



ARCHIES LIMITED

CIN: L36999HR1990PLC041175

Regd Office : 191F, Sector-4, IMT Manesar Gurgaon, Haryana – 122050

Tel No : +91 124 4966666 Fax No: +91 124 4966650

Website : www.archiesonline.com / Email id : pankaj.kamra@archiesonline.com

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the members of Archies Limited will be held at Manesar Club, Sector-5, IMT Manesar Gurgaon Haryana 122050, on Monday, the 28th day of September, 2015 at 11.00 A.M to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss Account for the year ended on that date along with the Reports of the Auditors and the Directors thereon.
2. To declare dividend @ 15% equivalent to Rs 0.30/- per equity share of Face value of Rs. 2/- each for the financial year 2014-15.
3. To appoint a Director in place of Mr. Dilip Seth (DIN-06640936), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. Uberoi Sood & Kapoor, Chartered Accountants, New Delhi as auditors of the Company to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors."

SPECIAL BUSINESS

5. APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. V D Rupani & Co, Chartered Accountants, as the Branch Auditors of the Mumbai, Pune & Goa Branches to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch auditors.

6. **APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY**

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. Sanjiv Shah & Associates, Chartered Accountants, as the Branch Auditors of the Chennai Branch to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch auditors.

7. **APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY**

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. Mehul V Chalishajar & Co, Chartered Accountants, as the Branch Auditors of the Ahmedabad Branch to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch auditors.

8. **APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY**

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. Rajesh Chowdhury & Associates, Chartered Accountants, as the Branch Auditors of the Kolkata & Bhubneshwar Branches to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch auditors.

9. **APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY**

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. Rajesh Adityaraj & Co, Chartered Accountants, as the Branch Auditors of the Indore Branch to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch auditors.

10. **APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY**

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. S Vijaykumar, Chartered Accountants, as the Branch Auditors of the Bangalore Branch to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch auditors.

11. **APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY**

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder,

and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. Ashok Shashi & Co, Chartered Accountants, as the Branch Auditors of the Ludhiana Branch to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch auditors.

12. **APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY**

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. Pramod G Gupta & Associates, Chartered Accountants, as the Branch Auditors of the Chandigarh Branch to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch auditors.

13. **APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY**

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. Suryanarayana & Suresh, Chartered Accountants, as the Branch Auditors of the Hyderabad Branch to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch auditors.

14. **APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY**

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM

held on 23rd September, 2014, the appointment of M/s. Shetty & Thomas, Chartered Accountants, as the Branch Auditors of the Kochi Branch to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch auditors

15. PAYMENT OF MINIMUM REMUNERATION TO MR. ANIL MOOLCHANDANI, CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other necessary approvals, consents or permissions, as may be required, the consent of the Members of the Company be and is hereby accorded to pay minimum remuneration as per Schedule V of the Act to Mr. Anil Moolchandani, Chairman and Managing Director of the Company for any financial year, in which there is inadequacy or absence of profits, during the period commencing from April 1, 2014 till the expiry of his term as Chairman and Managing Director i.e. June 30, 2016.

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper to give effect to this resolution."

By Order of the Board

Pankaj Kamra
Company Secretary

Place : New Delhi
Date: July 31, 2015

NOTES:-

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF IN THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

3. The proxy, in order to be effective, must be deposited at the Corporate Office of the Company, C-113, Naraina Industrial Area, Phase-I, New Delhi-110 028 or its Registrar and Share Transfer Agent M/s Link Intime India (Private) Limited 44, Community Centre, 2nd Floor, Naraina Industrial area Phase-I, New Delhi-110028 not less than **forty eight** hours before the commencement of the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2015 to 28th September, 2015 (both days inclusive) in connection with the AGM and for the purpose of Dividend.
5. Dividend @ Rs 0.30/- per share (15%) for the year ended 31st March, 2015 as recommended by the Board if declared at AGM will be payable to those members whose name appears on the Company's Register of Members at the close of business hours on 21st September, 2015.
6. Members holding shares in physical form are advised to notify to the Registrar and Share Transfer Agent of the company of any change in their addresses immediately.
7. Members holding shares in De-mat form are advised to notify to their respective Depository Participant of any changes in their addresses and particulars of their bank accounts immediately.
8. Members who are yet to register their email addresses with the Company or with the Depository are once again requested to register the same. The form for registration of email addresses with Company can be downloaded from the Company's website www.archiesonline.com.
9. Members/Proxies are requested to produce the attendance slip, duly completed and signed, for admission to the meeting hall.
10. Pursuant to the provisions of Section 124 of the Companies Act, 2013, any dividend, which remains unpaid or unclaimed for a period of seven years shall be transferred to Investor Education and Protection Fund.

Members who have not encashed their dividend warrants are requested to send back their warrants for revalidation or lodge their claims to our Registrar and Share Transfer Agent.

Members are advised that once the unclaimed dividend is transferred to the above fund, no claim shall lie from the company in respect thereof.

11. The annual report of the Company circulated to the Members of the Company, will be made available on the Company's website www.archiesonline.com.
12. Pursuant to the requirements on Corporate Governance under clause 49 of the

Listing agreement entered into with stock exchanges, the information about the Directors proposed to be appointed / re-appointed are furnished and forms a part of this Notice.

13. VOTING PROCESS

VOTING THROUGH ELECTRONIC MEANS

- I. In terms of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of Central Depository Services (India) Limited CDSL to provide the facility of electronic voting (e-voting) in respect of the Resolutions proposed at this AGM. The Board of Directors of the Company has appointed M/s P B & Associates as the Scrutinizer for this purpose.
- II. That the facility for voting, through Ballot paper shall also be made available at the meeting & members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
- III. That the Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again

IV. E-Voting Instructions

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

- (i) The voting period begins at 9.00 A.M on 25th September, 2015 and ends on 5.00 PM on 27th September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2015, 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
- (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.
- (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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Attendance Slip in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(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 Archies 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.
- (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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodian
 - Non-Individual Shareholders (i.e other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 mailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the using the admin log-in 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 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.

- Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st September, 2015 may obtain the login ID and password for casting your vote. However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote and follow the instructions as mentioned above for e-voting.
- V. 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 under help section or write an email to helpdesk.evoting@cdslindia.com
- VI. The Voting rights of the members shall be proportion to their share of the paid up Equity share capital of the Company as on cut off date 21st September, 2015.
- VII. 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 in the Annual General Meeting through Ballot Paper.
- VIII. The Chairman, shall at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to held, allow voting, with the assistance of scrutinizer, by use of "ballot paper" or "polling 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.
- IX. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.archiesonline.com and on the website of CDSL within three days from the AGM of the Company and communicated to the Stock Exchanges.

14. DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AS PER CLAUSE 49 OF LISTING AGREEMENT :-

Name of Director	Mr. Dilip Seth
Age	48 years
Expertise In Specific functional areas	Over 24 years' of experience in field of Finance, Taxation and Accounts.
Qualifications	FCA
List of other Companies in which Directorships held	Nil
Chairman/Member of committees of the Board of other Companies in Which he is a director	Nil

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

Item No. 5 -14

The shareholders of the company at the Annual General Meeting held on 23rd September, 2014 approved the re-appointment of the Branch Auditors for audit of the accounts of the Company's branch offices at Mumbai, Pune, Goa, Chennai, Ahmedabad, Kolkata, Bhubneshwar, Indore, Bangalore, Ludhiana, Chandigarh Hyderabad & Kochi till the conclusion of 27th AGM (subject to ratification of the appointment by the members at every AGM). Hence it is desirable to reappoint Branch auditors in the Item No 5-14 for audit of the accounts of respective branches of the Company at a remuneration as may be decided by the Board of Directors of the Company.

Your directors recommend passing of the above resolutions.

None of the Directors, Key Managerial Personnel and their relatives is interested or have any concern in the resolution.

Item No. 15

The shareholders of the Company at the Annual General Meeting held on 30th September, 2011 had re-appointed Mr. Anil Moolchandani as Chairman Cum Managing Director of the Company for a period of 5 years w.e.f July 01, 2011 with term valid upto June 30, 2016.

In accordance with Schedule XIII of the Companies Act, 1956, the shareholders of the Company at the Annual General Meeting held on 30th September, 2011 had approved the payment of remuneration approved by them as the minimum remuneration, payable in case of inadequacy of profits or no profits, for a period of 3 years w.e.f July 01, 2011. The said shareholder's approval for payment of minimum remuneration to Mr. Anil Moolchandani in case of inadequacy of profits or no profits expired on June 30, 2014.

The Companies Act, 2013 specifies the revised limits for remuneration, which can be paid to the managerial personnel of the Company in case of inadequacy of profits or no profits. In view of expiry of the shareholder's resolution for payment of minimum remuneration expired on June 30, 2014, it is proposed to obtain a fresh approval from the shareholder's for payment of minimum remuneration as mentioned hereunder, to Mr. Anil Moolchandani, from April 1, 2014 till the expiry of his term as Chairman Cum Managing Director i.e. June 30, 2016.

The remuneration as set out below was approved by the Nomination and Remuneration Committee and the Board of Directors at their meeting held on July 31, 2015.

Minimum Remuneration:

1. Remuneration payable not exceeding the limit prescribed under Section II of Part II of Schedule V of the Companies Act 2013.

2. Contributions to Provident Fund, Superannuation Fund or Annuity Fund to the extent singly or taken together are not taxable under the Income Tax Act, 1961;

3. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

4. Encashment of Leave at the end of the tenure.

All other terms and conditions of the existing appointment shall remain unchanged.

The information required to be given as per paragraph under section II of Part II of Schedule V of the Companies Act, 2013 is given below.

I. GENERAL INFORMATION:

(1) Nature of Industry : Social Expression Industry

(2) Date or expected date of Commencement of commercial production. : March, 1979

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Not Applicable

(4) Financial performance based on given indications

Particulars	(Rs.in lacs)		
	Financial Year		
	2014-15	2013-14	2012-13
Total Turnover	19568.80	19629.55	20127.74
Profit before tax	631.92	770.01	1050.88
Profit after tax	412.24	524.24	700.75

(5) Export performance and net foreign exchange collaborations. The company has foreign exchange earning of Rs 264.57 lacs during the year 2014-15 from exports.

- (6) Foreign investments or collaborations, : NIL
if any.

II INFORMATION ABOUT THE APPOINTEES

1. Background Details

Mr. Anil Moolchandani is the Chairman and Managing Director of the Company and one of the promoters of the Company.

He has been associated with the Company since inception and under his dynamic leadership the Company has rise from a small beginning to the position of being a market leader in its business segment.

2. Past Remuneration (For the last three Financial Years)

Names	(Rs. In Lacs)		
	2014-15	2013-14	2012-13
Mr. Anil Moolchandani	36.81	36.15	36.24

3. Recognition or awards

Mr. Anil Moolchandani is well recognized in business circles for his leadership, vision and entrepreneurial skills.

4. Job Profile and his suitability

Mr. Anil Moolchandani, Chairman Cum Managing Director has been entrusted with the substantial powers of the management of the company and also plays a major role in providing thought leadership and strategic inputs to the Company

5. Remuneration Proposed

In case of inadequacy of profits, minimum remuneration as stated hereinabove.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person(in case of expatriates the relevant details would be with respect to the country of his origin)

The aforesaid proposed remuneration is in line with the prevailing remuneration being paid to the managerial position in other companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any.

Mr. Anil Moolchandani is holding more than 20% of the equity share capital of the Company. In addition to above his relatives are also holding shares in the Company. Company has also entered into related party transaction for sale, purchase of goods from proprietorship concern in which he is interested. Accordingly he may be deemed having pecuniary relation, directly or indirectly with the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequacy of profit

The performance of the Company in the last two financial years has been impacted due to slowdown in global and Indian economies. The situation has aggravated further due to short-term downtrend in the retail industry.

2. Steps taken or proposed to be taken for improvement

The Company will remain committed to generating superior returns for its stakeholders and also focus has been placed on promotion and marketing of products so as to increase the turnover of the Company.

3. Expected increase in productivity and profits in measurable terms

Looking at the past performance and collective efforts being made during the year, the Company is expecting increase in the turnover and improvement in the profits during the year 2015-16.

Further the company has entered into the Alternate Selling Channel for its Stationery products. There is a big market and opportunity available to boost sales in the coming years through this route. Earlier the channel for selling stationery products was only through gifts stores and gallery.

The payment of remuneration to Mr. Anil Moolchandani as stated above is subject to the approval of the Members.

Except Mr. Anil Moolchandani and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution

The Board recommends the resolution set forth in item no. 15 for approval.

By Order of the Board

Pankaj Kamra
Company Secretary

Place : New Delhi
Date: July 31, 2015