

ANSAL PROPERTIES & INFRASTRUCTURE LTD.



ANNUAL REPORT

2013-2014



Building lifestyles since 1967

CHAIRMAN'S MESSAGE

“The dream that was shared between our visionary co-founder Late Lala Chiranjiv Lal Ansal and myself has seen us through four glorious decades of uplifting the quality of lives. This in turn, has put us in an enviable position of being the catalysts of change in the region. What started as a family business in 1967, has now become a professionally managed organization with interests in diverse aspects of real estate. The key role that we have been playing is that of changing the behavior patterns of people by introducing them to a certain lifestyle. Now we are geared to further this transition by donning an all new identity built on the same solid foundation of excellence, teamwork and commitment. I would like to sum up thoughts by saying, "We had dreamt of enriching the lives of our brethren by creating world class real estate solutions and redefining lifestyle standards". Quite aptly, we are headed towards this direction”

Sushil Ansal

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COMPANY INFORMATION

BOARD OF DIRECTORS

Shri Sushil Ansal	Chairman & Whole Time Director
Shri Pranav Ansal	Vice Chairman & Whole Time Director
Shri Prabhunath Misra	Managing Director
Shri Anil Kumar	Joint Managing Director & Chief Executive Officer
Shri D. N. Davar	Independent Director
Dr. R. C. Vaish	Independent Director
Dr. Prem Singh Rana	Independent Director
Dr. Lalit Bhasin	Independent Director
Shri P. R. Khanna	Independent Director

AUDIT COMMITTEE MEMBERS

Shri D. N. Davar	Chairman
Dr. R. C. Vaish	Vice Chairman
Shri P. R. Khanna	Member
Dr. Prem Singh Rana	Member

PRESIDENT (FINANCE & ACCOUNTS) & CFO

Shri Lalit Rustagi

SR. GROUP COMPANY SECRETARY

Shri Amitav Ganguly

STATUTORY AUDITORS

M/s. S. S. Kothari Mehta & Co.
Chartered Accountants,
New Delhi

FINANCIAL INSTITUTIONS

Housing Development Finance Corporation Limited
IFCI Limited
Life Insurance Corporation of India
LIC Housing Finance

BANKERS

Punjab National Bank
The Jammu & Kashmir Bank Ltd.
United Bank of India
Central Bank of India
UCO Bank
Syndicate Bank
Yes Bank Ltd.
IDBI Bank Ltd.
Bank of Maharashtra

CORPORATE IDENTIFICATION NUMBER (CIN)

L45101DL1967PLC004759

REGISTERED OFFICE

115, Ansal Bhawan
16, Kasturba Gandhi Marg
New Delhi - 110 001

REGISTRAR & SHARE TRANSFER AGENT

M/s. Link Intime India Pvt. Ltd.
44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase I,
Near PVR Cinema, New Delhi - 110028
Tel. No. 41410592-94

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 47th Annual General Meeting of the Shareholders of the Company will be held on Monday the 29th September, 2014 at 11.00 A.M at FICCI Auditorium, Tansen Marg, New Delhi-110001 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at the 31st March, 2014 and the Profit & Loss Account together with the Consolidated Financial Statement of Accounts for the year ended on that date, together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Shri Sushil Ansal {DIN: 00002007}, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Anil Kumar {DIN: 00002126}, who retires by rotation and, being eligible, offers himself for re-appointment.
4. **To appoint Statutory Auditors.**

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

"RESOLVED as an Ordinary Resolution that pursuant to the provisions of Sections 139 and all other applicable provisions, if any, of the Companies Act, 2013 {"Act"}, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s S.S. Kothari Mehta & Company, Chartered Accountants (ICAI Firm Registration No. 000756N) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next AGM of the Company to be held in the year 2015, at such remuneration plus service tax, out of pocket, other expenses, etc., as may be approved by the Board of Directors of the Company".

SPECIAL BUSINESS:

5. **To appoint Shri Dharmendar Nath Davar {DIN: 00002008} 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 as an Ordinary Resolution that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 {"Act"}, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Clause 49 of the Listing Agreement, Shri Dharmendar Nath Davar {DIN:00002008}, a Non Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, (not liable to retire by rotation) for a period of five consecutive years commencing from the 29th September, 2014 to the 28th September, 2019".

6. **To appoint Shri Prithvi Raj Khanna {DIN: 00048800} 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 as an Ordinary Resolution that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 {"Act"}, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Clause 49 of the Listing Agreement, Shri Prithvi Raj Khanna {DIN:00048800}, a Non Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, (not liable to retire by rotation) for a period of five consecutive years commencing from the 29th September, 2014 to the 28th September, 2019".

7. **To appoint Dr. Ramesh Chandra Vaish {DIN:01068196} 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 as an Ordinary Resolution that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 {"Act"}, and the Companies (Appointment and

Qualification of Directors} Rules, 2014, as amended from time to time, and Clause 49 of the Listing Agreement, Dr. Ramesh Chandra Vaish {DIN:01068196}, a Non Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, (not liable to retire by rotation) for a period of five consecutive years commencing from the 29th September, 2014 to the 28th September, 2019”.

8. To appoint Dr. Lalit Bhasin {DIN: 00001607} 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** as an Ordinary Resolution that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 {“Act”}, and the Companies {Appointment and Qualification of Directors} Rules, 2014, as amended from time to time, and Clause 49 of the Listing Agreement, Dr. Lalit Bhasin {DIN:00001607}, a Non Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, (not liable to retire by rotation) for a period of five consecutive years commencing from the 29th September, 2014 to the 28th September, 2019”.

9. To appoint Dr. Prem Singh Rana {DIN: 00129300} 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** as an Ordinary Resolution that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 {“Act”}, and the Companies {Appointment and Qualification of Directors} Rules, 2014, as amended from time to time, and Clause 49 of the Listing Agreement, Dr. Prem Singh Rana {DIN: 00129300}, a Non Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, (not liable to retire by rotation) for a period of five consecutive years commencing from the 29th September, 2014 to the 28th September, 2019”.

10. To alter the Articles of Association of the Company providing that all Executive Directors {Managing Director, Joint Managing Director(s) and Deputy Managing Director(s) and other Whole Time Director(s)} have their periods of office liable to determination by retirement by rotation.

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

“**RESOLVED** as a Special Resolution that pursuant to the provisions of Sections 5 and 14 and all other applicable provisions, if any, of the Companies Act, 2013 {“Act”}, and the Companies {Incorporation} Rules, 2014, as amended from time to time, and subject to the approval{s} from any regulatory authorities as may be required, the existing Articles of Association of the Company be and is hereby altered by substituting the Article No. 117 {d} by the following Article:-

Article No. 117 {d}: The periods of offices of Managing Director(s) including Joint Managing Director(s) and Deputy Managing Director(s) and other Whole Time Director(s) shall be liable to determination by retirement by rotation, annually, at every Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company {Board} or its Committee or its officer/s, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution.”

11. To alter the Articles of Association of the Company to ensure the existing Articles of Association of the Company are in compliance with the Companies Act, 2013 and Rules framed there under.

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

“**RESOLVED** as a Special Resolution that pursuant to the provisions of Sections 5,6 and 14 and all other applicable provisions, if any, of the Companies Act, 2013 {“ Act”}, and the Companies {Incorporation} Rules, 2014, as amended from time to time, and subject to the approval{s} from any regulatory authorities as may be required, the existing Articles of Association of the Company be and is hereby altered by inserting the following new Article No. 197 immediately after the existing Article No. 196:-

Article No. 197:- The clauses of Table “F” specified in terms of Section 5 and Schedule I of the Companies Act, 2013

read with Companies {Incorporation} Rules, 2014 which set out the model Articles of Association for the Company Limited by Shares, and, any provision/s of the Companies Act 2013 and Rules thereto requiring the authority of Articles of Association for its/their implementation shall form a part of the existing Articles of Association of the Company, and, any existing provision/s therein which is/are inconsistent with and/or contrary and/or repugnant to the said clauses of Table "F" and/or any other provision(s) of the Companies Act, 2013 and Rules framed therein shall cease to be applicable and shall also become or be void as the case may be.

RESOLVED FURTHER THAT the Board of Directors of the Company {Board} or its Committee or its officer/s, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution."

12. To approve the re-imbursement of medical expenses incurred / to be incurred by Shri Sushil Ansal {DIN: 00002007}, Chairman and Whole Time Director.

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

"RESOLVED as a Special Resolution that in terms of authorization conferred vide Special Resolution passed by the Shareholders at their Annual General Meeting held on the 29th September, 2010, the Board of Directors {Board} is empowered to approve any variation and/or modification in the remuneration of Shri Sushil Ansal {DIN: 00002007}, Chairman & Whole Time Director during tenure of his appointment of five year, w.e.f. 01st April, 2010, after such variation and/or modification has been approved by the Nomination & Remuneration Committee of the Board (Corresponding to erstwhile Compensation / Remuneration Committee), provided that the remuneration should not exceed the ceiling/s laid down under Section 197 of the Companies Act, 2013 (Act) and the Companies {Appointment and Remuneration Personnel} Rules, 2014 and Schedule V of the Act (Corresponding to erstwhile Sections 198 and 309 of the Companies Act, 1956 and Schedule XIII of the Companies Act, 1956) and/or other applicable provisions of the Act, as existing from time to time, (said provisions) approval of the Company be and is hereby accorded in terms of the said provisions and subject to such approvals, if any, to reimburse medical expenses incurred / to be incurred by Shri Sushil Ansal {DIN: 00002007}, Chairman and Whole Time Director of the Company, payable w.e.f. the 01st April, 2014 subject to maximum amount up to Rs. 1.00 crore for the financial year ended on the 31st March, 2015 as a variation/modification in his remuneration which is also approved by the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT there shall be no other changes/s in his other components of remuneration, except as varied/ modified herein above.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee or its officer/s, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution."

13. To re-appoint Shri Sushil Ansal {DIN: 00002007}, as Chairman and Whole Time Director for a period of 5 {Five} years.

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

"RESOLVED as a Special Resolution that pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies, Act, 2013 {"Act"}, and the Rules framed thereunder and in terms of the amended provisions of the existing Articles of Association of the Company {Article 117 (d)}, the re-appointment and remuneration of Shri Sushil Ansal {DIN: 00002007} as Chairman & Whole Time Director, the period of whose office shall be liable to determination by retirement by rotation, for a period of five years commencing from the 01st April, 2015 to the 31st March, 2020 on the following salary, perquisites and commission {in short, referred as "the remuneration"} and other terms and conditions, as approved by the Nomination and Remuneration Committee and the Board of Directors {Board} at their respective meetings held on the 12th August, 2014, be and are hereby confirmed and approved:

I Salary

Salary of Rs. 13,75,000/-(Rupees thirteen lacs and seventy five thousand) in the grade of Rs. (3,00,000–25,000–4,25,000–50,000–8,25,000–1,00,000–16,25,000/-).

II Commission on Net Profit

Up to 2% of the Net Profit of the Company for each Financial Year computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and Rules framed thereunder, on the standalone audited results of the Company.

III Perquisites

In addition to the above, he shall be entitled to the following perquisites.

PART "A"

- a) **House Rent Allowance:-** Rs. , 6,37,500/- (Rupees six lacs thirty seven thousand five hundred) per month.
- b) **Gas, Electricity, Water and furnishing:-** Expenses incurred on Gas, Electricity, Water and furnishing subject to the ceiling of 10 % of the salary.
- c) **Medical Reimbursement:-** Rs. 1,00,00,000/- (Rupees one crore) per Financial Year.
- d) **Leave Travel Assistance:-** Payable as per the rules of the Company.
- e) **Club Fee:** Fees and other incidental expenses of clubs, subject to a maximum of two clubs which include all the fees.
- f) **Personal Accident Insurance:** premium not exceeding Rs. 4000/- {Rupees four thousand} p.a.

PART "B"

- a) **Provident Fund:-** Company's contribution towards Provident Fund, as per rules of the Company, which are applicable from time to time, not being taxable under the Income Tax Act 1961, which at present is 12% of the basic salary.
- b) **Gratuity:-** Gratuity in accordance with the rules of the Company but not exceeding one-half month's basic salary for each completed year of service.
- c) **Leave:-** Leave shall be allowed with full pay and allowances as per the rules of the Company.

RESOLVED FURTHER THAT Shri Sushil Ansal {DIN: 00002007} be permitted use of Company's car/s with driver/s and also telephone/s at his residence for official purposes of the Company.

RESOLVED FURTHER THAT Shri Sushil Ansal {DIN: 00002007} shall not be entitled to any sitting fees or other payments for attending meetings of the Board, or where applicable, any committee/s thereof.

RESOLVED FURTHER THAT in the event of no profits or inadequacy of profits in any financial year the remuneration payable to Shri Sushil Ansal {DIN: 00002007} shall be regulated in accordance with applicable parts/sections of the Schedule V and/or other applicable provisions of the Act, as existing from time to time.

RESOLVED FURTHER THAT during the period Shri Sushil Ansal {DIN: 00002007} remains Chairman and Whole Time Director, all other rules, regulations, etc., of the Company shall be applicable to him, unless otherwise decided by the Board.

RESOLVED FURTHER THAT the duties and authorities assigned/delegated to Shri Sushil Ansal {DIN: 00002007}, in the past, from time to time, shall continue to remain in force, beside such other duties and authorities as may be assigned/delegated by the Board from time to time, and, his existing membership in the Committee/s of the Board shall continue, unless decided otherwise by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary and/or modify the remuneration of Shri Sushil Ansal {DIN: 00002007}, in accordance with his salary grade, and other terms and conditions, from time to time, including grant of one or more additional increments, annually, based on his performance, after approval of his remuneration by the Nomination and Remuneration Committee, provided that the remuneration does not exceed the ceiling/s laid down under Section 197, Schedule V and/or other applicable provisions of the Act, as existing from time to time".

14. To re-appoint Shri Anil Kumar {DIN: 00002126}, as Joint Managing Director and Chief Executive Officer for a period of 5 {Five} years.

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

"RESOLVED as an Ordinary Resolution that pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 {"Act"} and the Companies {Appointment and

Remuneration Personnel} Rules, 2014 and in terms of the amended provisions of the existing Articles of Association of the Company {Article 117 {d}}, the re-appointment and remuneration of Shri Anil Kumar {DIN:00002126}, as Joint Managing Director and Chief Executive Officer, the period of whose office shall be liable to determination by retirement by rotation, for a period of five years commencing from the 01st April, 2015 to the 31st March, 2020 on the following salary, perquisites and commission {in short, referred as “the remuneration”} and other terms and conditions, as approved by the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on the 12th August, 2014, be and are hereby confirmed and approved:

I Salary

Salary of Rs. 9,12,500/- (Rupees nine lacs twelve thousand five hundred) in the grade of Rs. (8,32,500–20,000–13,32,500/-).

II Commission on Net Profit

Up to 1% of the Net Profit of the Company for each Financial Year computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and Rules framed thereunder, on the standalone audited results of the Company, subject to maximum of Rs. 1.5 crores per Financial Year.

III Perquisites

In addition to the above, he shall be entitled to the following perquisites.

PART “A”

- a) **House Rent Allowance:-** Rs. 89,000/- (Rupees eighty nine thousand) per month.
- b) **Medical Reimbursement:-** Payable as per the rules of the Company.
- c) **Leave Travel Assistance:-** Payable as per the rules of the Company.
- d) **Club Fee:** Fees and other incidental expenses of clubs, subject to a maximum of two clubs which include all the fees.

PART “B”

- a) **Provident Fund:-** Company's contribution towards Provident Fund, as per rules of the Company, which are applicable from time to time, not being taxable under the Income Tax Act 1961, which at present is 12% of the basic salary.
- b) **Gratuity:-** Gratuity in accordance with the rules of the Company but not exceeding one-half month's basic salary for each completed year of service.
- c) **Leave:-** Leave shall be allowed with full pay and allowances as per the rules of the Company.

RESOLVED FURTHER THAT Shri Anil Kumar {DIN: 00002126} be permitted use of Company's car with driver for official purposes as per the Car Policy of the Company, as may be amended from time to time.

RESOLVED FURTHER THAT Shri Anil Kumar {DIN: 00002126} shall not be entitled to any sitting fees or other payments for attending meetings of the Board, or where applicable, any committee/s thereof.

RESOLVED FURTHER THAT in the event of no profits or inadequacy of profits in any financial year the remuneration payable to Shri Anil Kumar {DIN:00002126} shall be regulated in accordance with applicable parts/sections of the Schedule V and/or other applicable provisions of the Act, as existing from time to time.

RESOLVED FURTHER THAT during the period Shri Anil Kumar {DIN:00002126} remains as Joint Managing Director & Chief Executive Officer, all other rules, regulations, etc., of the Company shall be applicable to him, unless otherwise decided by the Board.

RESOLVED FURTHER THAT the duties and authorities assigned/delegated to Shri Anil Kumar {DIN: 00002126}, in the past, from time to time, shall continue to remain in force, besides such other duties and authorities as may be assigned/delegated by the Board/ Chairman / Vice Chairman from time to time, and, his existing membership in the Committee/s of the Board shall continue, unless decided otherwise by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary and/or

modify the remuneration of Shri Anil Kumar {DIN:00002126}, in accordance with his salary grade, and other terms and conditions, from time to time, including grant of one or more additional increments, annually, based on his performance, after approval of his remuneration by the Nomination and Remuneration Committee, provided that the remuneration does not exceed the ceiling/s laid down under Section 197, Schedule V and/or other applicable provisions of the Act, as existing from time to time”.

15. **To confirm up to 1% Commission payable to Non-Executive Directors for the Financial Year commencing from the 1st April, 2014 till the 31st March, 2015 {approved by the shareholders at their AGM held on the 29th September, 2010}.**

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

“RESOLVED as a Special Resolution that pursuant to the provisions of Section 197, 198, and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies {Appointment and Remuneration of Managerial Personnel} Rules, 2014, as may be amended from time to time, the Commission payable to the Non Executive Directors of the Company, {i.e. directors other than Managing Director, Joint Managing Director and/or Whole time Directors}, for the Financial Year commencing from the 1st April, 2014 till the 31st March, 2015 {approved by the shareholders at their meeting held on the 29th September, 2010}, in addition to the existing payment of sitting fees to them for attending meetings of the Board of Directors and Committees thereof, for an aggregate sum not exceeding 1% (one percent) of the Net Profit of the Company for the said Financial Year computed in accordance with the provisions of Sections 198 of the Act, on the standalone audited results of the Company, subject to the maximum of Rs 50 lacs (Rupees fifty lacs), be and are hereby confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company {Board} or its Committee/s to which the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized and empowered, on behalf of the Company, to do or cause to be done all such acts, deeds, things and matters, as may be necessary, and, also incidental thereto to give effect to this Resolution”.

16. **To pay up to 1% Commission to Non-Executive Directors, which shall be in addition to the sitting fees, for each of the years for a period of 5 {Five} years from the Financial Year commencing from the 1st April, 2015.**

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

“RESOLVED as an Ordinary Resolution that pursuant to the provisions of Section 197, 198, and all other applicable provisions, if any, of the Companies, Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as may be amended from time to time, subject to the approval of other authority/ies as may be required, and, also subject to the enabling provisions of the existing Articles of Association of the Company, and keeping in view of the increased roles and responsibility(ies) of the Non-Executive Directors including Independent Directors of the Company in the context of its rapidly expanding business, as well as the valuable contributions being made by them by devoting extra time and efforts for the Company's work, the consent and approval of the Company be and is hereby accorded to pay Commission to the Non-Executive Directors including Independent Directors of the Company {i.e. directors other than Managing Director, Joint Managing Director and/or Whole time Directors}, in addition to the existing payment of sitting fees to them for attending meetings of the Board of Directors and Committees thereof, of an aggregate sum not exceeding 1% (one percent) of the Net Profit of the Company for each Financial year of the Company computed in accordance with the provisions of Sections 198 of the Act, calculated on the standalone audited results of the Company, subject to the maximum of Rs. 50 lacs (Rupees fifty lacs) per annum, in aggregate, payable annually, and such payment shall be made for a period of five years from the Financial Year commencing from the 1st April, 2015.

RESOLVED FURTHER THAT such Commission shall be distributed amongst all the Non executive Directors in such proportion and in such manner as may be decided by the Board of Directors of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company { Board} or its Committee/s to which the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized and empowered, on behalf of the Company, to do or cause to be done all such acts, deeds, things and matters, as may be necessary, and, also incidental thereto to give effect to this Resolution”.