



Rolling Solutions

GONTERMANN-PEIPERS (INDIA) LIMITED

(CIN: L27106WB1966PLC101410)

Registered Office: P.O. Pailan, Diamond Harbour Road, 24 Parganas (S)
Kolkata - 700104, West Bengal.

Email: gpikol@gontermann-peipers.com, Website: www.gontermann-peipers.com

Phone: 033-24532456 & 033-71028600 Fax: +91 33 24978779

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY SIXTH ANNUAL GENERAL MEETING of GONTERMANN-PEIPERS (INDIA) LIMITED will be held on Wednesday, the 30th day of December, 2015 at 11:00 a.m. at the Registered Office of the Company at P.O. Pailan, Diamond Harbour Road, 24-Parganas(S), Kolkata - 700 104, West Bengal, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anil Sureka (DIN: 00058228), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, the appointment of M/s. V. Malik & Associates, Chartered Accountants (FRN: 000155N) of Golf Apartments, Sujan Singh Park, Maharishi Ramanna Marg, New Delhi – 110 003 as the Statutory Auditors of the Company from the conclusion of forty- sixth Annual General Meeting till the conclusion of the forty – seventh Annual General Meeting be and is hereby ratified on such terms and conditions (including remuneration) as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

- 4 **Appointment of Mr. Dwijen Lahiri (DIN: 07165572) as Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable Provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dwijen Lahiri (DIN: 07165572), who, pursuant to the Section 161 of the Companies Act, 2014 and the Article of Association of the Company was appointed as an Additional Director with effect from 1st April, 2015 and who holds the office upto the date of this Annual General Meeting and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of Companies Act, 2013, signifying his intention to propose the candidate of Mr. Dwijen Lahiri for the office of Director, be and is hereby appointed as a Director of the Company, who is liable to retire by rotation.”

5. **Appointment of Mr. Dwijen Lahiri (DIN: 07165572) as the Whole Time Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (Act), if any read with 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 consents, approval or permissions as may be necessary, consent of the Company be and is hereby accorded to the appointment of Mr. Dwijen Lahiri (DIN: 07165572) as Whole Time Director of the Company, for a period of three years with effect from 1st April, 2015 and whose period of office shall be liable to determination by retirement of directors by rotation and also on the terms and conditions and remuneration as set out in the Explanatory Statement annexed to this Notice convening the meeting and as per the Agreement dated 1st April, 2015 and Addendum thereto dated 13.11.2015 entered into between the Company and Mr. Dwijen Lahiri, a copy whereof, initialled by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which Agreement be and is hereby specifically approved;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said Agreement in such manner as may be agreed to between the Board of Directors and Mr. Dwijen Lahiri from time to time and the terms of the aforesaid Agreement shall be suitably modified to give effect to such alteration and/or variation.”

6. Appointment of Dr. Buddhadeb Duari (DIN: 01334811) as an Independent Director (Non-Executive) of the Company.

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, 161 and all other applicable provisions of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and Clause 49 of the Listing Agreement, Dr. Buddhadeb Duari (DIN: 01334811), who was appointed as an Additional Director in the Category of Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of Companies Act, 2013 and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of five consecutive years commencing from 31st March, 2015, not liable to retire by rotation.”

7. Remuneration Payable to Cost Auditor of the Company for the Financial Year 2015-16.

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 Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration payable to M/s. Datta Chakraborty & Associates, Cost Accountants (FRN. 000300), appointed by the Board of Directors of the Company, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2015-16, amounting to Rs. 40,000/- exclusive of Service Tax as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. Adoption of new set of Articles of Association of the Company containing Articles in conformity with the Companies Act, 2013.

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 14 and all other applicable provisions, if any, of Companies Act, 2013 and the rules framed thereunder and Schedules thereto (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time, consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by replacing the existing Article of Association with the new set of Article of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard.”

9. Place of keeping of registers, returns etc.

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

“RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any amendment thereto or enactment thereof for the time being in force), consent of the members be and is hereby accorded to keep the Register and Index of all Securities holders, or any other documents as may be required, at the office of the Registrar and Transfer Agent, viz MCS Share Transfer Agent Limited of 12/1/5 Manoharpukur Road, Kolkata – 700026 or any other its office or place within Kolkata instead of Registered Office of the Company.”

Place: Kolkata
Date: 13th November, 2015

By Order of the Board of Directors

Registered Office:
P.O. Pailan, Diamond Harbour Road
24 Parganas (S), West Bengal, India
Kolkata – 700104
CIN: L27106WB1966PLC101410

Alok Kumar Samant
Company Secretary



IMPORTANT NOTES:

1. PROXIES: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE `MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rules framed thereunder a person can act as Proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10(ten) per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than 10 (ten) per cent 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 Proxy for any other Member. The instrument appointing the Proxy, in order to be valid and effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. Every Member entitled to vote at the Meeting can inspect the proxies lodged at the Company, at any time during the business hours of the Company, during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
3. The Register of Members and the Share Transfer Registers of the Company will remain closed from Wednesday, 23rd December, 2015 to Wednesday, 30th December, 2015 (both days inclusive).
4. Electronic copy of the Notice of the 46th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Registrar/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 46th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
5. Members who have not registered their email 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.
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
8. 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 whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. All the documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
10. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements, if any, in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

12. Members may also note that the Notice of the 46th Annual General Meeting and the Annual Report for the financial year 2014-15 will also be available on the Company's website www.gontermann-peipers.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investors@gontermann-peipers.com.
13. As an austerity measure, copies of the Annual Report will not be distributed at the Meeting; members are requested to bring their copies to the meeting.
14. Members are requested to intimate to the Company, queries, if any, regarding the audited accounts/notice at least ten days before the Meeting to enable the Management to keep the information ready at the Meeting.
15. Members / Proxies are requested to bring their Attendance Slip sent herewith, duly filled in, for attending the Meeting.

Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administrative) Rules, 2014, as may be amended from time to time and Clause 35B of the Listing Agreement, the Company is providing to the shareholders, the e-voting facility at the 46th Annual General Meeting (AGM) through e-voting platform of the National Securities Depository Limited ("NSDL").

The e-voting period commences on Saturday, 26th December, 2015 (9:00 a.m.) and ends on Tuesday, 29th December, 2015 (5:00 p.m.). The e-voting module shall be disabled by NSDL for voting thereafter.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The cut-off date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at AGM is 22nd December, 2015. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only, shall be entitled to avail the facility of remote e-voting, ballot paper or voting at the meeting through ballot papers. The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company as on the cut-off date.

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22nd December, 2015 may obtain the login ID and password by sending an email to evoting@nsdl.co.in or mcssta@rediffmail.com by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.

The facility for voting through ballot paper will be made available by the Company at the AGM and the members attending the meeting who have not casted their vote by remote e-voting/ballot, will be able to exercise their right to vote at the meeting through ballot paper. The members who have casted their vote by remote e-voting/ballot prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

You can also update your mobile number and email id in the user profile details of the folio/attendance slip which may be used for sending future communication(s).

Mr. Mohan Ram Goenka, Practicing Company Secretary (Membership No. 2551) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, 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 and submit the consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Meeting within a period of three days of conclusion of the meeting. The results along with the Scrutiniser's Report shall be placed on the website of the Company, NSDL and Stock Exchanges.

The instructions for e-voting are as under:

- A. In case a Member receives an email from National Securities Depositories Limited (for Members whose email addresses are registered with the Company/Depositories):
 - i. Open the email and also open PDF file, namely, "GPI e-voting.pdf" with your client ID or folio No. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
 - iii. Click on "Shareholder-Login".



Rolling Solutions

- iv. Put your existing User ID and password.
 - v. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
 - vi. Select "EVEN" of (Gontermann-Peipers (India) Limited). Members can cast their vote online from Saturday, 26th December, 2015 to Tuesday 29th December, 2015 till 5:00 p.m.
 - vii. Now you are ready for "e-Voting" as "Cast Vote" page opens.
 - viii. Cast your vote by selecting appropriate option and click on "**Submit**" and also "**Confirm**" when prompted.
 - ix. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail : gpiscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
 - x. In case shareholders desiring split voting i.e. voting FOR and AGAINST on the same Resolution, they can do so by obtaining duplicate Ballot Form from the Registered Office of the Company.
- B. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the enclosed ballot form:
EVEN (E-voting Event Number)+USER ID and PASSWORD.
 - ii. Please follow all steps from Serial No. A (ii) to (x) above, to cast vote.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4 & 5

The Board of Directors of the Company, at its meeting held on 31st March, 2015, appointed Mr. Dwijen Lahiri as an Additional Director with effect from 1st April, 2015. In terms of Section 161 of the Companies Act, 2013 (the 'Act') read with the Articles of Association of the Company, Mr. Dwijen Lahiri will hold office of Additional Director upto the date of this Annual General Meeting. The Company has received a notice in writing along with the requisite deposit from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Dwijen Lahiri for appointment as a Director of the Company. The Board of Directors in its above meeting also appointed Mr. Dwijen Lahiri, as the Whole-time Director of the Company for a period of three years with effect from 1st April, 2015, subject to approval of the shareholders by way of an Ordinary Resolution in the ensuing Annual General Meeting of the Company.

The Nomination and Remuneration Committee has approved terms of appointment and remuneration of Mr. Lahiri at their meetings held on 31st March, 2015 and 13th November, 2015 respectively. For the purpose, an agreement has been entered into by the Company with Mr. Lahiri on 1st April, 2015 and Addendum thereto dated 13th November, 2015. The main terms and conditions of appointment of Mr. Lahiri as Whole Time Director as contained in the said agreements are furnished below:

1. Tenure of Appointment :

The appointment of the Whole Time Director is for a period of three years with effect from 1st April, 2015.

2. Nature of Duties:

The Whole Time Director shall devote his whole time and attention to the Business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the Company as assigned to the Whole Time Director from time to time by serving on the Board of Company or any committee of Company.

3. Remuneration:

a. Basic Salary:

Current Basic Salary of Rs. 60,180/- per month.

The annual increments will be effective 1st April each year, which will be decided by the Board based on the recommendation of Nomination and Remuneration Committee or by the NRC on authority of the Board and will be performance based and take into account the Company's performance as well.

b. Incentive (Linked with Annual Business Plan):

Maximum of Rs.10,00,000/- Per Annum. This would be payable at the end of the financial year based on the percentage of achievement against ABP (Annual Business Plan).

c. Commission :

In addition to salary, would be paid such remuneration by way of commission as may be determined by the Board from time to time, subject to overall ceiling as stipulated in Companies Act, 2013.

d. Benefits, Perquisites and Allowances :

Details of Benefits, Perquisites and Allowances are as follows:-

(i) In addition to the salary, Mr. Lahiri shall be entitled to perquisites and allowances as follows :

House Rent Allowance	: Rs. 24,072/- per month.
Special Allowance	: Rs. 24,000/- per month.
Washing Allowance	: Rs. 2,100/- per month.
Education Allowance	: Rs. 2,100/- per month.
Medical Allowance	: Rs.4,000/-per month.
House Establishment Allowance	: Rs.6,000/- per month.
Transport Allowances	: Rs.27,750/- per month.

He will not be entitled to any other allowances.

(ii) For the purpose of calculating the above ceiling, perquisites and allowance shall be evaluated as per the Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost. Provision for use of company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

(iii) Gratuity shall be payable as the provisions of The Gratuity Act/Rules made there under.

4. Minimum Remuneration:

The Company shall also pay the above remuneration as minimum remuneration notwithstanding the fact that the Company has no profit or its profits are inadequate during any of the financial years during the currency of his tenure.

The Board recommends the resolutions at Item No. 4 & 5 for your approval in the interest of the Company.

Except Mr. Dwijen Lahiri, 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 set out at Item No. 4 & 5 of the Notice.

Copies of the agreement referred to the above are available for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays and Sundays.

ITEM NO.6

Dr. Buddhadeb Duari has over 30 years of rich experience on corrosion, coating and Cathodic Protection of Metals, Structure and Concrete. Dr. Duari is B. Tech (Hons) in Mechanical Engineering from I.I.T Kharagpur and Ph.D (Engg) in Metallurgical & Material Engineering from Jadavpur University. He is also NACE Corrosion Specialist, a NACE Protective Coating Specialist from NACE (National Association of Corrosion Engineers), Houston, USA and SSPC Protective Coating Specialist from SSPC (Society for Protective Coating), Pittsburgh, USA. He is the member of BIS (Bureau of Indian Standard) for CHD 20 (Chemical & Paint Division) and MTD 24 (Metallurgical Technical Division - Corrosion Protection Group).

Dr.Buddhadeb Duari was appointed as an Additional Director (Category - Independent) of the Company w.e.f. 31st March, 2015, pursuant to the provisions of Section 161 of the Companies Act, 2013 and holds office as such upto the date of this Annual General Meeting.

In view of the extensive and rich experience of Dr. Duari, and considering the best interests of the Company, it is proposed to appoint him as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 31st March, 2015.

The Company has received from Dr.Buddhadeb Duari (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, as well as Clause 49 of the Listing Agreement with the Stock Exchanges.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Duari fulfils the conditions specified in Clause 49 of the Listing Agreement with the Stock Exchanges, the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.



Rolling Solutions

Copy of the draft letter of appointment of Dr. Duari as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays between 11.00 a.m. and 1.00 p.m. upto the date of the AGM

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for your approval.

Except Dr. Buddhadeb Duari, 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 set out at Item No. 6.

ITEM NO.7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Cost Auditors M/s. Datta Chakraborty & Associates to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 at a remuneration of Rs.40,000/- (Rupees Forty Thousand only) plus service tax and out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for your approval.

None of the Directors or Key Managerial Personnel's of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

ITEM NO.8

The existing Articles of Association ("AoA") are based on the Companies Act, 1956. Several regulations in the existing AoA contain reference to specific sections of the Companies Act, 1956 and some articles are no longer in conformity with provisions of the Companies Act, 2013. With substantive sections of the Act which deals with the general working of the Companies being notified, several regulations in the existing AoA of the Company require alteration and/or deletion.

Given this position it is considered necessary to wholly replace the existing AoA by a new set of Articles. The new set of AoA to be replaced in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a company limited by shares and also carries forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

A draft copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays and Sundays, between 11.00 a.m. to 1.00 p.m.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for your approval.

None of the Directors or Key Managerial Personnel's of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

ITEM NO.9

As required under the provisions of Section 94 the Companies Act, 2013 certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company. Accordingly, the approval of the members is sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforementioned registers and documents at the office of the Registrar and Transfer Agent ("RTA"), MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata-700026.

A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, West Bengal, Kolkata, as required under the said Section 94 (1) of the Companies Act, 2013.

The Directors recommend the said resolution proposed vide Item No. 9 to be passed as Special Resolution by the members.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the said resolution.

Details of Directors seeking Appointment/ Re-Appointment at the 46th Annual General Meeting as required under Clause 49 of the Listing Agreement with the Stock Exchange:

Name of Director	Mr. Dwijen Lahiri	Dr. Buddhadeb Duari	Mr. Anil Sureka
Date of Birth/Age	31.05.1955 (61 years)	17.04.1958 (57 years)	19.11.1955 (59 years)
Date of first appointment on the Board	01.04.2015	31.03.2015	29.05. 2012
Expertise in specific functional areas	Over 30 years of experience in the area of Production, Planning, Maintenance, Shop Floor, Industrial Relation, General Administration and Planning.	Over 30 years of experience on corrosion, coating and Cathodic Protection of Metals, Structure and Concrete etc.	Over 38 years of experience in Finance, Project Planning & Execution, Costing & Cost Control, Commercial matters including contract, Secretarial & legal aspects, Supply Chain Management, Marketing, Modern Management Initiatives, Human Resource and Administration etc.
Qualifications	B.E (Mechanical)	B.Tech (Hons) in Mechanical Engineering from IIT, Kharagpur and Ph.D (Engg) in Metallurgical & Material Engineering from Jadavpur University.	B.Com., ACS
Directorship held in other Companies	NIL	Lalita Infraprojects Pvt. Ltd.	Balasore Alloys Ltd., Ispat Corp Pvt. Ltd., Namu Financial and Management Services Pvt. Ltd., The Indian Ferro Alloy Producers Association
Chairman/Member of the Committee of the Board of Directors of the Company as on 31st March, 2015	NIL	NIL	Audit Committee and Finance Committee of Directors
Committee position held in other companies	NIL	NIL	Balasore Alloys Ltd.
a. Risk Management Committee			
b. Project Committee			Balasore Alloys Ltd.
c. Corporate Social Responsibility Committee			Balasore Alloys Ltd.
No. of shares held	NIL	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	NIL	NIL	NIL
No. of Board Meetings attended during Financial Year 2014-15 (out of 5 held)	NIL	NIL	2



Rolling Solutions

GONTERMANN-PEIPERS (INDIA) LIMITED

(CIN: L27106WB1966PLC101410)

Registered Office: P.O. Pailan, Diamond Harbour Road, 24 Parganas (S)
Kolkata - 700104, West Bengal.

Email: gpikol@gontermann-peipers.com, Website: www.gontermann-peipers.com

Phone: 033-24532456 & 033-71028600 Fax: +91 33 24978779

Form No. MGT-11 PROXY FORM

Name of the member(s) :

Registered address:

E-mail Id:

Folio / DP ID-Client ID No.

I/We being the member(s) of shares of the above named Company hereby appoint:

- (1) Name:.....Address:.....
E-mail Id.....Signatureor failing him;
- (2) Name:.....Address:.....
E-mail Id.....Signature.....or failing him;
- (3) Name:.....Address:.....
E-mail Id:.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 46th Annual General Meeting of the Company, to be held on Wednesday, 30th December, 2015 at 11.00 a.m. at P.O. Pailan, Diamond Harbour Road, Kolkata – 700 104 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	*	
		For	Against
Ordinary Business			
1.	Adoption of the financial statement of the Company for the year ended 31st March, 2015, together with the Reports of the Directors and Auditors thereon.		
2.	Re-appointment of Mr. Anil Sureka (DIN: 00058228), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of the appointment of M/s M/s. V. Malik & Associates, Chartered Accountants (FRN: 000155N) as Statutory Auditors of the Company and fixation of their remuneration for the Financial Year 2015-16		
Special Business			
4.	Appointment of Mr. Dwijen Lahiri (DIN: 07165572) as Director.		
5.	Appointment of Mr. Dwijen Lahiri (DIN: 07165572) as the Whole Time Director of the Company.		
6.	Appointment of Dr. Buddhadeb Duari (DIN: 01334811) as an Independent Director.		
7.	Ratification of remuneration of M/s. Datta Chakraborty & Associates, Cost Accountants (FRN. 000300) Cost Auditor of the Company for the Financial Year 2015-16.		
8.	Adoption of new set of Articles of Association of the company containing Articles in conformity with the Companies Act, 2013.		
9.	Keeping of registers, returns etc. at a place other than at the Registered Office of the Company.		

Signed this..... day of.....2015

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp no
Less than
Re. 0.15

Note:

- 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.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 46th Annual General Meeting.
- * It is optional to put a 'X' in the appropriate column against the Resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



GONTERMANN-PEIPERS (INDIA) LIMITED

(CIN: L27106WB1966PLC101410)

Registered Office: P.O. Pailan, Diamond Harbour Road, 24 Parganas (S)
Kolkata - 700104, West Bengal.

Email: gpikol@gontermann-peipers.com

Website: www.gontermann-peipers.com

Phone: 033-24532456 & 033-71028600 Fax: +91 33 24978779

ATTENDANCE SLIP

Sl. No.

46th Annual General Meeting, Wednesday, the 30th December, 2015 at 11.00 A.M. at P.O. Pailan, Diamond Harbour Road
Kolkata – 700 104.

Name in (BLOCK LETTERS)	
Address	
Registered Folio/DP ID & Client ID No.	
No. of Shares	
Shareholder/Proxy/Authorised Representative	
Mobile No. & E-mail ID	

I/We hereby record my/our presence at the 46th Annual General Meeting of the Company to be held on Wednesday, the 30th December, 2015 at 11.00 A.M. at the Registered Office of the Company at P.O. Pailan, Diamond Harbour Road, Kolkata – 700 104.

Signature of Shareholder / Proxy / Authorised Representative

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number(EVEN)	User ID	Password

Note: Please read the instructions printed in the Notice before exercising the vote. The e-Voting period starts from 9.00 a.m. on Saturday, the 26th December, 2015 and ends at 5.00 p.m. on Tuesday, the 29th December 2015. At the end of the e-Voting period, the portal where the votes are cast shall forthwith be blocked by NSDL.

ROUTE MAP OF AGM VENUE OF GONTERMANN PEIPERS INDIA LIMITED

