in its absolute discretion decide in this connection:

Name of Investor	Equity Shares proposed to be issued	Proposed Issue Size (In Rupees)
Rajesh Umarshi Mange	25,000	4,00,000
Ankit Mohanlal Bhanushali	30,000	4,80,000
Satish M. Bhanushali	50,000	8,00,000
Shantaben Dayaram Dama	45,000	7,20,000
Nayana M. Dama	50,000	8,00,000
Niraj M. Dama	38,000	6,08,000
Vinod V. Bhanushali	50,000	8,00,000
Chhaya V. Bhanushali	35,000	5,60,000
V.P. Bhanushali	40,000	6,40,000
Ramesh J. Patel	50,000	8,00,000
Sneha R. Patel	25,000	4,00,000
Alpesh Pragji Bhanushali	50,000	8,00,000
Damyanti Pragji Bhanushali	32,000	5,12,000
Rupali Deepak Bhanushali	20,000	3,20,000
Aruna Paresh Bhanushali	25,000	4,00,000
Kanji V. Mange	50,000	8,00,000
Rajiv Chandrakant Khokhani	35,000	5,60,000
Yashraj Biotechnology Limited	12,00,000	1,92,00,000

**RESOLVED FURTHER THAT** the Relevant Date for the purpose of calculating the price of the Issue of Shares is 27<sup>th</sup> August, 2014. The Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects, the Shares to be issued should in dematerialized form and shall be subject to

lock-in required under Chapter VII of SEBI ICDR Regulations; The Issue of Shares shall be allotted within a period of 15 days from the date of passing of this resolution provided that if the approval or permission by any regulatory authority, required if any, for allotments is pending, the period of fifteen days shall be counted from the date of such approval or permission as the case may be.

**RESOLVED FURTHER THAT** for the purpose of giving to any offer, issue or allotment of Issue Share, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, desirable or expedient for such purpose, include without limitation; issuing clarifications on the issue and allotment of the Issue Shares and resolving any difficulties arising there from, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approval, liaising with appropriate authorities to obtain the requisite approvals, appointing such consultants, legal advisors, advisors and all such agencies and payment of any fees, remuneration, expenses relating thereto as may be required for the issuance of the Issue Shares, entering into contracts, arrangements, memoranda, documents inter alia for appointment of agencies for managing, listing and trading of Issue Shares and entering into Share Subscription Agreement with the respective Investors.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or such other officer (s) of the Company and to generally do all such acts, deeds, and things as may be necessary or incidental to give effect to the aforesaid resolutions and the actions taken by the Board or its Committees duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors  
**UTKAL SOAP PRODUCTS LIMITED**

**Mr.Paresh Bhanushali**  
**DIRECTOR**

Date: 11<sup>th</sup> July, 2014

Corporate Identification Number (CIN) : L51909WB1973PLC028878

Registered Office:

5&6 FANCY LANE, KOLKATA- 700001.

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### Notes:-

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 4 to 11 of the Notice, is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than **FORTY-EIGHT HOURS** before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Transfer Books of the Company will be closed from 18<sup>th</sup> September, 2014 to 26<sup>th</sup> September, 2014 (both days inclusive).
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Niche Technologies Pvt Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Niche Technologies Pvt Ltd.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Niche Technologies Pvt Ltd for assistance in this regard.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Niche Technologies Pvt Ltd, the details of such folios together with the share certificates for consolidating their holding in one folio. A

consolidated share certificate will be returned to such Members after making requisite changes thereon.

7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
9. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Niche Technologies Pvt Ltd /Depositories.

11. **VOTING THROUGH ELECTRONIC MEANS**

- I) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)
- II) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

**III) The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on September 21, 2014 at 9.00 A.M. and ends on September 22, 2014 at 5.00 P.M. During this period shareholders' of the Company, holding shares

## UTKAL SOAP PRODUCTS LIMITED

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either in physical form or in dematerialized form, as on the cut-off date (record date) of August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. Example:</li></ul> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>

DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date (record date) of August 14, 2014</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "**UTKAL SOAP PRODUCTS LIMITED**" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
12. Institutional Members / Bodies Corporate (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 through e-mail [info@napco.in](mailto:info@napco.in) at with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before September 22, 2014, upto 5.00 pm. without which the vote shall not be treated as valid
13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 14 -August-2014.

14. The notice of Forty First Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 14-August-2014.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 14-August-2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
16. Shri Nilesh A. Pradhan, Practising Company Secretary (Certificate of Practice Number 3659 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
17. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and website of within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to Calcutta Stock Exchange Limited.

By Order of the Board of Directors  
**UTKAL SOAP PRODUCTS LIMITED**

**Mr.Paresh Bhanushali**  
**DIRECTOR**

Date: 11<sup>th</sup> July, 2014

Corporate Identification Number (CIN) : L51909WB1973PLC028878

Registered Office:

5&6 FANCY LANE, KOLKATA- 700001.

# UTKAL SOAP PRODUCTS LIMITED

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## Explanatory Statement

### (Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 11 of the accompanying Notice:

#### ITEM 4

The Board of Directors at their meeting held on 20<sup>th</sup> March, 2014 appointed Shri. Paresh Bhanushali as a Non-Executive Director of the Company who in terms of Section 161 of the Companies Act, 2013 holds office upto the date of this Annual General Meeting. The Company has received notice pursuant to Section 160 of the Companies Act, 2013 from a member proposing the appointment of Shri. Paresh Bhanushali as Director.

His brief profile is as below:

Name: Shri. Paresh Bhanushali

Director Identification Number: 00205142.

Date of joining the Board: 20<sup>th</sup> March, 2014.

Profile of the Director: He holds Master's degree in Biotechnology from Indian Institute of Technology (IIT-Mumbai) and has extensive knowledge and experience in protein chemistry including purification, characterization and structure-function studies.

No. of shares held in the Company: NIL

Directorships and Committee memberships in other companies

#### 1. YASHRAJ BIOTECHNOLOGY LIMITED

The Board of Directors proposed the appointment of Shri Paresh Bhanushali as Director and recommends the resolution as set out in Item No. 4 for the approval of the shareholders at the ensuing Annual General Meeting.

None of the Directors except Mr. Paresh Bhanushali, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item No. 4 of this Notice.

#### ITEM 5

The Board of Directors at their meeting held on 20<sup>th</sup> March, 2014 appointed Shri. Bharat Dagha

as a Non-Executive Director of the Company who in terms of Section 161 of the Companies Act, 2013 holds office upto the date of this Annual General Meeting. The Company has received notice pursuant to Section 160 of the Companies Act, 2013 from a member proposing the appointment of Shri. Bharat Dagha as a Director.

His brief profile is as below:

Name: Shri. Bharat Dagha

Director Identification Number: 00205435.

Date of joining the Board : 20<sup>th</sup> March, 2014.

Profile of the Director: Mr. Bharat Dagha holds Masters degree in Arts. He is a senior professional banker with over 30 years in banking, finance, forex, sales and administration.

No. of shares held in the Company : NIL

Directorships and Committee memberships in other companies

1. YASHRAJ BIOTECHNOLOGY LIMITED
2. YASH-RAJ DIAGNOSTICS PVT. LTD

The Board of Directors proposed the appointment of Shri Bharat Dagha as Director and recommends the resolution as set out in Item No. 5 for the approval of the shareholders at the ensuing Annual General Meeting.

None of the Directors except Mr. Bharat Dagha, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item No. 5 of this Notice.

#### **ITEM 6**

The Board of Directors at their meeting held on 11<sup>th</sup> July, 2014 appointed Shri. Chander Prakash Puri as a Non-Executive Director of the Company who in terms of Section 161 of the Companies Act, 2013 holds office upto the date of this Annual General Meeting. The Company has received notice pursuant to Section 160 of the Companies Act, 2013 from a member proposing the appointment of Shri. Chander Prakash Puri as a Director.

His brief profile is as below:

Name: Shri. Chander Prakash Puri

Director Identification Number: 06886988

## UTKAL SOAP PRODUCTS LIMITED

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Date of joining the Board: 11<sup>th</sup> July, 2014.

Profile of the Director: Dr. Chander Puri is currently working as the Pro Vice Chancellor of the MGM Institute of Health Sciences (Deemed University). Prior to this responsibility, he had worked as the Chief Executive Officer of a biotechnology company: Yashraj Biotechnology Limited; and Director of an ICMR institute, National Institute for Research in Reproductive Health, in Mumbai.

Dr Puri has also worked at the Karolinska Hospital, in Stockholm; Washington University School of Medicine, USA; and World Health Organization in Geneva. At WHO, he was Programme Manager in the Department of Reproductive Health and Research and was responsible for strengthening of research programs of research institutions in some countries in the South-East Asia Region.

Dr Puri has published over 100 articles in peer reviewed journals. He is an elected Fellow of the National Academy of Sciences, and Fellow of the National Academy of Medical Sciences.

No. of shares held in the Company: Nil

Directorships and Committee memberships in other companies: NIL

The Board of Directors proposed the appointment of Shri Chander Prakash Puri as Director and recommends the resolution as set out in Item No. 6 for the approval of the shareholders at the ensuing Annual General Meeting.

None of the Directors except Mr. Chander Puri, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item No. 6 of this Notice.

### **Item No. 7**

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Ms. Vandana Bhansali as Independent Directors of the Company upto 5 (five) consecutive years upto 17<sup>th</sup> September, 2019. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors.

Her brief profile is as below:

Name: Ms. Vandana Bhansali

Director Identification Number: 06916248

Date of joining the Board: 11<sup>th</sup> July, 2014

Profile of the Director: Ms. Vandana Bhansali is B.Sc and M.Sc in Home Science from Nirmala Niketan College of Home Science, Mumbai University with specialization in Human Development and Diploma in Management of Voluntary Service Organizations from NMIMS. She has over 9 years of experience in Development and Corporate Sustainability sector and has interacted with over 150 NGOs across India during her career. Ms. Vandana Bhansali joined HSBC India in 2006 and is currently working as Vice President, Inclusive Banking Unit, and Commercial Banking.

No. of shares held in the Company Nil

Directorships and Committee Memberships in other companies: Nil

The Board of Directors proposed the appointment of Ms. Vandana Bhansali as Director and recommends the resolution as set out in Item No. 7 for the approval of the shareholders at the ensuing Annual General Meeting.

None of the Directors except Ms. Vandana Bhansali, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item No. 7 of this Notice.

**Item Nos. 8:**

The existing Articles of Association (“AOA”) of the Company are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 which is now largely in force. On 12<sup>th</sup> September 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 sections for implementation. Subsequently on 26<sup>th</sup> March 2014, MCA notified further 183 sections and six schedules of the Companies Act, 2013 which came into force on 1st April, 2014.

The MCA also notified the Rules pertaining to the notified sections. With the coming into force of the Companies Act, 2013 several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles to bring them in line with the provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, approval of the Members of the company by Special resolution is required for the adoption of the new AOA by way of amendment and restatement of the existing AOA and accordingly, the approval of the Members is being sought for the proposed adoption of the new AOA.

## UTKAL SOAP PRODUCTS LIMITED

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A copy of the new AOA to be adopted by the Company is enclosed herewith, and the same is uploaded on the Company's website and is also available for inspection between 10.00 a.m. and 12.00 noon on all working days at the Registered Office of the Company, 5&6 FANCY LANE, KOLKATA- 700001 i.e., from 16<sup>th</sup> September, 2014 to 17<sup>th</sup> September, 2014.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

### **Item No.9 &10**

It is proposed to increase the Authorised Share Capital of the Company from the existing 10,000,000/- (Rupees One Crore Only) to Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each . For Increase in its authorised share capital of the Company, Shareholders approval is required. Also Clause V of Memorandum of Association and Clause 3 of Articles of Association of the Company is required to be amended so as to reflect the propose increase in Authorised Share Capital of the Company and Changes introduced by the amendment Act to the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are deemed to be interested directly or indirectly in passing of this Resolution.

The Directors of Your Company recommends these resolutions for your approval.

### **Item No. 11**

In the view of the further issue of shares as per provisions of Section 62 of Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 the company submit the following information for taking appropriate decision for approval of proposed resolution as set out in the item no.5 of the notice of the meeting by way of special resolution:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Explanation</b>
1	Object of the issue	To explore the business opportunities in different region and working capital requirement.
2	Total no. of Shares to be issued	18,50,000 Equity Shares of Rs. 10/- each

3	Price at which the allotment is proposed	Rs. 16/- (Book Value)
4	Basis on which the price has been arrived as per the valuation report of the Registered Valuer.	M/s Anand Mundra, Practicing Chartered Accountant issue of Valuation Report based on Net Asset Value.
5	Relevant date with reference to which the price has been arrived at;	August 27, 2014
6	Class or classes of persons to whom the allotment is proposed to be made	1. Promoter 2. Individuals
7	Intention of promoters, directors or key managerial personnel to subscribe to the offer;	To raise fund for the business expansion
8	Proposed time within which the allotment shall be completed	Within 15 days from the date of in-principle approval from the stock exchange
9	Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	As stated below in Annexure-A
10	Change in control, if any, in the company that would occur consequent to the preferential offer	No
11	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Nil
12	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N.A.

## UTKAL SOAP PRODUCTS LIMITED

10. Pre issue and post issue shareholding pattern of the company in the following format-

Sr.	Category	Pre Issue		Post Issue	
		No of Shares held	% of share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoters' holding :</b>				
1	Indian :				
	Individual				
	Bodies Corporate	235,800	58.95%	14,35,800	63.81%
	<b>Sub Total</b>	<b>235,800</b>	<b>58.95%</b>	<b>14,35,800</b>	<b>63.81%</b>
2	Foreign Promoters	-	-	-	-
	<b>Sub Total (A)</b>	<b>235,800</b>	<b>58.95%</b>	<b>14,35,800</b>	<b>63.81%</b>
<b>B</b>	<b>Non-Promoters' holding :</b>				
1.	Institutional Investors	-	-	-	-
2.	Non-Institution :				
	Private Corporate Bodies	1100	0.28%	1,100	0.28%
	Directors and Relatives	-	-	-	-
	Indian Public	163100	40.78%	8,13,100	36.14%
	Others (Including NRIs)	-	-	-	-
	<b>Sub Total(B)</b>	<b>164,200</b>	<b>41.05%</b>	<b>8,14,200</b>	<b>36.42%</b>
	<b>GRAND TOTAL</b>	<b>400,000</b>	<b>100%</b>	<b>2,250,000</b>	<b>100%</b>

### Annexure –A

Name of Investor	Equity Shares proposed to be issued	Proposed Issue Size (In Rupees)
Rajesh Umarshi Mange	25,000	4,00,000
Ankit Mohanlal Bhanushali	30,000	4,80,000
Satish M. Bhanushali	50,000	8,00,000

Shantaben Dayaram Dama	45,000	7,20,000
Nayana M. Dama	50,000	8,00,000
Niraj M. Dama	38,000	6,08,000
Vinod V. Bhanushali	50,000	8,00,000
Chhaya V. Bhanushali	35,000	5,60,000
V.P. Bhanushali	40,000	6,40,000
Ramesh J. Patel	50,000	8,00,000
Sneha R. Patel	25,000	4,00,000
Alpesh Pragji Bhanushali	50,000	8,00,000
Damyanti Pragji Bhanushali	32,000	5,12,000
Rupali Deepak Bhanushali	20,000	3,20,000
Aruna Paresh Bhanushali	25,000	4,00,000
Kanji V. Mange	50,000	8,00,000
Rajiv Chandrakant Khokhani	35,000	5,60,000
Yashraj Biotechnology Limited	12,00,000	1,92,00,000

None of the Directors, Key Managerial Personnel and their relatives are deemed to be interested directly or indirectly in passing of this Resolution.

The Directors of Your Company recommends these resolutions for your approval.

By Order of the Board of Directors  
**UTKAL SOAP PRODUCTS LIMITED**

**Mr.Paresh Bhanushali**  
**DIRECTOR**

Date: 11<sup>th</sup> July, 2014

Corporate Identification Number (CIN) : L51909WB1973PLC028878

Registered Office:

5&6 FANCY LANE, KOLKATA- 700001.

# UTKAL SOAP PRODUCTS LIMITED

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## DIRECTOR'S REPORT

### TO THE MEMBERS OF UTKAL SOAP PRODUCTS LIMITED

Your Directors have pleasure in presenting their Annual Report and Audited Accounts of the Company for the period ended 31<sup>st</sup> March, 2014.

#### **FINANCIAL HIGHLIGHTS**

<b>Particulars</b>	<b>Period ended on 31<sup>st</sup> March, 2014 (Amount in Rs.)</b>	<b>Period ended on 31<sup>st</sup> March, 2013 (Amount in Rs.)</b>
Profit / (Loss) before Tax	228,413.56	297,949.00
Less : Provision for Taxation	(70,611.00)	(104,000.00)
Profit / (Loss) after Tax	157,902.56	193,949.00
Balance brought forward	21,11,715.12	19,17,766.12
Balance carried to Balance Sheet	22,69,617.68	21,11,715.12

#### **DIVIDEND**

The Board of Directors of the company does not recommend any dividend for the period.

#### **DEPOSITS**

No public deposits were invited or accepted during the period under report.

#### **DIRECTORS**

The Board of Directors at their meeting held on 20<sup>th</sup> March, 2014 has appointed Mr. Paresh Bhanushali and Mr. Bharat Dagha as an Additional/Non-Executive Director. Mr. Chander Prakash Puri was appointed as an Additional Director/ Non Executive Non Independent and Ms. Vandana Bhansali as an Additional /Independent Director on 11<sup>th</sup> July, 2014 on the Board of Directors of your Company. In terms of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors can hold office for a term of up to five (5) consecutive years on the Board of Directors of your Company and are not liable to retire by rotation.

Accordingly, appropriate resolutions for the appointment/ re-appointment of Directors are being placed before you for your approval at the ensuing Annual General Meeting. The brief resume of the aforesaid Directors and other information have been detailed in the Notice.

Your Directors recommend their appointment/reappointment as Directors of your Company.

#### **AUDITORS**

M/s. P Khetan & Co., Chartered Accountants is due for retirement in accordance with the provisions of the Companies Act, 1956 at the ensuing Annual General Meeting.

Your Directors recommend their appointment for the ensuing year. The Company has received letters from M/s. P Khetan & Co., Chartered Accountants to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from being appointed as the Statutory Auditors of the Company.

#### **AUDITORS REPORT**

Notes on the Accounts referred to in the Auditors Report are self-explanatory and thereof, do not call for any further clarification.

#### **PARTICULARS OF EMPLOYEES**

The provision of section 217(2A) of Companies Act, 1956 are not applicable to the Company as no employee was in receipt of remuneration to the extent laid down therein.

#### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING & OUTGO**

Information pursuant to Provision to Section 217(2A) and Section 217 (1)(e) of the Companies Act, 1956 are not so far applicable to your Company.

#### **DIRECTORS RESPONSIBILITY STATEMENT**

As required under Section 217(2AA) of the Companies Act, 1956, the Directors state that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to materials departures.
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the **PROFIT** of the Company for that period.
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors had prepared the accounts for the period on a going concern basis.

Place: Kolkata

Date: 11<sup>th</sup> July, 2014

# UTKAL SOAP PRODUCTS LIMITED

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## COMPLIANCE CERTIFICATE

Pursuant to proviso to Sub-section (1) of Section 383A of the Companies Act, 1956, and rule 3(1) of the Companies (Compliance Certificate) rules, 2001

CIN Number	L51909WB1973PLC028878
Nominal Capital	1,00,00,000
Paid-Up Capital	39,98,750

To,

The Members of  
Utkal Soap Products Limited  
5 & 6, Fancy Lane,  
Kolkatta - 700001.  
West Bengal

I have examined the registers, records, books and papers of Utkal Soap Products Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March, 2014.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under and in case of delay by payment of additional filing fees.
3. The Company being a Public Limited Company, comments is not required.
4. The Board of Directors duly met 8 times on 25<sup>th</sup> April, 2013; 26<sup>th</sup> July, 2013; 02<sup>nd</sup> August, 2013; 10<sup>th</sup> August, 2013; 17<sup>th</sup> October, 2013; 30<sup>th</sup> October, 2013; 14<sup>th</sup> February, 2014 & 20<sup>th</sup> March, 2014 in respect of which proper notice were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minute Book maintained for the purpose.

5. The Company has closed its Register of Members on 24<sup>th</sup> September, 2013 during the year under Section 154 of the Act.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 24<sup>th</sup> September, 2013 after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in Minute Book maintained for the purpose.
7. No-Extra Ordinary General Meeting was held during the financial year 2013-14.
8. During the year under review there were no transactions necessitating approval under the provisions of Section 295 of the Companies Act.
9. The Company has not entered into any contract falling within the purview under section 297 of the Companies Act, during the year.
10. The Company made necessary entries in the register maintained under section 301 of the Act.
11. As there are no instances falling within the purview of Section 314 of the Companies Act during the year under review, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Board of Directors has not issued duplicate share certificates during the year under review
13. According to the information and explanations provided, the Company:
  - (i) Has delivered the entire certificate on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
  - (ii) Was not required to deposit any amount of dividend in a separate bank account as there was no declaration of any dividend during the year.
  - (iii) Was not required to pay/post warrants for dividends to all the members as there was no declaration of any dividend during the year.
  - (iv) Has not transferred any amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon as there exists no such account.
  - (v) Has duly complied with the requirements of section 217 of the Act.

## **UTKAL SOAP PRODUCTS LIMITED**

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14. The Board of Directors of the Company is duly constituted. The appointment and resignation of Directors made during the year have been in due compliance of provisions of the Companies Act.
15. The Company has not made appointment of the Managing director according to the provisions of Section 269 read with Schedule XIII of the Act, during the year under review.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company has obtained all necessary approvals, wherever necessary, of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the provisions of the Act.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any Equity Shares/other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has not redeemed any preference shares/debentures during the year.
22. There were no transactions necessitating the Company to keep in abeyance rights to dividend, right shares and bonus shares pending registration of transfer of shares.
23. The Company has not accepted/invited any deposits from public including any unsecured loans falling under the provisions of section 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975, during the year under review.
24. The borrowings made during the year under review are in compliance with provision of the Section 293 (1) (d) of the Act.
25. The Company has complied with all applicable provisions of the Act in making loans and investments or giving guarantees or providing securities to other bodies corporate.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under the scrutiny.
27. During the year under review, the Company has not altered the provisions of the Memorandum of Association with respect to the objects of the Company.
28. The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the year under the scrutiny.

29. During the year under review, the Company has not altered the provisions of the Memorandum of Association with respect to share capital of the Company.
30. The Company has not altered its Articles of Association during the year under scrutiny.
31. There were no prosecution initiated against or show cause notices received by the Company for alleged offences under the Act and no fines and penalties or any other punishment imposed on the Company during the year under the scrutiny.
32. The Company has not received any amount as security from its employees during the year under review.
33. The Company has no liability under the provisions of the Provident Fund Scheme for the year under review.

**(S. K. Pandey)**  
**Practicing Company Secretary**  
**M. No.: 8546**  
**CP No.:5484**

**Date: 11/07/2014**

**Place: Mumbai**

**ANNEXURE-A**

S.No.	Registers Maintained By The Company	Under Section
1	Minutes Book of the meetings of the of Directors of the Company	193
2	Minutes Book of General Body Meetings of the Members of the Company	193
3	Register of Director shareholding	307
4	Register of Members	150 (kept with Share Transfer Agent)
5	Register of Share Transfer	108 (kept with Share Transfer Agent)
6	Register of Directors	303
7	Register of contracts, companies and firms in which Directors are interested	301
8	Register of Inter-Corporate Loan/ Investment	372A

## UTKAL SOAP PRODUCTS LIMITED

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### ANNEXURE-B

Forms and Returns as filed by the Company with the Registrar of Companies, West Bengal, Kolkata, during the Financial Year on 31st March, 2014.

No.	Form No.	Under Section	Purpose	Filing date with ROC
1	Form 20B (Annual Return) (as on 30 <sup>th</sup> March, 2013)	159	As prescribed in the section	19/12/2013
2	Form 23AC & Form 23ACA (Balance Sheet & P/L as on March 31, 2013)	220	As prescribed in the section	11/11/2013
3	Form 66 – Compliance (for the period March 31, 2013)	383 (A)	As require under the issuance of Compliance Certificate Rules, 2001	07/10/2013
4	Form 32	303	As prescribed in the section (Appointment/ Resignation of Director)	12/11/2013
5	Form 32	303	As prescribed in the section (Appointment/ Resignation of Director)	31/03/2014

**(S.K.Pandey)**  
**Practicing Company Secretary**  
**M. No.: 8546**  
**CP No.:5484**

**Date:- 11/07/2014**

**Place:- Mumbai**

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF M/S. UTKAL SOAP PRODUCTS LIMITED

#### Report on the Financial Statements

1. We have audited the accompanying Financial Statements of **UTKAL SOAP PRODUCTS LIMITED** (the "Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2014, and the Statements of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

#### Management's Responsibility for the Financial Statements

2. The Company's management is responsible for the preparation of these Financial Statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of 'The Companies Act, 1956' of India ("the Act") read with the General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

3. Our responsibility is to express an opinion on these Financial Statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free from material misstatements.
4. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the Financial Statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditors

## UTKAL SOAP PRODUCTS LIMITED

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considers internal control relevant to the Company's preparation and fair presentation of the Financial Statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the Financial Statements.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - a. in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2014; and
  - b. in the case of the Statement of Profit and Loss, of the **PROFIT** for the year ended on that date.
  - c. in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements.

7. As required by 'the Companies (Auditor's Report) Order, 2003', issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by section 227(3) of the Act, we report that
  - a. We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;

- b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act;
- e. On the basis of written representations received from the directors, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

**For P KHETAN & CO**

Chartered Accountants

F.R.N. 327386E

(CA.Pankaj Kumar Khetan)

Membership No. 066080

Date: 30th Day of May, 2014

Place: Kolkata

# UTKAL SOAP PRODUCTS LIMITED

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## ANNEXURE TO AUDITORS' REPORT

Annexure referred to in paragraph 3 of the Auditors' Report of even date to the Members of **M/s. UTKAL SOAP PRODUCTS LIMITED** on the accounts for the period ended 31<sup>st</sup> March, 2014.

1. The Company has no fixed assets, hence clause (i) of paragraph 4 of CARO is not applicable.
2. There is no inventory in the Company, hence clause (ii) of paragraph 4 of CARO is not applicable.
3. As informed to us, the company has not taken any loan from any companies, firms or other parties as listed in the register maintained u/s 301 of the companies Act, 1956.
4. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the company. During the course of audit, we have not observed any continuing failure to correct major weakness, if any in the internal control system.
5. (a) In our opinion and according to the information and explanations given to us, the transaction that need to be entered into Register maintained under section 301 of the Act, have been so entered.  
(b) In our opinion and according to the information and explanation given to us, there are no transaction that were made in pursuance of such contracts or arrangements and aggregating during the year to Rs. 5,00,000/- or more in respect of each party.
6. The Company has not accepted deposits from the public within the meaning of section 58A and 58AA of the Companies Act, 1956 and the rules framed there under.
7. In our opinion, internal audit system is not applicable to the company.
8. The provisions relating to Cost Audit under section 209(1)(d) of the act are not applicable to the Company.
9. a) According to the information and explanation given to us, the company has regular in depositing with appropriate undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Sales-tax, Custom Duty, Excise Duty, Income Tax, Wealth Tax cess and any other statutory dues with the appropriate authorities during the period, whatever applicable to it.  
b) There are no dues of sale tax, Income tax, Wealth tax, Service tax, Customs duty, Excise duty or cess which have not been deposited on account of any dispute.
10. The Company has no accumulated losses as at 31<sup>st</sup> March, 2014. Company has neither incurred cash loss during the financial year covered by our audit nor in the immediately preceding financial year. Hence the clause is not applicable.

11. In our opinion and explanation given to us the company has not taken any loan from Bank or financial Institution.
12. The Company has not granted any loan or advances on the basis of security by way of pledge of shares, debentures and any other securities.
13. The Company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the companies (Auditor's Report) order 2003 are not applicable to the company.
14. In respect of the shares, securities and other investments, the Company has maintained proper records of the transactions and contract and timely entries have been made. Those shares securities, debentures and other securities are held in the name of the company as far as applicable.
15. According to the information given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The company has not received any term loan during the period.
17. We have been informed by the management that funds raised on short term basis have not been used for long term investment or vice-versa.
18. During the period, the company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the companies act, 1956.
19. No debentures have been issued by the company and hence the question of creating securities in respect thereof does not arise.
20. During the period, the company has not raised money by public issue.
21. According to the information and explanation given to us, no fraud on or by the company has been noticed during the financial period.

**For P KHETAN & CO**  
Chartered Accountants  
F.R.N. 327386E

(CA.Pankaj Kumar Khetan)  
Membership No. 066080

Date: 30th Day of May, 2014  
Place: Kolkata

# UTKAL SOAP PRODUCTS LIMITED

## Balance Sheet as at 31st March, 2014

Particulars	Note No.	As at 31-03-2014 Rs.	As at 31-03-2013 Rs.
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	3,998,750.00	3,998,750.00
(b) Reserves and Surplus	2	2,269,617.68	2,111,715.12
		<u>6,268,367.68</u>	<u>6,110,465.12</u>
<b>(2) Current Liabilities</b>			
(a) Other Current Liabilities	3	10,000.00	4,500.00
<b>Total</b>		<b><u>6,278,367.68</u></b>	<b><u>6,114,965.12</u></b>
<b>II. Assets</b>			
<b>(1) Current assets</b>			
(a) Cash and cash equivalents	4	298,961.68	1,557,619.12
(b) Short Tern Loans & Advances	5	5,979,406.00	4,557,346.00
<b>Total</b>		<b><u>6,278,367.68</u></b>	<b><u>6,114,965.12</u></b>

Significant Accounting Policies & Notes 1 To 13

The Significant accounting policies and notes to accounts referred to above form an integral part of the Financial statement.

As per our report of even date annexed

For and on behalf of the Board of Directors

**For P KHETAN & CO**

Chartered Accountants

F.R.N. 327386E

(CA.Pankaj Kumar Khetan)

Membership No. 066080

Paresh Bhanushali  
(Director)

Akash Tantia  
(Director)

Bharat Dagha  
(Director)

Kamal Khaitan  
(Director)

Date: 30th Day of May, 2014

Place: Kolkata

Pawan Kumar Sureka  
(Director)

### Statement of Profit and Loss for the year ended 31st March, 2014

Particulars	Note No.	For the Year Ended 2014 Rs.	For the Year Ended 2013 Rs.
I. Revenue from operations	6	384,365.36	414,007.00
<b>Total Income</b>		<u>384,365.36</u>	<u>414,007.00</u>
II. <u>Expenses:</u>			
Other expenses	7	155,851.80	116,058.00
<b>Total Expenses</b>		<u>155,851.80</u>	<u>116,058.00</u>
III. Profit/(Loss) before tax (I-II)		228,513.56	297,949.00
IV. Tax expense:			
(1) Current tax		70,611.00	104,000.00
(2) Deferred tax		-	-
V. Profit/(Loss) after tax for the year		<u>157,902.56</u>	<u>193,949.00</u>
VI. Earning per equity share:	8		
(1) Basic		0.39	0.49
(2) Diluted		<u>0.39</u>	<u>0.49</u>
Significant Accounting Policies & Notes	1 To 13		

The Significant accounting policies and notes to accounts referred to above form an integral part of the Financial statement.

As per our report of even date annexed

For and on behalf of the Board of Directors

**For P KHETAN & CO**  
Chartered Accountants  
F.R.N. 327386E  
(CA.Pankaj Kumar Khetan)  
Membership No. 066080

Paresh Bhanushali  
(Director)

Bharat Dagha  
(Director)

Akash Tantia  
(Director)

Kamal Khaitan  
(Director)

Date: 30th Day of May, 2014  
Place: Kolkata

Pawan Kumar Sureka  
(Director)

# UTKAL SOAP PRODUCTS LIMITED

## Cash Flow Statement for the year ended 31st March, 2014

Particulars	Note No.	For the Year Ended 31.03.2014 Rs.	For the Year Ended 31.03.2013 Rs.
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit before tax		228,513.56	297,949.00
<u>Less:</u>			
Profit on sale of Mutual Fund		73,951.36	396,274.00
Interest Received		310,414.00	17,733.00
CASH GENERATED BEFORE WORKING CAPITAL CHANGES		<u>(155,851.80)</u>	<u>(116,058.00)</u>
<b>Adjustment for (Increase) / decrease in operating assets:</b>			
(Increase)/ Decrease in Liabilities		-	-
<b>Adjustment for (Increase) / decrease in operating liabilities:</b>			
(Increase)/ Decrease in Outstanding Expenses		5,500.00	-
CASH GENERATED FROM OPERATIONS		<u>(150,351.80)</u>	<u>(116,058.00)</u>
Income tax Paid		99,866.00	1,773.00
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>		<u>(250,217.80)</u>	<u>(117,831.00)</u>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Investment		(1,500,000.00)	-
Sale of Investment		1,573,951.36	3,496,274.00
Proceeds from Unsecured Loans		(1,392,805.00)	(1,865,960.00)
Interest Received		310,414.00	17,733.00
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>		<u>(1,008,439.64)</u>	<u>1,648,047.00</u>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>			
Interest Paid		-	-
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>		<u>-</u>	<u>-</u>
Net Increase in Cash and Cash Equivalents (A+B+C)		(1,258,657.44)	1,530,216.00
Cash and Cash Equivalents at the beginning of the year		1,557,619.12	27,403.12
Cash and Cash Equivalents at the end of the year		298,961.68	1,557,619.12

**Note:**

- 1) Cash and Cash equivalents represents cash in hand and balances with banks
- 2) The Cash flow statement has been prepared under indirect method as per AS3 on cash flow statement.

As per our report of even date annexed

For and on behalf of the Board of Directors

**For P KHETAN & CO**

Paresh Bhanushali  
(Director)

Bharat Dagha  
(Director)

Chartered Accountants

F.R.N. 327386E

(CA.Pankaj Kumar Khetan)

Akash Tantia  
(Director)

Kamal Khaitan  
(Director)

Membership No. 066080

Date: 30th Day of May, 2014

Pawan Kumar Sureka  
(Director)

Place: Kolkata

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2014**

## Summary of Significant Accounting Policies

**(a) Basis of Preparation-**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under section 211(3C) [Companies (Accounting Standards) rules 2006, as amended] and the other relevant provisions of the Companies act, 1956.

**(b) Use of Estimates-**

The preparation of financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities as of the date of the financial statements and the reported income and expenses for the reporting period. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

**(c) Revenue Recognition-**

The Company recognizes income and expenses on accrual basis except in case of significant uncertainties. Interest incomes are accounted on accrual basis.

**(d) Provision for Current Tax and Deferred Tax-**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

As per AS-22, Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

**(e) Investments-**

Long Term investments are considered at cost on individual basis, unless there is permanent decline in value thereof, in which case adequate provision is made against the diminution in the value of investments. Currents investments are stated at cost.

# UTKAL SOAP PRODUCTS LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2014

Particulars	As at	As at
	31 March 2014	31 March 2013
	Rs.	Rs.
<b>1 Share Capital</b>		
<b>Authorised Capital</b>		
1000000 (Pr. Yr. 1000000) Equity Shares of Rs.10/-	10,000,000.00	10,000,000.00
	<u>10,000,000.00</u>	<u>10,000,000.00</u>
<b>Issued, Subscribed and Paid-up</b>		
400000 (Pr. Yr. 400000) Equity Shares of Rs.10/- each		
fully paid up in cash	4,000,000.00	4,000,000.00
Less: Call Unpaid	1,250.00	1,250.00
	<u>3,998,750.00</u>	<u>3,998,750.00</u>

1.1 The Company has only one class of Equity Shares having a par value of Rs.10/- per share. Each shareholder is entitled to one vote per share. All shareholders carry equal rights as to dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in the proportion of the no. of equity shares held by the shareholder. However, no preferential amount exist at present.

### 1.2 The Details of Shareholders holding more than 5% shares:

<u>Name of the Shareholders</u>	As at 31st March 2014		As at 31st March 2013	
	<u>No. of shares</u>	<u>% of holding</u>	<u>No. of shares</u>	<u>% of holding</u>
Yashraj Biotechnology Limited	235800	58.95%	NIL	NIL
Sri. Akash Tantia	NIL	NIL	107000	26.76%
Smt. Kailash Tantia	NIL	NIL	54800	13.70%
Kailash Soap Pvt ltd	NIL	NIL	59751	14.94%
J.P.Tantia HUF	NIL	NIL	20000	5.00%
South India Project Ltd	NIL	NIL	37600	9.40%

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2014

Particulars	As at 31 March 2014 Rs.	As at 31 March 2013 Rs.
1.3 <u>The reconciliation of the number of shares outstanding at the beginning and at the end of the year</u>		
	<u>No. of Shares</u>	<u>No. of Shares</u>
Equity Shares at the beginning of the year	399,875.00	399,875.00
Add: Shares issued during the year	-	-
Equity Shares outstanding at the end of the year	<u>399,875.00</u>	<u>399,875.00</u>
2 <b>Reserve &amp; Surplus</b>		
<b>Surplus/(Deficit) as per Profit &amp; Loss Statement :</b>		
As per last Balance Sheet	2,111,715.12	1,917,766.12
Add: Surplus/(Deficit) for the year	157,902.56	193,949.00
<b>Total</b>	<u>2,269,617.68</u>	<u>2,111,715.12</u>
3 <b>Other Current Liabilities</b>		
Audit Fees Payable	10,000.00	4,500.00
	<u>10,000.00</u>	<u>4,500.00</u>
4 <b>Cash &amp; Cash Equivalents</b>		
<b>Balance with banks:</b>		
In Current Accounts	98,941.06	1,556,931.50
<b>Cash In Hand:</b>		
Cash in hand (As certified by the Management)	200,020.62	687.62
	<u>298,961.68</u>	<u>1,557,619.12</u>
5 <b>Short Term Loans &amp; Advances (Unsecured Considered Good)</b>		
Loans	5,839,189.00	4,365,960.00
Income Tax Advance & tds( Net of Provision)	140,217.00	191,386.00
	<u>5,979,406.00</u>	<u>4,557,346.00</u>

# UTKAL SOAP PRODUCTS LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2014

Particulars	As at 31 March 2014 Rs.	As at 31 March 2013 Rs.
<b>6 Other Income</b>		
Profit On Sale Of Mutual Fund	73,951.36	396,274.00
Interest Received	310,414.00	17,733.00
	<u>384,365.36</u>	<u>414,007.00</u>
<b>7 Other Expenses</b>		
Advertisement	244.00	4,720.00
E-Filing Fees	6,741.00	4,424.00
Filing Fees	3,212.00	1,000.00
Listing Fees	11,797.80	11,798.00
License & Fees	1,900.00	1,900.00
Professional Charges	11,912.00	44,674.00
Professional Tax	2,500.00	-
Printing & Stationery	50,073.00	11,281.00
Bank Charges	130.00	120.00
Custodial Fees	6,741.00	15,224.00
General Expenses	72.00	-
Legal Charges	-	5,000.00
Salary & Bonus	50,000.00	-
Travelling & Conveyance	184.00	436.00
Miscellaneous Expenses	-	2,376.00
Postage & Telegram	345.00	6,675.00
Late Interest Paid On TDS	-	1,930.00
<u>Auditors Remuneration</u>	-	-
As Audit Fee	10,000.00	4,500.00
	<u>155,851.80</u>	<u>116,058.00</u>

**8 Earning Per Share**

Net Profit After Tax as per statement of Profit and Loss attributable to Equity Shareholders	157,902.56	193,949.00
Weighted Average Number of Equity shares	399875	399875
Basic and Diluted Earning per share	0.39	0.49
Face Value per equity share	10.00	10.00

Weighted average number of ordinary shares outstanding during the period is the number of ordinary shares outstanding at the beginning of the period, adjusted by the number of ordinary shares issued during the period multiplied by a time-weighting factor. The time-weighting factor is the number of days that the shares are outstanding as a proportion of the total number of days in the period.

- 9 Contingent Liability Not Provided For - Nil
- 10 As checked and informed by the management, there is no related party transactions.
- 11 Earning and Expenditure in Foreign Currency - Nil
- 12 There are no dues/overdues payable to micro small & medium Enterprises.
- 13 The previous year figures have been regrouped/ reclassified, wherever necessary to confirm the current year presentation.

As per our report of even date annexed

For and on behalf of the Board of Directors

**For P KHETAN & CO**

Chartered Accountants  
F.R.N. 327386E  
(CA.Pankaj Kumar Khetan)  
Membership No. 066080

Paresh Bhanushali  
(Director)

Bharat Dagha  
(Director)

Akash Tantia  
(Director)

Kamal Khaitan  
(Director)

Date: 30th Day of May, 2014  
Place: Kolkata

Pawan Kumar Sureka  
(Director)

# UTKAL SOAP PRODUCTS LIMITED

REGD. OFF.: 5 & 6, FANCY LANCE, 8TH FLOOR, KOLKATA-700 001, INDIA

PHONE: 4006-9762/9740 o FAX : 4006-9762 E-Mail: utkalsoap@gmail.com

CIN NO.: L51909WB1973PLC028878

## PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

**Forty First Annual General Meeting on Friday 26<sup>th</sup> September, 2014 at 1.00 P.M**

Name of the member(s):

Registered Address:

Registered Folio number:

DP ID\*

Number of shares:

Client ID\*

Email ID:

- \* Applicable for members holding shares in electronic form.
- This form should reach the registered office of the Company at least 48 hours before the commencement of the meeting. The proxy need not be a member of the Company.

I / We being member / member(s) of the Company hereby appoint \_\_\_\_\_

1. Name: \_\_\_\_\_.

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_, or failing him /her

Signature: \_\_\_\_\_

2. Name: \_\_\_\_\_.

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_, or failing him /her

Signature: \_\_\_\_\_

as my / our proxy to attend and vote for me / us and on my / our behalf at the **Forty First Annual General Meeting of the Company to be held on Friday, 26<sup>th</sup> September, 2014 at 1.00 p.m.** at MMS Chambers, 4A, Council House Street, 4<sup>th</sup> Floor, Kolkata -700001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of the Resolution	Optional	
		For	Against
1	Adoption of Financial Statement for the year ended 31 <sup>st</sup> March, 2014		
2	To appoint a Director in place of Mr. Kamal Khaitan, holding (DIN 02758017), Director of the Company, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.		
3	To appoint M/s P Khetan & Co., Chartered Accountants, Kolkata, as Statutory Auditor.		
4	To appoint Mr. Paresh Bhanushali (DIN: 00205142) as Director		
5	To appoint Mr. Bharat Dagha (DIN: 00205435) as Director		
6	To appoint Mr. Chander Prakash Puri (DIN: 06886988) as Director		
7	To appoint Ms. Vandana Bhansali (DIN: 06916248) as Independent Director.		
8	To adopt new set of Articles.		
9	To increase the authorised capital of the Company from Rs.1,00,00,000/- (Rupees One Crore ) to Rs.10,00,00,000/- (Rupees Ten Crore.)		
10	To change the capital clause of the Memorandum of Association.		
11	To allot 18,50,000 (Eighteen Lakh Fifty Thousand ) Equity Shares of Rs.10/- each at premium of Rs.6/- per share on preferential basis.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder

Revenue  
Stamp

## UTKAL SOAP PRODUCTS LIMITED

REGD. OFF.: 5 & 6, FANCY LANCE, 8TH FLOOR, KOLKATA-700 001, INDIA

PHONE: 4006-9762/9740 o FAX : 4006-9762 E-Mail: utkalsoap@gmail.com

CIN NO.: L51909WB1973PLC028878

### ATTENDANCE SLIP

**Forty First Annual General Meeting  
On Friday 26<sup>th</sup> September, 2014 at 1.00 P.M.**

Registered Folio number: .....

DP ID\* : .....

Client ID\*: .....

Name of the Member/Proxy (IN BLOCK LETTERS) :.....

Number of shares: .....

Signature:.....

I/We hereby record my/our presence at the Forty First Annual General Meeting of the Company at MMS Chambers, 4A Council House Street, 4<sup>th</sup> Floor, Kolkata – 700001 on Friday, 26<sup>th</sup> September, 2014, at 1.00 p.m.

- \* Applicable for members holding shares in electronic form.
- Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall
- Members / Proxies are requested to bring their copies of the Annual Report to the Meeting.

### ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password
140828058	Please refer to Note No. 11 - III in the Notice of the AGM	

**BOOK-POST**

*If Undelivered, Please Return to :*

**UTKAL SOAP PRODUCTS LIMITED**

MMS Chambers, 4A, Council House Street,  
4th floor, Kolkata:700 001. INDIA

PHONE: 033-22480210 FAX : 033-22487018

E-Mail: [utkalsoap@gmail.com](mailto:utkalsoap@gmail.com)

CIN NO.: L51909WB1973PLC028878