

# Natura Hue Chem Limited

Registered Office: D-58, Sector -I, Devendra Nagar, Raipur (Chhattisgarh) 492001  
[CIN NO: L24117CT1995PLC009845]

E-mail: naturahue@rediffmail.com

Telephone: 0771- 4583701

4<sup>th</sup> Sep'15

To  
All the Members

## **NOTICE**

NOTICE is hereby given that 20<sup>th</sup> Annual General Meeting of the Company will be held at 11:00 am on Wednesday, 30<sup>th</sup> Sep'15 at D-58, Sector-I, Devendra Nagar, Raipur (C. G.) 492001. Agenda of the meeting is as under:

### **ORDINARY BUSINESS:**

1. To adopt audited Financial Statements for the year ended 31<sup>st</sup> Mar'15.
2. To consider re-appointment of director Shri Laxmi Narayan Kachavat (DIN 01121496) who retire by rotation and are eligible for reappointment.
3. To consider re-appointment of auditors of the company and to fix their remuneration.

### **SPECIAL BUSINESS**

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

"RESOLVED THAT pursuant to the provisions of Sections 190, 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, consent of the members be and is hereby accorded to the re-appointment of Shri Ravi Kamra (DIN 00745058) as Managing Director of the Company for a period of 5 years commencing from 1<sup>st</sup> April, 2015, on the terms and conditions of appointment and on the remuneration and other terms, set out below:

BASIC SALARY: Rs.5,00,000.00 (Rupees five lacs only) per annum.

#### **PERQUISITES**

As permissible under Schedule V of the Companies Act, 2013

#### **COMMISSION:**

No commission shall be paid

#### **MINIMUM REMUNERATION:**

In the event of loss or inadequacy of profits in any financial year during the currency of his tenure as the Managing Director, remuneration by way of salary, perquisites and other allowances shall be in accordance with the ceiling prescribed in Schedule V to the Companies Act, 2013 or any statutory modification thereof.

RESOLVED FURTHER THAT Shri Ravi Kamra will be a Director not liable to retire by rotation."

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

"RESOLVED that pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mrs. Satyawati Parashar (DIN NO. 00761009) (already appointed as Woman cum Independent Director as per listing agreement) who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing her candidature for the office of Director, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company to hold office for Five consecutive years with effect from the conclusion of the ensuing annual general meeting, and shall not be liable to retire by rotation.

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

"RESOLVED that pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Rishi Dave (DIN NO. 00574715) (already an Independent Director as per previous listing agreement) who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of Director, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company to hold office for Five consecutive years with effect from the conclusion of the ensuing annual general meeting, and shall not be liable to retire by rotation."

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


"RESOLVED that pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Ravindra Pokharana (DIN NO. 01121333) (already an Independent Director as per previous listing agreement) who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of Director, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company to hold office for Five consecutive years with effect from the conclusion of the ensuing annual general meeting, and shall not be liable to retire by rotation."

All the members are requested to attend the meeting.

By order of the Board  
For, Natura Hue Chem Limited

Date: 4<sup>th</sup> Sep'15

Place: Raipur

  
Ravi Kamra)  
Director  
DIN. 00745058  
Add: D-135, Sector-5,  
Devendra Nagar,  
Raipur (C. G.) 492001

**Notes:**

1. A member of the company entitled to attend and vote at the meeting, is entitled to attend a proxy to attend and vote instead of himself and a proxy need not be a member.
2. Instruments of proxies in order to be valid must be deposited at the registered office of the company not less than 48 hours before the time for the meeting.
3. Members who are holding Shares in Physical Form are requested to notify their e-mail address, addresses or Bank details or changes if any to the Company's Registrar and Transfer Agent (RTA) and always quote their Folio Numbers in all correspondences with the Company and RTA. In respect of holding Shares in Electronic Form, members are requested to notify any change in email, addresses or Bank details to their respective Depository Participants.
4. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH. 13 for this purpose.
5. Corporate Member(s) intending to send their Authorized Representative(s) are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
6. The books will remain closed from September' 25, 2015 to September' 30, 2015 (both days inclusive).
7. In terms of provisions of Section 107 of the Companies Act, 2013, every listed Company has to provide E-Voting facilities to its members in Annual General meeting. However as per notification by Ministry of corporate affairs dated 19<sup>th</sup> March, 2015, specific exclusion has been granted to the Small and Medium Enterprises as under Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations' 2009 having its equity shares listed on a recognized stock exchange. Your Company is a Small and medium Enterprise and so E-voting facility has not been provided to the members of the Company.
8. There shall be voting by show of hands at the Annual General Meeting. The members who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
9. Members who are still holding Shares in Physical Form are advised to dematerialize their shareholdings to avail the benefits of dematerialization which beside others include easy liquidity (since trading is permitted only in Dematerialized Form), electronic transfer, savings in stamp duty, prevention of forgery etc.
10. The Ministry of Corporate Affairs has taken "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be effected through e-mail to its members. To support this green initiative of the Government in full measure, the Company is sending Annual Report electronically to the e-mail addresses of members as obtained from Depositories/other sources, unless specifically requested to be sent in Physical Form. The members, who have not registered/updated their e-mail addresses so far, are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold their Shares in Physical Form shall be sent hard copies of Annual Report and who are desirous of receiving the communications/documents in Electronic Form are requested to promptly register their e-mail addresses with the Company.
11. 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 the PAN to their Depository Participants with which they are maintaining their Demat Accounts. Members holding shares in Physical Form can submit their PAN details to the Company's Registrar and Transfer Agent.

## EXPLANATORY STATEMENT

Following Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013, sets out the material facts relating to the Item Nos. 4 to 5 mentioned in this notice:

### ITEM NO. 4:

The Board of Directors of the Company at its meeting held on 14<sup>th</sup> August, 15, subject to the approval of the members of the Company, approved the appointment of Shri Ravi Kamra (DIN 00745058) as Managing Director of the Company for a period of 5 years commencing from 1<sup>st</sup> April, 15 after taking into consideration of the valuable services rendered by him during the past years for the growth of the company.

The remuneration proposed to be paid to Shri Ravi Kamra is within the permissible limits specified by the Act and is commensurate with his responsibilities of heading a Company of this size with its diversified business operations.

The draft agreement between the Company and Shri Ravi Kamra is open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and holidays, until the date of the Annual General Meeting.

Shri Ravi Kamra do not hold any equity Shares of the Company. He is not related to in any way with any other Director or KMP of the Company.

An Ordinary Resolution in terms as set out in Item No. 4 of the accompanying Notice is placed before the members in the Meeting for approval.

Except Shri Ravi Kamra, being an appointee, none of the Directors or KMP of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

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

### ITEM NO. 5:

Mrs. Satyawati Parashar is a successful Businesswoman and Independent Director. The Board considers that her association would be of fruitful to the Company and is desirable to avail the services of Mrs. Satyawati Parashar as an independent Director. As, she fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director, therefore the Board recommends the passing of the Resolution as set out in the Notice.

Except Mrs. Satyawati Parashar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

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

Smt. Satyawati Parashar does not hold by herself or for any other person on a beneficial basis, any shares in the Company. She is not related to in any way with any other Director or KMP of the Company.

An Ordinary Resolution in terms as set out in Item No. 5 of the accompanying Notice is placed before the members in the Meeting for approval.



Except Smt. Satyawati Parashar, being an appointee, none of the Directors or KMP of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

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

**ITEM NO. 6:**

Shri Rishi Dave is a successful entrepreneur and Independent Director of your company. The Board considers that his association would be of fruitful to the Company and is desirable to avail the services of Shri Rishi Dave as an independent Director. As, he fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director, therefore the Board recommends the passing of the Resolution as set out in the Notice.

Except Shri Rishi Dave, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

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

**ITEM NO.7:**

Shri Ravindra Pokharana is a successful entrepreneur and Independent Director of your company. The Board considers that his association would be of fruitful to the Company and is desirable to avail the services of Shri Ravindra Pokharana as an independent Director. As, he fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director, therefore the Board recommends the passing of the Resolution as set out in the Notice.

Except Shri Ravindra Pokharana, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

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

I. General Information					
Financial performance based on given indicators			The details of financial performance of the Company for the years 2013-14 and 2014-15 are provided in the Annual Report 2015 which accompanies this Notice.		
Foreign Investments or collaborations, if any			The Company has not entered into any material Foreign collaboration and no direct capital investment has been made in the company. Foreign Investors, mainly comprising NRIs, FIIs and/or Foreign Nationals are investors in the Company on account of past issuances of securities/secondary market purchases. The Company has no subsidiaries as on 31.03.2015.		
II. Information about the appointee					
Background details	Mr. Ravi Kamra is Director of the Company	Mr. Laxmi Narayan Kachavat is a Director of the Company.	Mrs. Satyawati Parashar is an independent Director of the Company.	Mr. Rishi Dave is an independent Director of the Company	Mr. Ravindra Pokharana is an independent Director of the Company
Past remuneration	No remuneration has been paid till to him and	No remuneration has been paid	No remuneration has been paid	No remuneration has been paid	No remuneration has been paid

	appropriate disclosures have been made in the Annual Report 2015 reported at the appropriate notes to accounts.	till to him and appropriate disclosures have been made in the Annual Report 2015 reported at the appropriate notes to accounts.	till to her and appropriate disclosures have been made in the Annual Report 2015 reported at the appropriate notes to accounts.	till to him and appropriate disclosures have been made in the Annual Report 2015 reported at the appropriate notes to accounts.	till to him and appropriate disclosures have been made in the Annual Report 2015 reported at the appropriate notes to accounts.
Job Profile and his suitability	Mr. Ravi Kamra is the Director of our company. He completed Master in Science. He is a promoter Director of the Company. He has widespread experience in Industry. Being a promoter Director he is having a long association with the company and in the process, he gained extensive knowledge about the business.	Mr. Laxmi Narayan Kachavat is a Director of our company. He is a graduate. He is a promoter Director of the Company. He has widespread experience in Industry. Being a promoter Director he is having a long association with the company and in the process, he gained extensive knowledge about the business.	Mrs. Satyawati Parashar is an independent cum woman Director of our company. She is a post graduate. She has achieved extensive knowledge in the industry	CS Rishi Dave is an independent Director of our company for last 10 years. He has widespread experience in Industry. He is having a long association with the company and in the process; he gained widespread understanding about the business. He is Graduate and ACS	Mr. Ravindra Pokharana is an independent Director of our company for last 10 years. He has widespread experience in Industry. He is having a long association with the company and in the process; he gained widespread understanding about the business. He has done Bachelors in Science.
Remuneration proposed	Details of proposed remuneration are presented above	Details of proposed remuneration are presented above	Details of proposed remuneration are presented above	NIL	NIL
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 remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of CEO/MD/CMD Levels of similar sized related Companies in India.	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of WTD levels of similar sized related Companies in India.	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of WTD levels of similar sized related Companies in India.	NA	NA
Pecuniary relationship directly or indirectly with the company or	Mr. Ravi Kamra does not hold any shares.	Mr. Laxmi Narayan Kachavat holds 72,600 eq. shares of	Mrs. Satyawati Parashar does not hold any shares.	Mr. Rishi Dave does not hold any shares of the company.	Mr. Ravindra Pokharana does not hold any shares of the company.

relationship with the managerial personnel if any		Re.10/- each			
<b>III. Other information</b>					
Steps taken or proposed to be taken for improvement			Demand in domestic market to which the company does business, hence as long as the market is strong, your company expects to meet all targets in the coming years.		
<b>IV. Disclosure : As required, the information is provided under Corporate Governance Section of the Annual Report, 2015</b>			As required, the information is provided under Corporate Governance Section of the Annual Report, 2015		

#### **ADDITIONAL DISCLOSURE AS PER CLAUSE 49 OF LISTING AGREEMENT**

Name of the Director	Mrs. Satyawati Parashar	Mr. Laxmi Narayan Kachavat	Mr. Ravi Kamra	Mr. Rishi Dave	Mr. Ravindra Pokharana
DIN No.	00761009	01121496	00745058	00574715	01121333
Date of Birth	31/12/1977	01/04/1955	05/05/1961	01/09/1977	07/07/1961
Type of appointment	Director	Director	Managing Director	Independent Director	Independent Director
Date of Appointment / Proposed Reappointment	30 <sup>th</sup> Mar'15 1 <sup>st</sup> April,15	18 <sup>th</sup> July, 2003 30 <sup>th</sup> September, 2015	2 <sup>nd</sup> December, 1996 1 <sup>st</sup> April, 15	29 <sup>th</sup> December, 2005 30 <sup>th</sup> September, 2015	29 <sup>th</sup> December, 2005 30 <sup>th</sup> September, 2015
Areas of Specialization	Businesswoman	Businessman	Businessman	Businessman	Businessman
Qualifications	MA (Hindi)	Graduate	Msc	B.COM, ACS	B. Sc
No. of Shares Held in the Company	Nil	72,600	Nil	Nil	Nil
List of Directorship held in other Companies	New Era Alkaloids & Exports Limited - Independent Director SBL Energy Limited - Independent Director	NIL	New Era Alkaloids and Exports Limited Ashoka Refineries Limited Gangotri Cement Limited SBL Energy Limited Natura Construction and Developers Private Limited	New Era Alkaloids and Exports Limited Independent Director	New Era Alkaloids and Exports Limited Independent Director
Chairman/member of the Committee of the Board of Directors of this Company	Nil	Executive Committee	1. Audit Committee 2. Nomination & Remuneration	Audit Committee	None

			Committee 3. Stakeholders Relationship Committee		
Chairman/member of the Committee of the Board of Directors of other Companies	Stakeholders Relationship Committee.	Nomination & Remuneration Committee	Member of audit and Nomination & Remuneration Committee Stakeholders Relationship Committee.	Audit Committee	Stakeholders Relationship Committee
Relation with Key Managerial Personnel and Directors	Nil	NIL	NIL	NIL	NIL
Justification for appointment	Statutory Requirement as per Companies Act, 2013	Statutory Requirement as per Companies Act, 2013	Statutory Requirement as per Companies Act, 2013	Statutory Requirement as per Companies Act, 2013	Statutory Requirement as per Companies Act, 2013



# Natura Hue Chem Limited

Registered Office: D-58, Sector -I, Devendra Nagar, Raipur (Chhattisgarh) 492001  
[CIN NO: L24117CT1995PLC009845]

E-mail: naturahue@rediffmail.com

Telephone: 0771- 4583701

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

## PROXY FORM

L. Folio No.

No. of Shares held:

I/We\* ----- of ----- in the district of -----  
being a Member / Members of **Natura Hue Chem Limited**, hereby appoint ----- of -----  
- in the district of ----- or failing him/her ----- of ----- in the district of -----  
----- as my/our proxy to attend and vote for me/us and on my/our behalf at the **Twentieth Annual General Meeting** of the Company to be held on **Wednesday, the 30<sup>th</sup> Sep'15** and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above proxy to vote in the manner as indicated in the box below:

Sr. no.	Resolutions	For	Against
1.	Adoption of annual audited Financial Statements for the year ended 31 <sup>st</sup> Mar'15		
2.	Re-appointment of director Shri Laxmi Narayan Kachavat (DIN 01121496) who retire by rotation and are eligible for reappointment		
3.	Re-appointment of auditor and fixing their remuneration		
4.	Appointment of Shri Ravi Kamra (DIN 00745058) as Managing director.		
5.	Appointment of Smt. Satyawati Parashar (DIN 00761009) as a Whole Time Woman Director.		
6.	Re- appointment of Shri Rishi Dave as independent director.		
7.	Re- appointment of Shri Ravindra Pokharana as independent director.		

Signed this ----- day of ----- 2015

This form is to be used \*In Favour / \*against of the resolution. Unless otherwise instructed, the Proxy will act as he thinks.

Please affix  
Revenue  
Stamp of  
Rs. 1/-

\*Strike out whichever is not desired.

Signature -----

### Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting its registered office at D-58, Sector-I, Devendra Nagar, Raipur (C. G.) 492001.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. \*\* This is only optional. Please put "X" in the appropriate column against the resolutions indicated in the Box. If you leave the "For" or "Against" column any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting I person if he so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.