



AGM NOTICE

Notice is hereby given that the **36th Annual General Meeting** of the members of **M/s Shetron Limited** will be held on **Monday, 18th July 2016 at 10.00 A.M. at Koramangala Club, 6th Cross, CA 17, 6th Block, Bangalore - 560 095** to transact the following business:

ORDINARY BUSINESS:

1) Adoption of Financial Statements:

To consider and adopt the Standalone and Consolidated Audited Financial Statement of Profit and Loss for the year ended 31st March, 2016 and the Audited Balance Sheet as at that date together with the Cash Flow Statement and the reports of the Board of Directors and Auditors thereon.

2) To appoint a Director in place of Mrs. Yashoda Diwakar Shetty (DIN 00798116), who retires by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible offers herself for re-appointment.

3) Ratification of Appointment of Statutory Auditors:

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

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s Pal & Shanbhogue, Chartered Accountants, Bangalore (Firm Registration No.002528S) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to examine and audit the accounts of the Company for the Financial Year 2016-17 at a remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

4) Approve continuation of Mr. Diwakar S Shetty (DIN:00432755) as Whole Time Director after attaining age of 70 years

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

“RESOLVED THAT pursuant to sections 196, 197 and 198 of the Companies Act, 2013 read with Schedule V Part I (c) and any other applicable provisions if any, consent of the Company be and is hereby accorded for continuation of Mr. Diwakar S Shetty (DIN: 00432755) as Executive Chairman and Whole time Director of the Company, who has attained age of 70 years.”

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or reenactment(s) thereof, for the time being in force) and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, consent be and is hereby accorded to the re-appointment of Mr. Diwakar S Shetty as Whole Time Director designated as Executive Chairman for the period of Three(3) years with effect from 16th May 2016 on the remuneration, terms and conditions as recommended in the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Diwakar S Shetty, Executive Chairman and Whole Time Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Kartik Nayak, Joint Managing Director be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”



5) Appointment of Mr. Kartik Nayak (DIN:00477686) as Joint Managing Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or reenactment(s) thereof, for the time being in force) and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, consent be and is hereby accorded to the appointment of Mr. Kartik Nayak as Joint Managing Director for the period of Three(3) years w.e.f. 16th May 2016 on the remuneration, terms and conditions as set out in the explanatory statement annexed to the notice.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Kartik Nayak, Joint Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** Mr. Diwakar S Shetty, Executive Chairman & Whole- time Director of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

6) Appointment of Mr. Praveen Mally (DIN:00798354) as Joint Managing Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 196,197,198 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, and subject to the such other authorities as may be necessary, consent be and is hereby accorded to the appointment of Mr. Praveen Mally, who was appointed as an Additional Director by the Board of Directors w.e.f.8th February 2016 and who holds office till the date of AGM, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature as Joint Managing Director for the period of Three(3) years w.e.f. 16th May 2016 on the remuneration, terms and conditions as set out in the explanatory statement annexed to the notice.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Praveen Mally, Joint Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** Mr. Kartik Nayak, Joint Managing Director of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

7) Re-appointment of Dr. P P Shastri (DIN:02199254) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Dr. P P Shastri (holding DIN 02199254), who was appointed as an Independent Director of the Company by the Shareholders w.e.f.16th September 2015 and who holds office till the date of the ensuing AGM, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of Five Years, not liable to retire by rotation.”



“**RESOLVED FURTHER THAT** Pursuant to Section 149, 152, 161, 164 and other applicable provisions of Companies Act, 2013, if any the declaration and disclosures in Form MBP 1 and Form DIR 8 has been received from Dr. P P Shastri and meets the criteria of independence for appointment in the Board.”

“**RESOLVED FURTHER THAT** Mr. Kartik Nayak, Joint Managing Director be and is hereby authorized to do all the acts, deeds and things which are necessary, in this regard.”

8) Appointment of Mr. Mohan Narayan Menon (DIN: 02838483) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Mohan Narayan Menon, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of one year, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** Pursuant to Section 149, 152, 161, 164 and other applicable provisions of Companies Act, 2013, if any the declaration and disclosures in Form MBP 1 and Form DIR 8 has been received from Mr. Mohan Narayan Menon and meets the criteria of independence for appointment in the Board.”

“**RESOLVED FURTHER THAT** Mr. Kartik Nayak, Joint Managing Director be and is hereby authorized to do all the acts, deeds and things which are necessary, in this regard.”

9) Fixation of the remuneration of the Cost Auditors' of the company for the financial year 2016-17:

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

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, and on the recommendation of the Board of Directors, consent of the members be and is hereby accorded for the payment of remuneration of Rs. 75,000/- plus service tax and out-of-pocket expenses and on terms and conditions as may be mutually agreed between the Board of Directors and M/s. Bhat & Co, Proprietorship, Mr. Vishwanath Bhat, Proprietor (Membership No.: 22986) Cost Accountants, Cost Auditors of the Company for the Financial Year 2016-17.”

10) Reclassification of Shareholding of Mrs. Anita Picardo from Promoter Category to Public Category Under Regulation 31A. of SEBI (LODR) Regulation 2015

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Original Resolution**

“**RESOLVED THAT** Pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and request letter received from Mrs. Anita Picardo for reclassification of shares held by her under the promoter category into public shareholding consent be and is hereby accorded for the said reclassification, subject to the terms and conditions as prescribed by the relevant regulatory authorities.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally/jointly authorized to do all acts, deeds and sign and execute all documents as deemed necessary, in this regard.”

“**RESOLVED FURTHER THAT** Mr. Kartik Nayak, Joint Managing Director of the Company be and is hereby authorized to intimate to the Stock Exchange pertaining to reclassification of shares.”

Place : Bangalore

Date : 16th May, 2016

By the order of the Board
For **Shetron Limited**

Diwakar S Shetty
Chairman

**NOTES:**

- 1) The relevant details of the persons seeking re-appointment/appointment as Director under Item No.4,5,6,7 and 8, pursuant to the Listing Agreement entered into with the Stock Exchange are annexed hereto.
- 2) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and such a proxy/proxies need not be a member of the company.
- 3) Proxies in order to be effective must be filed with the company not later than 48 hours before the meeting.
- 4) 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.
- 5) In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 6) Corporate Members are requested to send to the Company a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
- 7) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses of the Notice, is annexed hereto.
- 8) The Register of Members and Share Transfer books will be closed from 13th July 2016 to 18th July 2016 (both days inclusive).
- 9) Member desiring information as regards accounts is requested to write to the company at an early date so as to enable the management to keep the information ready.
- 10) Members holding shares in physical form are requested to notify promptly any change in their address to the Registrar and Share Transfer (RTA) agents of the company M/s. Integrated Enterprises (India) Limited, Bangalore quoting their membership numbers besides changes if any in the dividend mandates given by them and those holding shares in electronic form may communicate the above information to their respective depository participants.
- 11) Proxy form and Attendance Slip are attached to this Annual Report.
- 12) So far, about 96% of the total number of shares in the equity capital of the company has been dematerialized. In view of the advantages of the depository system and for easy trading of the shares, members are requested to opt for dematerialization of the shares of the company through any of the depository participant of their choice.
- 13) Members holding shares in Demat form are requested to incorporate the DPID number and client ID number in the attendance slip/proxy form for easy identification of attendance at the meeting.
- 14) Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 15) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company's Registrar & Transfer Agents, M/s Integrated Enterprises (India) Limited No: 30 Ramana Residency, 4th Cross, Sampige Road, Malleshwaram, Bangalore - 560 003.
- 16) The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.



- 17) To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Share Registrars and Transfer Agents/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.
- 18) As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company’s Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

19) Voting through Electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Listing Agreement, the Company is pleased to provide Members with a facility to exercise their right to vote at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through Electronic Voting (e-Voting) Services. The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. However, in case members have cast their votes via physical ballot and e-voting, then e-voting shall prevail and the vote done through the physical ballot shall be treated as invalid.

IV. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 15th July 2016 at 9:00 am and ends on 17th July 2016 at 5:00 pm. 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 12th July 2016, 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.
- (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 first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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 as mentioned in instruction (iv).

- (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 of **Shetron Limited**.
- (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 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) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians

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 emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a 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 linked in the login 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.



- (xx) 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.
- (xxi) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 12th July, 2016.
- (xxii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 12th July, 2016 may refer the Company website www.shetrongroup.com or CDSL website www.evotingindia.com for the e-voting instructions.
- 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. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evotingindia.com.
- (xxiii) Mr. Gauri Balankhe, Practicing Company Secretary (Membership No. FCS 7786) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (xxiv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xxv) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xxvi) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.shetrongroup.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE.
- (xxvii) Resolutions assented to by the requisite majority of the members by means of e-voting shall be deemed to have been duly passed at the Annual General Meeting.
- (xxviii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 18th July 2016.

By the order of the Board
For **Shetron Limited**

Place : Bangalore
Date : 16th May, 2016

Diwakar S Shetty
Chairman



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 No. 4 to Item No. 10 of the accompanying Notice:

Item No.4: Approve continuation of Mr. Diwakar S Shetty as Whole Time Director after attaining age of 70 years

Mr. Diwakar S Shetty who was appointed as Executive Chairman and Whole Time Director has attained the age of 70 years and hence his continuation as Executive Chairman and Whole Time Director requires the approval of members by way of a special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution.

Keeping in view that Mr. Diwakar S Shetty has rich and varied experience in the Packaging Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Diwakar S Shetty as Executive Chairman and Whole Time Director.

Mr. Diwakar S Shetty is a graduate in Commerce has been at the helm of Shetron Group since the late 1960s turning the Company as one of the leading Metal Packaging Company. Mr. Diwakar S Shetty guided the Company through three decades of diversification and growth has successfully handled various challenges in his long innings in the company and due to his dedicated contribution the company emerged as one of the top class Metal Packaging Company in India.

Taking into consideration the duties and responsibilities of the Executive Chairman and Whole Time Director, the prevailing managerial remuneration in industry and on the recommendation of the nomination and remuneration committee, the Board at their meeting held on 16th May 2016 approved the remuneration, terms and conditions of the re-appointment of Mr. Diwakar S Shetty as given hereunder:

Remuneration

- A. Salary: ₹. 6,50,000 p.m. (including all allowances) with annual increments, as may be decided by the Board from time to time.
- B. Incentive/Commission: Equivalent to 1% of net profits of the Company, subject to a ceiling of 50% of annual salary.

Perquisites:

- a. Reimbursement of medical expenses (including insurance premium for medical and hospitalization policy, if any) incurred for self and family, subject to a ceiling of one month's salary in a year.
- b. Leave Travel Concession: Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company.
For the above purposes "Family" includes spouse, dependent children's.
- c. Personal Accident Insurance: Personal Accident Insurance as per rules of the Company.
- d. Contribution to Provident Fund and superannuation Fund: Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax 1961.
- e. Leave and Encashment of Leave: As per Rules of the Company.
- f. Gratuity and/or contribution to Gratuity Fund: As per Rules of the Company.
- g. Use of Car and Telephone: Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. However, personal long distance and use of car for private purposes shall be borne by the Director.
- h. Club Membership: Membership in two clubs will be made available to meet business associates.



- I. Reimbursement of Expenses: Reimbursement of entertainment, traveling and all other expenses incurred for the business of the Company, as per Rules of the Company.

The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.

C. Other Benefits:

- a. Contribution to provident fund, pension/superannuation/ gratuity fund schemes in accordance with the Company's rules and regulations in force from time to time;
- b. Leave Travel Encashment.
- c. Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/lodging, travel, etc., for self and family and attendant
- d. Medical/Personal accident/ Travel insurance: Actual premium to be paid by the Company for self & family;
- e. Telephone: Free telephone facility at residence including mobile phone & other suitable communication facilities.

The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

- D. Minimum remuneration: Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Diwakar S Shetty, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the maximum as laid down in Section II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration.

Other than Mr. Diwakar S Shetty, Mr. Kartik Nayak, Mr. Praveen Mally and Mrs. Yashoda Diwakar Shetty, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution.

The Board recommends the resolution at Item No. 4 for approval of the members.

Item No.5: Appointment of Mr. Kartik Nayak as Joint Managing Director

Mr. Kartik Nayak who was re-appointed as Managing Director of the Company for the period of three years and his term of appointment shall expire as on 31st August 2016. In accordance with the decision of the Board of Directors of the Company at their meeting held on 16th May 2016 to appoint two Joint Managing Directors for the effective management of the Company, the Board proposed to re-organize, re-constitute and re-designate Mr. Kartik Nayak, Managing Director as Joint Managing Director for a period of 3 years with effect from 16th May 2016.

Mr Kartik Nayak has more than two decades of experience in the Company and held position as Executive Director before his elevation as Managing Director in the year 2008. He is responsible for the entire affairs of the company viz, Production, Marketing, Finance, Human Resources and also for the company's growth and project implementation. He has been actively involved in the expansion activities especially in the Metal Cans and Twist Off Caps division. The Company is benefited by his extensive experience in the field of packaging and his continued services to the Company would be of great value.

In this connection, the Board of Directors at its meeting held on 16th May 2016 deliberated and evaluated the proposal and recommended the re-appointment of Mr. Kartik Nayak as Joint Managing Director of the Company for a period of Three (3) years with effect from 16th May 2016 on a remuneration and terms and conditions as set out below and as set by the nomination remuneration committee.

Remuneration

- A. Salary: ₹. 5,00,000/- p.m. (including all allowances) with annual increments, as may be decided by the Board from time to time.
- B. Incentive/Commission: Equivalent to 1% of net profits of the Company, subject to a ceiling of 50% of annual salary.



Perquisites:

- a. Reimbursement of medical expenses (including insurance premium for medical and hospitalization policy, if any) incurred for self and family, subject to a ceiling of one month's salary in a year.
- b. Leave Travel Concession: Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company.
For the above purposes "Family" includes spouse, dependent children's.
- c. Personal Accident Insurance: Personal Accident Insurance as per rules of the Company.
- d. Contribution to Provident Fund and superannuation Fund: Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax 1961.
- e. Leave and Encashment of Leave: As per Rules of the Company.
- f. Gratuity and/or contribution to Gratuity Fund: As per Rules of the Company.
- g. Use of Car and Telephone: Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. However, personal long distance and use of car for private purposes shall be borne by the Director.
- h. Club Membership: Membership in two clubs will be made available to meet business associates.
- I. Reimbursement of Expenses: Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company.

The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.

C. Other Benefits:

- a. Contribution to provident fund, pension/superannuation/ gratuity fund schemes in accordance with the Company's rules and regulations in force from time to time;
- b. Leave Travel Encashment.
- c. Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/lodging, travel, etc., for self and family and attendant
- d. Medical/Personal accident/ Travel insurance: Actual premium to be paid by the Company for self & family;
- e. Telephone : Free telephone facility at residence including mobile phone & other suitable communication facilities.

The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

- D. Minimum remuneration: Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr.Kartik Nayak as Joint Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the maximum as laid down in Section II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration.

Other than Mr Kartik Nayak, Mr.Diwakar Shetty, Mr. Praveen Mally and Mrs Yashoda Shetty, none of the Directors and Key Managerial Persons being interested in the said resolution.

The Board recommends the resolution at Item No. 5 for approval of the members.

Item No.6: Appointment of Mr. Praveen Mally as Joint Managing Director

As per the decision of the Board of Directors of the Company at the meeting held on 16th May, 2016 with respect to appointment of two Joint Managing Directors of the Company for managing the affairs of the Company, the Board of Directors has nominated and recommended the appointment of Mr. Praveen Mally for the position of Joint Managing Director for a period of 3 Years with effect from 16th May 2016.



Further, the Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member, along with a deposit of Rs. 1,00,000/- for candidature of Mr. Praveen Mally to the office of Joint Managing Director under the provisions of the Companies Act, 2013.

Mr. Praveen Mally holds a graduate degree, B.S in Mechanical Engineering from Manipal Institute of Technology, Manipal and post graduate degree, M.S in Industrial Engineering from University of Texas At Arlington, USA. He started his profession career as Project Engineer with General Motors between 1993-95 and later as Product Design Engineer with Keykert USA Inc between 1995-96. Later he returned to India in 1996 and joined Fibre Foils Limited as General Manager and since September 1998 to May 2016, he worked as Executive Director and later as Managing Director of Fibre Foils Ltd, Mumbai, a group company of Shetron Ltd.

Taking into consideration the duties and responsibilities of Joint Managing Director, the prevailing managerial remuneration in industry and on the recommendation of the nomination and remuneration committee, the Board at their meeting held on 16th May 2016 approved the remuneration and the terms and conditions of the appointment of Mr. Praveen Mally, subject to the approval of the shareholders on remuneration including minimum remuneration and on terms and conditions given hereunder and as set out by the nomination and remuneration committee:

Remuneration

- A. Salary: ₹ 5,00,000/- (including all allowances) with annual increments, as may be decided by the Board from time to time.
- B. Incentive/Commission: Equivalent to 1% of net profits of the Company, subject to a ceiling of 50% of annual salary.

Perquisites:

- a. Reimbursement of medical expenses (including insurance premium for medical and hospitalization policy, if any) incurred for self and family, subject to a ceiling of one month's salary in a year.
- b. Leave Travel Concession: Leave Travel Concession for self and family, once a year, incurred in accordance with the Rules of the Company.

For the above purposes "Family" includes spouse, dependent children's.

- c. Personal Accident Insurance: Personal Accident Insurance as per rules of the Company.
- d. Contribution to Provident Fund and superannuation Fund: Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax 1961.
- e. Leave and Encashment of Leave: As per Rules of the Company.
- f. Gratuity and/or contribution to Gratuity Fund: As per Rules of the Company.
- g. Use of Car and Telephone: Company maintained car with driver for use on Company's business, telephone at residence and cellular phone provided by the Company will not be considered as perquisite. However, personal long distance and use of car for private purposes shall be borne by the Director.
- h. Club Membership: Membership in two clubs will be made available to meet business associates.
- i. Reimbursement of Expenses: Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company.

The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.

C. Other Benefits:

- a. Contribution to provident fund, pension/superannuation/ gratuity fund schemes in accordance with the Company's rules and regulations in force from time to time;
- b. Leave Travel Encashment.
- c. Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/lodging, travel, etc., for self and family and attendant



- d. Medical/Personal accident/ Travel insurance: Actual premium to be paid by the Company for self & family;
- e. Telephone: Free telephone facility at residence including mobile phone & other suitable communication facilities.

The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

- D. Minimum remuneration: Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Praveen Mally as Joint Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the maximum as laid down in Section II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration.

Other than Mr. Praveen Mally, Mr. Diwakar S Shetty, Mr. Kartik Nayak and Mrs. Yasodha Diwakar Shetty, none of the Directors and Key Managerial Persons of the Company being interested in the said resolutions.

The Board recommends the resolution at Item No. 6 for approval of the members.

Item No.7: Appointment of Dr. P P Shastri as an Independent Director:

Dr. P P Shastri (holding DIN: 02199254), was appointed as an Independent Director in line with the provisions of the Companies Act, 2013 for a period of one year with effect from 16th September 2015. As per Section 149 of the Companies Act, 2013 and the Rules thereunder, as an Independent Director can be reappointed for a term of upto 5 years on passing special resolution in general meeting. Also, Schedule IV of the Act inter alia provides for carrying out of performance evaluation by the Board before extending the term of the Independent Director. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member, along with a deposit of Rs. 1,00,000/- for candidature of Dr. P P Shastri to the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

Section 178 of the Companies Act, 2013 states that the Nomination and Remuneration Committee (NRC -B) shall identify persons who are qualified to become Directors and recommend their appointment to the Board.

The Board of Directors at its meeting held on 16th May 2016 has recommended the reappointment of Dr P P Shastri as an Independent Director for a period of five year, subject to the approval of shareholders and Board.

Dr. P P Shastri had given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("the Act"). In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the management. The Company has received notice in writing from member proposing his candidature for appointment as Independent Director of the Company, along with the deposit of requisite amount under Section 160 of the Act.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Dr. P P Shastri as an Independent Director.

Except Dr. P P Shastri, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution.

The Board recommends the resolution at Item No. 7 for approval of the members.

Item No.8: Appointment of Mr. Mohan Narayan Menon as an Independent Director

The Nomination and Remuneration Committee at its meeting held on 16th May 2016 reviewed and recommended the same to Board. The Board of Directors at their meeting held on 16th May 2016 approved for the appointment of Mr Mohan Narayan Menon as an Independent Director. Mr. Mohan Narayan Menon has given his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria as provided in Section 149 of the Act.

Mr. Mohan Narayan Menon holding DIN: 02838483, 67 years, graduate in Metallurgical Engineering from M S University, Baroda and Master's degree in Management from Jamnalal Bajaj Institute of Management, Mumbai University. Also undergone three weeks specialized course in International Management from INSEAD, Singapore. He has over 40 years of experience in Packaging mainly Closures, Plastic Containers and Other



packaging accessories. He was associated with Balmer Lawrie Van Leer Limited as Managing Director till 31st March 2016 and currently, he is been associated with Greif Flexibles India Private Limited, APC Nutrients Private Limited.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member, along with a deposit of Rs. 1,00,000/- for candidature of Mr. Mohan Narayan Menon to the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Board considers that it will be immense benefit to the Company and it is desirable to avail the services of Mr. Mohan Narayan Menon as an Independent Director.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolutions.

The Board recommends the resolution at Item No. 8 for approval of the members.

Item No.9: Fixation of the remuneration of the Cost Auditors' of the company for the financial year 2016-17

Pursuant to Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice. On the recommendation of the Audit Committee, the Board of Directors have approved the appointment of Mr. Vishwanath Bhat, Proprietor of M/s. Bhat & Co, (Membership No.: 22986) as the Cost Auditors of the Company to conduct audit of cost records of the Company for the products covered under the Companies (Cost Records and Audit) Rules, 2014 for the Financial Year 2016-17, at a remuneration of Rs.75,000/- plus service tax and reimbursement of out-of-pocket expenses.

Mr. Vishwanath Bhat has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. He has vast experience in the field of cost audit and has conducted the audit of the cost records of the Company for the previous years.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution.

The Board recommends the resolution at Item No. 9 for approval of the members.

Item No. 10: Reclassification of Shareholding of Mrs. Anita Picardo from Promoter Category to Public Category under Regulation 31A. of SEBI (LODR) Regulation 2015

SEBI has recently notified new regulations viz., SEBI (Listing Requirement and Disclosure Requirements) Regulations 2015 which have come to effect from 1st December 2015. As per the provisions of the new regulations, SEBI/Stock Exchange permits modification or reclassification of the status of the shareholders upon receipt of application from the entity company and also from the concerned shareholders. As per the procedure given by Stock Exchange, consent of the shareholders at the General Meeting is also required for such reclassification among other compliances.

The Board of Directors at its meeting held on 8th Feb 2016 has accorded approval for the reclassification of shares presently held by Mrs. Anita Picardo, a shareholder under Promoter Category to Public Shareholding Category based on her written request for such reclassification in to public shareholding category.

Ms Anita Picardo is the wife of Mr. A.T. Picardo, who was one the promoter directors of the company and he passed away in Feb 2007. Subsequent to his death the shares held by Mr. A.T.Picardo were transmitted to Mrs. Anita Picardo and her shareholding continued to be classified under Promoter Shareholding Category, which she has now requested for reclassification to Public Shareholding Category .

The Board of Directors at its meeting held on 8th Feb 2016 has accorded approval for the reclassification of shares presently held by Mrs. Anita Picardo, a shareholder under Promoter Category to Public Shareholding Category based on her written request for such reclassification in to public shareholding category and recommended the same for the approval of the shareholders. Mrs Anita Picardo is holding 3,47,427 shares under Promoter Category which constitutes 3.86.% of total shareholding of the company.



ANNEXURE TO NOTICE

APPOINTMENT OF DIRECTORS

Details of Directors seeking appointment/ re-appointment/retiring by rotation (In pursuance of Regulation 36 of the Listing Regulations, 2015):

Name	Mr. Diwakar Sanku Shetty
Age	72 Years
Date of Appointment	1st September 2005
Expertise in specific functional areas	He has rich and varied experience in the Packaging Industry and has been involved in the operations of the Company over a long period of time.
Qualification	Graduate
Number of Shares held in the equity capital of the company	3,84,242
Directorship held in other public companies	<ol style="list-style-type: none"> 1. Fibre Foils Limited 2. Sansha System Limited 3. Suprajit Engineering Limited 4. Bunts Properties Private Limited 5. Konjal Machines Private Limited 6. Shetron Enterprises Private Limited 7. Shetron Metropak Private Limited 8. Fibre Boards Limited
Committee / Executive positions held in other companies	Chairman of Audit Committee in Suprajit Engineering Limited



ANNEXURE TO NOTICE

APPOINTMENT OF DIRECTORS

Details of Directors seeking appointment/ re-appointment/retiring by rotation (In pursuance of Regulation 36 of the Listing Regulations, 2015):

Name	Mr. Kartik Nayak
Age	49 Years
Date of Appointment	1st April 2003
Expertise in specific functional areas	He has more than two decades of experience in the Company and held position as Executive Director before his elevation. During his tenure as Managing Director he has been actively involved in the expansion activities especially in the Metal Cans and Twist Off Caps division. The Company is benefited by his extensive experience in the field of packaging and his continued services to the Company would be of great value.
Qualification	B.E. (M e c h .) M.S (I n d I . Engg) USA
Number of Shares held in the equity capital of the company	28,700
Directorship held in other public companies	1. Sansha System Limited 2. Shetron Metropak Private Limited
Committee / Executive positions held in other companies	Managing Director-Shetron Metropak Private Limited



ANNEXURE TO NOTICE

APPOINTMENT OF DIRECTORS

Details of Directors seeking appointment/ re-appointment/retiring by rotation (In pursuance of Regulation 36 of the Listing Regulations, 2015):

Name	Mr. Praveen Mally
Age	50 Years
Date of Appointment	8th February 2016
Expertise in specific functional areas	He has more than two decades of experience in the Company and held position as Executive Director. He started his profession career as Project Engineer with General Motors between 1993-95 and later as Product Design Engineer with Keykert USA Inc between 1995-96. Later he returned to India in 1996 and joined Fibre Foils Limited as General Manager and since September 1998 to May 2016 he held the position of Executive Director and later Managing Director of Fibre Foils Ltd, a group company of Shetron Ltd
Qualification	B.S. (Mech. Engg) M.S (Indl. Engg) USA
Number of Shares held in the equity capital of the company	44,095
Directorship held in other public companies	1. Sansha System Limited 2. Fibre Foils Limited
Committee / Executive positions held	Nil



ANNEXURE TO NOTICE

APPOINTMENT OF DIRECTORS

Details of Directors seeking appointment/ re-appointment/retiring by rotation (In pursuance of Regulation 36 of the Listing Regulations, 2015):

Name	Mrs. Yashoda Diwakar Shetty
Age	64 years
Date of Appointment	2nd February 2015
Expertise in specific functional areas	She has more than decades of experience in the prevailing industry and held position as a Director in the various companies. And also, good in the Administration.
Qualification	Graduate
Number of Shares held in the equity capital of the company	3,08,840 Equity Shares
Directorship held in other public companies	<ol style="list-style-type: none"> 1. Fibre Foils Limited 2. Konjal Machines Private Limited 3. Shetron Enterprises Private Limited 4. Bunts Properties Private Limited 5. Fibre Boards Limited
Committee / Executive positions held in other companies	Nil

**ANNEXURE TO NOTICE****APPOINTMENT OF DIRECTORS**

Name	Dr. P P Shastri
Age	67 Years
Date of Appointment	2nd February 2015
Expertise in specific functional areas	He has wide range of financial, Administrative, Research and Training experience.
Qualification	Ph.d.
Number of Shares held in the equity capital of the company	Nil
Directorship held in other public companies	1. NRC Limited 2. SVC Superchem Limited
Committee/Executive positions held in other companies	Nil



ANNEXURE TO NOTICE

APPOINTMENT OF DIRECTORS

Name	Mr. Mohan Narayan Menon
Age	67 Years
Date of Appointment	1st April 2016
Expertise in specific functional areas	Mr. Mohan Narayan Menon has 4 decades of experience in Packaging mainly Closures, Plastic Containers and Other packaging accessories
Qualification	M S (Metallurgical Engg), Master's degree in Management.
Number of Shares held in the equity capital of the company	NIL
Directorship held in other public companies	<ol style="list-style-type: none"> 1. Pro-Seal Closures Limited 2. Balmer Lawrie-Van Leer Limited 3. APC Nutrients Private Limited 4. Greif Flexibles India Private Limited
Committee/Executive positions held in other companies	NIL



Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

I. General Information:

Shetron Limited is a metal packaging company focused on creating packaging solutions for the food industry. Shetron Limited was incorporated in 1980 and commenced production in 1984 of Dry Cell Battery Jackets/Components and later on of Metal Cans and Lug Caps for Food.

As one of the leading manufacturers of Metal Packaging, Printed Metal Sheets and Dry-cell Battery Jackets and Components, Shetron is the dominant supplier.

Specific Information:

Nature of Industry	Metal Packaging Company
Date or expected date of Commercial Production	1984
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA

II. Financial performance:

Particulars	₹ lakhs		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Income	15841	16155	13354
Total Expenses	15616	16043	13505
Net Profit after Tax	150	74	(100)
Paid Up Capital	900	900	900
Reserves and Surplus	3254	3,105	3,030

Foreign Investments or collaborations, if any : - There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) acquired through secondary market. There is no foreign collaboration in the Company.

Information about the Appointees:

A. Mr. Diwakar S Shetty :

a. Background details:

Mr. Diwakar Shetty, aged about 72 years, is a graduate in Commerce has been at the helm of Shetron Group since the late 1960s turning the Company one of the leading Metal Packaging Company. Mr. Diwakar Shetty guided the Company through three decades of diversification and growth has successfully handled various challenges in his long innings in the company and due to his dedicated contribution the company emerged as one of the top class Metal Packaging Company in India.

b. Past Remuneration: Rs. 3,00,000/- P.M.(fixed at the AGM held on 15th September, 2008)

c. Recognition and Awards: Udyog Rattan Award from Institute of Economic Studies.

d. Job Profile and his suitability:

Mr. Diwakar Shetty has rich and varied experience in the Packaging Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Diwakar Shetty as Executive Chairman and Whole Time Director.



Mr. Diwakar Shetty is a graduate in Commerce has been at the helm of Shetron Group since the late 1960s turning the Company one of the leading Metal Packaging Company. Mr. Diwakar Shetty guided the Company through three decades of diversification and growth has successfully handled various challenges in his long innings in the company and due to his dedicated contribution the company emerged as one of the top class Metal Packaging Company in India.

e. Remuneration proposed:

As mentioned in the resolution

f. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any.

Mr. Diwakar S Shetty has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Managing Director. As on date he holds 3,84,242 shares held by him in the Company in his personal capacity.

B. Mr. Kartik Nayak:

a. Background details:

Mr Kartik Nayak, aged about 49 years has more than two decades of experience in the Company and held position as Executive Director before his elevation as Managing Director in the year 2008.

b. Past Remuneration: Rs. 2,50,000/- P.M.(fixed at the AGM held on 15th September, 2008)

c. Recognition and Awards: Appreciation Memento from National Conference on Global Trends in Packaging of Foods.

d. Job Profile and his suitability:

Mr Kartik Nayak has more than two decades of experience in the Company and held position as Executive Director before his elevation as Managing Director in the year 2008. As Managing Director he is responsible for the entire affairs of the company viz, Production, Marketing, Finance, Human Resources and also for the company's growth and project implementation. During his tenure as Managing Director he has been actively involved in the expansion activities especially in the Metal Cans and Twist Off Caps division. The Company is benefited by his extensive experience in the field of packaging and his continued services to the Company would be of great value.

e. Remuneration proposed:

As mentioned in the resolution

f. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any.

Mr. Kartik Nayak has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration. As on date he holds 28,700 shares held by him in the Company in his personal capacity.



C. MR. PRAVEEN MALLY:

a. Background details:

Mr. Praveen Mally is aged about 50 years, is a graduate degree, B.S in Mechanical Engineering from Manipal Institute of Technology, Manipal and post graduate degree, M.S in Industrial Engineering from University of Texas At Arlington, USA. He started his profession career as Project Engineer with General Motors between 1993-95 and later as Product Design Engineer with Keykert USA Inc between 1995-96. Later he returned to India in 1996 and joined Fibre Foils Limited as General Manager and since September 1998 to May 2016 he held the position of Executive Director and later Managing Director of Fibre Foils Ltd, a group company of Shetron Ltd.

b. Past Remuneration: Not Applicable

c. Recognition and Awards: Appreciation Memento from International Seminars.

d. Job Profile and his suitability :-

Mr. Praveen Mally has more than two decades of experience with in our group. He held position as Executive Director for ten years between 1998 and 2008 and as Managing Director between Sep 2018 and May 2016 in M/s Fibre Foils Ltd, Mumbai. He has a vast experience in the packaging industry and handled various areas viz, Production, Marketing, Human Resources and projects. The Board of Directors is of the view that his services to the Company would add great value to the company.

e. Remuneration proposed : As mentioned in the resolution

f. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any.

Mr. Praveen Mally has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his remuneration in the capacity of a Managing Director. As on date he holds 44,095 shares held by him in the Company in his personal capacity.

i. Other information:

1. Reasons of loss or inadequate profits:

- a. General Economy slowdown of the country at large as a result of which the overall Total Industry Volume (TIV) collapsed
- b. Slack in demand due to inflation
- c. Pressure on pricing
- d. High Interest rates

2. Steps taken or proposed to be taken for improvement:

- a. To launch new products
- b. Reduce break-even
- c. Enhance performance ethics;
- d. Sustain the ecosystem;
- e. Leadership and outsourcing
- f. Specialization



3. Expected increase in productivity and profits in measurable terms:

Metal Packaging Market report categorizes the global market by Increasing urbanized population, rising food and beverage industry, anticipation of revival of the market in the near future, the above steps taken/proposed to be taken by the Company are expected to increase the productivity and profits of the Company.

III. Disclosures:

1. The remuneration package of all the managerial persons are given in the respective resolutions.
2. Additional information is given in Corporate Governance report.
3. The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.