



Aplab Limited

Regd. Office : Aplab House, A/5, Wagle Indl. Estate, Thane.

To The Members of Aplab Limited

Abstract of the Modification in the terms of remuneration of Mr. P. S. Deodhar, CEO & President Mr. S. V. Joshi, Jt. CEO & Sr. V. P, Mr. U. S. Potnis, Sr. V. P. (Marketing) and Mr. R.N. Doss, Wholtime Director pursuant to section 302 of the companies act, 1956

AND

Memorandum specifying the nature of interest of Directors in such modification.

1. Modification in the terms of remuneration of Mr. P. S. Deodhar

The terms of re-appointment of Mr. P.S. Deodhar as Managing Director designated as "CEO & President" of the company with effect from 1st February, 2000 and the remuneration and perquisites payable to him for a period of five years were passed by the Board of Directors at its meeting held on 29th April, 2000 subject to the approval of shareholders. In terms of the resolution passed at the said meeting, the Board of Directors of the company is entitled to revise the remuneration and perquisites of the CEO & President at its discretion at any time during his term of office provided such revision is in conformity with Part II of Schedule XIII to the Companies Act, 1956 and is in accordance with other stipulations contained therein.

The Board of Directors of the company at its meeting held on 23rd August, 2000 modified certain terms pertaining to the remuneration and perquisites payable to Mr. P.S. Deodhar during the remaining term of his office with effect from 1st April, 2000. The terms so modified are given hereunder :-

- i) Commission : 1% (one percent) of the net profits of the company (as computed in accordance with the Companies Act, 1956)
- ii) Earned Leave : As per rules of the company but not exceeding one month's leave for every eleven months of service and leave accumulated but not availed of will be allowed to be encashed at the end of tenure.
- iii) Gratuity will be payable as per the Company's rules and the same will not be considered for computation of the ceiling as per Gratuity Act.
- iv) The aforesaid variations to the existing contract shall be effective from 1st April, 2000 and remain in force for the remaining term of office i.e. upto 31st January, 2005. All other terms and conditions contained in the existing contract of the Managing Director remain unchanged.

2. Modification in the terms of remuneration of Mr. S.V. Joshi

The terms of re-appointment of Mr. S.V. Joshi as Jt. Managing Director designated as "Jt. CEO & Sr. V P" of the company with effect from 1st March, 1996 and the remuneration and perquisites payable to him for a period of five years were accepted by the shareholders at the Annual General Meeting held on 30th September, 1996. In terms of the resolution passed at the said meeting, the Board of Directors of the company is entitled to revise the remuneration and perquisites of the Jt. CEO & Sr. V P at its discretion at any time during his term of office, provided such revision is in conformity with Part II of Schedule XIII to the Companies Act, 1956 and is in accordance with other stipulations contained therein.

The Board of Directors of the company at its meeting held on 23rd August, 2000 modified certain terms pertaining to the remuneration and perquisites payable to Mr. S.V. Joshi during the remaining term of his office with effect from 1st April, 2000. The terms so modified are given hereunder :-

- i) The salary payable to Mr. S.V. Joshi, Jt. Managing Director designated as Jt. CEO & Sr. V P shall be Rs. 45,000/- per month.
- ii) Commission : 0.5% (half percent) of the net profits of the company (as computed in accordance with the Companies Act, 1956)
- iii) In case no accommodation is provided by the company, the Jt. CEO & Sr. VP shall be entitled to House Rent Allowance @ 40% of the salary.
- iv) Leave Travel Allowance for self & family subject to a ceiling of one month's salary in a year or 3 months salary for a period of three years.
- v) The contribution to Provident Fund will be @ 12% of the salary.
- vi) Gratuity will be payable as per the Company's rules and the same will not be considered for computation of the ceiling as per Gratuity Act.
- vii) Personal Accident Insurance : Premium not to exceed Rs. 2,000/- per annum.
- viii) The clause regarding superannuation fund as appearing in the agreement shall stand deleted.
- ix) The clause regarding retirement by rotation as appearing in the agreement shall stand deleted.
- x) The aforesaid variations to the existing contract shall be effective from 1st April, 2000 and remain in force for the remaining term of office i.e. upto 28th February, 2001. All other terms and conditions contained in the existing contract of the Jt. CEO & Sr. VP remain unchanged.

3. Modification in the terms of remuneration of Mr. U.S. Potnis

The terms of re-appointment of Mr. U.S. Potnis as Sr. V P (Marketing) of the company with effect from 16th August, 1995 and the remuneration and perquisites payable to him for a period of five years were accepted by the shareholders at the

Annual General Meeting held on 28th September, 1995. In terms of the resolution passed at the said meeting, the Board of Directors of the company is entitled to revise the remuneration and perquisites of the Sr. V P (Marketing) at its discretion at any time during his term of office provided such revision is in conformity with Part II of Schedule XIII to the Companies Act, 1956 and is in accordance with other stipulations contained therein.

The Board of Directors of the company at its meeting held on 23rd August, 2000 modified certain terms pertaining to the remuneration and perquisites payable to Mr. U.S. Potnis, during the remaining term of his office with effect from 1st April, 2000. The terms so modified are given hereunder :-

- i) The salary payable to Mr. U.S. Potnis, Sr. V P (Marketing) shall be Rs. 35,250/- per month.
- ii) Commission : 0.5% (half percent) of the net profits of the company (as computed in accordance with the Companies Act, 1956)
- iii) Leave Travel Allowance for self & family subject to a ceiling of one month's salary in a year or 3 months salary for a period of three years.
- iv) The contribution to Provident Fund will be @ 12% of the salary.
- v) Gratuity will be payable as per the Company's rules and the same will not be considered for computation of the ceiling as per Gratuity Act.
- vi) Personal Accident Insurance : Premium not to exceed Rs. 2,000/- per annum.
- vii) The clause regarding superannuation fund as appearing in the agreement shall stand deleted.
- viii) The clause regarding retirement by rotation as appearing in the agreement shall stand deleted.
- ix. The aforesaid variations to the existing contract shall be effective from 1st April, 2000 and remain in force for the remaining term of office i.e. upto 15th August, 2000. All other terms and conditions contained in the existing contract of the Sr. V. P. (Marketing) remain unchanged.

4. Modification in the terms of remuneration of Mr. R.N. Doss

The terms of appointment of Mr. R.N. Doss as Wholtime Director of the company with effect from 1st August, 1997 and the remuneration and perquisites payable to him for a period of five years were accepted by the shareholders at the Annual General Meeting held on 29th September, 1997. In terms of the resolution passed at the said meeting, the Board of Directors of the company is entitled to revise the remuneration and perquisites of the wholtime Director at its discretion at any time during his term of office provided such revision is in conformity with Part II of Schedule XIII to the Companies Act, 1956 and is in accordance with other stipulations contained therein.

The Board of Directors of the company at its meeting held on 23rd August, 2000 modified certain terms pertaining to the remuneration and perquisites payable to Mr. R.N. Doss during the remaining term of his office with effect from 1st April, 2000. The terms so modified are given hereunder :-

- i) The salary payable to Mr. R.N. Doss, Whole-time Director, shall be Rs. 33,000/- per month.
- ii) Commission : 0.5% (half percent) of the net profits of the company (as computed in accordance with the Companies Act, 1956)
- iii) Leave Travel Allowance for self & family subject to a ceiling of one month's salary in a year or 3 months salary for a period of three years.
- iv) The contribution to Provident Fund will be @ 12% of the salary.
- v) Gratuity will be payable as per the Company's rules and the same will not be considered for computation of the ceiling as per Gratuity Act.
- v) Personal Accident Insurance : Premium not to exceed Rs. 2,000/- per annum.
- vii) The Company will provide a car with driver to the Whole-time Director and also a telephone at his residence for office use. Personal long distance calls on telephone and use of car for private purposes shall be billed by the company.
- viii) The clause regarding Re-imbursement of Entertainment Expenses as appearing in the agreement dated 30.09.1997 shall stand deleted.
- ix) The clause regarding retirement by rotation as appearing in the agreement shall stand deleted.
- x) The aforesaid variations to the existing contract shall be effective from 1st April, 2000 and remain in force for the remaining term of office i.e. upto 31st July, 2002. All other terms and conditions contained in the existing contract of the whole-time Director remain unchanged.

5. Memorandum of interest of Directors.

Except Mr. P.S. Deodhar, Mr. S.V. Joshi, Mr. U.S. Potnis and Mr. R.N. Doss who were interested in the modification of the terms of their remuneration and perquisites, none of the other Directors of the Company is in any way concerned or interested in such modifications as mentioned above.

By order of the Board
For Aplab Limited

Place : Thane
Date : 23rd August, 2000

V. J. Jadhav
Finance Controller &
Company Secretary

<p style="text-align: center;">Aplab Limited 35th Annual General Meeting</p>	
Day & Date	: Tuesday 26th September, 2000.
Time	: 4.00 p.m.
Venue	: Woodland Retreat, Plot No. 2, L.B.S. Marg, Thane - 400 604.
Please bring this copy to the Annual General Meeting	

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Aplab Limited

35th Annual Report 1999-2000

Board of Directors

P. S. Deodhar
S. V. Joshi
U. S. Potnis
K. R. Phadke
R. N. Doss
V. B. Shejwalkar
S. K. Hajela

Chairman & President
Jt. CEO & Sr. Vice President
Sr. Vice President (Marketing)

Whole-time Director

Company Secretary

V. J. Jadhav

Registered Office & Works

Aplab House,
A-5, Wagle Industrial Estate,
Thane - 400 604.

Works

A-1, A-3, A-5 & A-6 Wagle Industrial Estate,
Thane 400 604.

6 & 18 Electronic Sadan II, Bhosari,
Pune 411 026.

Report  junction.com

Sales & Service Centres

Mumbai	Lucknow	Cochin
New Delhi	Chandigarh	Trivandrum
Calcutta	Chennai	Nagpur
Bangalore	Coimbatore	Indore
Secunderabad	Ahmedabad	Agra

Auditors

M. P. Chitale & Co.
Chartered Accountants
Mumbai

Bankers

Bank of Maharashtra, Thane
Corporation Bank, Thane

APLAB LIMITED**NOTICE**

NOTICE is hereby given that the THIRTY FIFTH ANNUAL GENERAL MEETING of APLAB LIMITED will be held at the Woodland Retreat, Plot No. 2, L.B.S. Marg, Thane 400 604 on Tuesday, 26th September, 2000 at 4.00 p.m. to transact the following business :

Ordinary Business :-

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2000 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Dr. K.R. Phadke, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

Special Business :-

4. To appoint Mr. V. B. Shejwalkar as a Director who holds office upto the date of this meeting but is eligible for appointment under section 257 of the companies act, 1956.
5. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED THAT in accordance with the provisions of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the companies act, 1956, the consent of the company be and it is hereby accorded to the appointment of Shri P.S. Deodhar as the Managing Director designated as 'Chairman & President' of the Company for a period of five years with effect from 1st February, 2000 upon such terms and conditions as are set out in the draft Agreement, submitted to this meeting and initialed by the Chairman for the purpose of identification, which agreement be and is hereby specifically approved with liberty and powers to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or the agreement so long as such changes are in conformity with the provisions of Schedule XIII to the Companies Act, 1956 or any amendments thereto, and are acceptable to Shri P. S. Deodhar."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 310, 311 and other applicable provisions of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorised to revise the remuneration and/or perquisites of Shri P.S. Deodhar at its discretion at any time during the terms of his office provided that such revision will be in conformity with Part II of Schedule XIII to the Companies Act, 1956 and is in accordance with other stipulations contained in the Schedule as amended from time to time."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits of the company in any financial year during the term of office, the aforesaid remuneration and perquisites or such remuneration as per schedule XIII - Part II as applicable for the time being to the company, whichever is less, shall be paid as "Minimum Remuneration" to Shri P.S. Deodhar."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all necessary or desirable steps to give effect to this resolution."

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

"RESOLVED THAT in accordance with the provisions of Sections 269, 198 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and it is hereby accorded to the re-appointment of Shri U.S. Potnis as Wholtime Director designated as 'Senior Vice President (Marketing)' of the Company for a further period of five years with effect from 16th August, 2000, upon such terms and conditions as are set out in the draft Agreement, submitted to this meeting and initialed by the Chairman for the purpose of identification, which agreement be and is hereby specifically approved with liberty and powers to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or the agreement so long as such changes are in conformity with the provisions of Schedule XIII to the Companies Act, 1956 or any amendments thereto, and are acceptable to Shri U. S. Potnis."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 310, 311 and other applicable provisions of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorised to revise the remuneration and/or perquisites of Shri U.S. Potnis at its discretion at any time during the term of his office provided that such revision will be in conformity with Part II of Schedule xiii to the Companies Act, 1956 and is in accordance with other stipulations contained in the Schedule as amended from time to time."

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"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits of the company in any financial year during the term of office, the aforesaid remuneration and perquisites, shall be paid as "Minimum Remuneration" to Shri U.S. Potnis."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all necessary or desirable steps to give effect to this resolution."

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

"RESOLVED THAT pursuant to Article 3 of the Articles of Association of the Company and subject to the applicable provisions of the Companies Act, 1956, if any the Authorised Share Capital of the Company be reclassified from Rs. 7,00,00,000 (Rupees Seven Crores) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs. 10 (Rupees Ten) each and 2,00,000 (Two Lacs) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each to Rs. 7,00,00,000 (Rupees Seven Crores) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10 (Rupees Ten) each and consequently the existing Clause V of the Memorandum of Association of the Company, relating to Share Capital, be and is hereby altered by deleting the same and substituting in its place instead, the following as new Clause V :

V. The Authorised Capital of the Company is Rs. 7,00,00,000 (Rupees Seven Crores) Divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10 (Rupees Ten) each with powers to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes permissible in law and to issue any part of its capital with or without preference or priority and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions or subject to any postponement of rights or to any conditions or restrictions as may be determined by or in accordance with the provisions of law for the time being in force and to vary, modify, abrogate or deal with any such rights, privileges or conditions in such manner as may for the time being be provided in law or in the Articles of Association of the Company."

8. To Consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956 the Articles of Association of the Company be altered by substituting the first para of Article 3 of the Articles of Association of the Company with the following para :

"The Authorised Share Capital of the Company is Rs. 7,00,00,000 (Rupees Seven Crores) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each with the rights, privileges and conditions attached thereto as provided in law for the time being in force with powers to the company to divide share capital for the time being of the company into several classes (being those specified in the Companies Act, 1956) and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the law or the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the law for the time being in force or provided by the Articles of Association of the Company."

Thane
Dated 23rd August, 2000

V. J. Jadhav
Finance Controller &
Company Secretary

Registered Office :
Aplab House
A-5, Wagle Industrial Estate
Thane 400 604

NOTES :

1. Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 in respect of Special Business under items 4 to 8 as set out above is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing a proxy in order to be effective must be lodged at the registered office of the company at least 48 hours prior to the time fixed for the meeting.
4. The Register of Members and the Share Transfer Register of the company will remain closed from Friday, the 25th August, 2000 to Friday, the 8th September, 2000 (both days inclusive).

5. Members are requested to notify immediately, on any change in their address to their Depository Participants (DPs), in respect of their electronic share accounts and to the Company at its Share Department at Aplab House, A-5, Wagle Industrial Estate, Thane - 400 604 in respect of their physical share folios, if any.
6. The Company has already transferred, all unclaimed dividend declared upto the financial year ended 31st March, 1994 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Those shareholders who have so far not claimed their dividend upto the year ended 31st March, 1994 may submit their claim to the Registrar of Companies, Maharashtra, CGO Complex, 2nd Floor, CBD, Belapur in the prescribed form.
7. Pursuant to the provision of Section 205A of the Companies Act, 1956, as amended, dividend for the financial year ended 31st March, 1995 and thereafter, which remain unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31st March, 1995 or any subsequent financial year are requested to make their claim to the Registered Office of the Company. It may also be noted that once the unclaimed dividend is transferred to the Central Government, as above, no claim shall lie in respect thereof.
8. Members who would like to ask any questions on the Accounts are requested to send their questions to Registered Office of the Company atleast 10 days before the Annual General Meeting to enable the Company to answer the questions satisfactorily.
9. The members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
10. Members are requested to bring along their copy of the annual accounts and reports as no extra copies will be distributed at the meeting.
11. All documents referred to in the Notice and Explanatory statement are open for inspection at the Registered office of the company during office hours on all days except Saturdays, Sundays and public holidays between 11.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting.
12. **Members are requested to note that with effect from 24th July, 2000, the Company's shares are placed under Compulsory Demat List for all class of investors.**

By order of the Board

Thane
Dated 23rd August, 2000

V. J. Jadhav
*Finance Controller &
Company Secretary*

Registered Office :

Aplab House
A-5, Wagle Industrial Estate
Thane 400 604.

EXPLANATORY STATEMENT :

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 4

Shri V.B. Shejwalkar was appointed as an Additional Director of the Company by the Board of Directors with effect from 17th January, 2000. In terms of Section 260 of the Companies Act, 1956, Shri Shejwalkar holds office as Director only upto the date of the ensuing Annual General Meeting. However, he is eligible for appointment under Section 257 of the Act. A Notice has been received from some members, signifying their intention to propose his candidature for the office of Director.

Except Shri V. B. Shejwalkar, none of the other Directors of the Company is in any way concerned or interested in the resolution.

Item No. 5

The Board of Directors of the Company appointed Shri P.S. Deodhar as Managing Director designated as 'Chairman & President' of the Company for a period of five years with effect from 1st February, 2000, at its meeting held on 29th April, 2000 on such terms as contained in the agreement, draft of which was approved by the Board, subject to the approval of members at the Annual General Meeting.

The draft agreement to be entered into with Shri P.S. Deodhar contains inter alia the following terms and conditions :-

I. PERIOD : Five years with effect from 1st February, 2000.

II. REMUNERATION

(a) Salary : Rs. 70,000/- per month w.e.f 1.2.2000 to 31.3.2000 and Rs. 100000/- per month w.e.f. 1.4.2000 including dearness and all other allowances.

- (b) Perquisites :
1. Medical reimbursement: Expenditure incurred for self and family subject to a ceiling of Rs. 100000/- p.a.
 2. Club Fees: Fees of clubs subject to a maximum of two clubs.
 3. Personal Accident Insurance: Premium not to exceed Rs. 3,000 per annum.
- (c) Other Perquisites (not to be considered for the purpose of computation of remuneration vis-a-vis ceiling as per schedule xiii) :
1. Contribution to the Provident Fund (to the extent of 12% of the salary)
 2. Earned Leave to the extent of one month for every twelve months of service and leave accumulated but not availed of will be allowed to be encashed at the end of term/service.
 3. Gratuity to the extent of 15 days salary for each completed year of service or part thereof to the extent it is not taxable under the Income-tax Act.
 4. A company's car with driver and telephone at residence will be provided for official use."
- III. The CEO & President shall not be eligible for any sitting fee for any Board or Committee meeting attended by him.
- IV. In the event of loss or inadequacy of profits of the company in any financial year during the term of office, the aforesaid remuneration and perquisites or such remuneration as per Schedule XIII - Part II as applicable for the time being to the company, whichever is less shall be paid as the "Minimum Remuneration" to the CEO & President.

The remuneration proposed for Mr. P.S. Deodhar is in conformity with the provisions of schedule xiii to the companies act, 1956 as applicable to the company. The consent of the members of the company will be required under the provisions of the companies act, 1956. Accordingly, the Board commends the resolution at item 5 of the notice for the approval of members.

A copy of the draft agreement referred to in the resolution is open for inspection by members at the Registered Office of the Company between 11 a.m. and 1 p.m. on all working days upto the date of the Annual General Meeting.

This Explanatory Statement is and should be treated as an abstract under section 302 of the companies act, 1956.

Except Shri P.S. Deodhar, none of the other Directors of the Company in any way concerned or interested in the resolution.

Item No. 6

Shri U.S. Potnis has been re-appointed as Wholtime Director designated as 'Senior Vice President (Marketing)' of the Company for a further period of five years with effect from 16th August, 2000 by the Board of Directors of the Company at the meeting held on 23rd August, 2000.

The draft of the Agreement to be entered into by the Company with Shri U.S. Potnis inter alia contains the following terms and conditions :

I PERIOD : Five years with effect from 16th August, 2000.

II REMUNERATION :

- (a) Salary : Rs. 4,23,000/- per annum or Rs. 35,250/- per month.
- (b) Commission : 0.5% (half percent) of the net profits of the company (as computed in accordance with the Companies Act, 1956)
- (c) Perquisites :

CATEGORY A

1. Housing I : The expenditure by the Company on hiring unfurnished accommodation for the Sr. V. P. (Marketing) will be subject to the following ceilings :
 - (a) Mumbai, Calcutta, Delhi and Chennai : 60% (sixty percent) of the salary, subject to 10% (ten percent) payable by him.
 - (b) Other places : 50% (fifty per cent) of the salary, subject to 10% (ten per cent) payable by him.

Housing II : In case the accommodation is provided by the Company, 10% (ten per cent) of the salary shall be recovered from the salary of the Sr. V. P. (Marketing).

Housing III : In case no accommodation is provided by the Company, the Sr. V. P. (Marketing) shall be entitled to House Rent Allowance @ 50% of the salary.
2. The expenditure incurred by the Company on gas, electricity, water and furnishings will be valued as per the Income-tax Rules, 1962. This will, however, be subject to a ceiling of 10% (ten per cent) of the salary.

APLAB LIMITED

3. Medical reimbursement : Expenditure incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.
4. Leave Travel Concession : For self and family, subject to a ceiling of one month's salary in a year or 3 month's salary for a period of 3 years.
5. Club Fees : Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
6. Personal Accident Insurance : Premium not to exceed Rs. 2,000/- per annum.

CATEGORY B

Contribution to Provident Fund at 12% of the salary. The Gratuity will be payable as per the Company's rules and the same will not be considered for computation of the ceiling as per Gratuity Act.

CATEGORY C

The Company will provide a car with driver to the Sr. V. P. (Marketing) and also a telephone at his residence for office use. Personal long distance calls on telephone and use of car for private purposes shall be billed by the Company.

III DIRECTOR'S SITTING FEES :

The Sr.V P (Marketing) shall not be eligible for any sitting fee for any Board or Committee meeting attended by him.

IV EARNED LEAVE :

As per rules of the company but not exceeding one month's leave for every eleven months of service and leave accumulated but not availed of will be allowed to be encashed at the end of tenure.

V MINIMUM REMUNERATION :

In the event of loss or inadequacy of profits of the company in any financial year during the term of office, the aforesaid remuneration and perquisites or such remuneration as per Schedule XIII - Part II as applicable for the time being to the company, whichever is less shall be paid as the "Minimum Remuneration" to the Sr. V. P. (Marketing).

Shri U.S. Potnis is a qualified engineer and has been Marketing Director of the Company since August, 1985. Considering Shri U.S. Potnis's knowledge and experience of over 25 years in the Electronics Industry, it would be in the interest of the Company to continue to avail of his services. The Board accordingly commends the resolution at Item 6 of the Notice for the approval of Members.

A copy of the draft agreement referred to in the resolution is open for inspection by member at the Registered Office of the Company between 11 am and 1 p.m. on all working days upto the date of the Annual General Meeting.

This Explanatory Statement is and should be treated as an abstract under section 302 of the companies act, 1956. Except Shri U.S. Potnis, none of the other Directors of the Company in any way concerned or interested in the resolution.

Item 7 & 8

In view of preferential allotment of 1321200 equity shares of Rs.10/- each, issued to Siticable Networks Ltd., a subsidiary of Zee Telefilms Ltd., Company's issued and subscribed share capital increased to equal the existing authorized equity share capital of Rs. 5 crores. Further the company do not expect any possibility of issuing Redeemable Preference Shares in the near future, therefore it is felt advisable to reclassify the authorized capital of the Company into 70,00,000 equity shares of Rs.10/- each. The Board commends these resolutions for approval of the Members.

The copy of the Memorandum & Articles of Association of the Company together with the proposed alteration is available for inspection by any member at the Registered Office of the Company, between 11 am and 1 pm on all working days.

None of the Directors is in any way concerned or interested in these resolutions

Thane
Dated 23rd August, 2000

Registered Office :
Aplab House
A-5, Wagle Industrial Estate
Thane 400 604.

By order of the Board

V. J. Jadhav
Finance Controller &
Company Secretary