ALEMBIC LIMITED

Alembic
Touching Lives over 100 years

ANNUAL REPORT 2013-14

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ALCHEMY
REAL ESTATE

ALEMBIC GROUP

While choosing a new home, it is important to remember that a home acts as a foundation on which we build the quality of life we aspire for our family today and for years to come. You not only need to think of that extra room when the children grow up but also the availability of space to park that extra car. You need to not only think of the layout of the home but also the quality of construction.

Samsara is a modern township with exquisite residences that have been planned, designed and constructed to remain a source of pride for generations. Invest in one today, it will be the single most prized possession that you bequeath to your future generations.

Site Office: Canal Road,
Nizampura Chhani Area,
Vadodara.
Tel.: 3007900

M.: +91 96876 39701/702/703
www.alchemyindia.com

READY POSSESSION

Samsāra

5 BHK SKYVILLAS
3/2 BHK APARTMENTS
80,000 SQ.FT
OF GARDENS
2 CLUBHOUSES

Board of Directors

Mr. Chirayu R. Amin
Chairman

Mrs. Malika Amin
Director

Mr. Udit Amin
Director and President -Operations

Mr. Milin Mehta
Director

Mr. R. M. Kapadia
Director

Mr. C. P. Buch
Director

Mr. Ashok Tulankar
Director

Mr. R. C. Saxena
Director (w.e.f. 10 September, 2013)

Company Secretary

Mr. Chirag K. Shukla

Regd. Office

Alembic Road, Vadodara - 390 003
CIN: L26100GJ1907PLC000033
Tel : (0265) 2280550
Fax : (0265) 2282506
E-mail : alembic.investors@alembic.co.in
Website: www.alembiclimited.com

Statutory Auditors

K. S. Aiyar & Co.
Chartered Accountants
Laxmi Estate No. F-07/08
Shakti Mills Lane
Off Dr. E. Moses Road,
Mahalaxmi, Mumbai - 400 011.

Bankers

Bank of Baroda

Axis Bank Limited

HDFC Bank Limited

Yes Bank Limited

Registrar & Transfer Agents

Link Intime India Pvt. Limited
B-102 & 103, Shangrila Complex,
First Floor, Opp. HDFC Bank,
Near Radhakrishna Char Rasta,
Akota, Vadodara 390 020.
Tel:(0265) 2356573, 2356794
Fax:(0265) 2356791
Email: vadodara@linkintime.co.in

Manufacturing Facility

Alembic Road, Vadodara - 390 003. Gujarat

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This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial/results are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly ammend, modify or revise any forward-looking statements on the basis of any subsequent developments information or events

Notice

Notice is hereby given that the 107th Annual General Meeting of the Members of Alembic Limited will be held at "Sanskruti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003, on Wednesday **13th August, 2014 at 4.00 p.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014, including Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Ashok Tulankar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. K. S. Aiyar & Co., Chartered Accountants (FRN: 100186W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till Conclusion of fourth AGM, with this AGM being counted as the first AGM and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

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

   Appointment of Mr. R. C. Saxena as an Independent Director.

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. R. C. Saxena (DIN 05352912), who was appointed as an Additional Director of the Company w.e.f. 10th September, 2013 and who vacates his office at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to 12th August, 2019."

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

   Appointment of Mr. C. P. Buch as an Independent Director.

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. C. P. Buch (DIN 05352912), Director of the Company whose period of office was liable to be determined by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to 31st March, 2019."

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

   Appointment of Mr. Milin Mehta as an Independent Director.

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Milin Mehta (DIN 01297508), Director of the Company whose period of office was liable to be determined by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to 31st March, 2019."

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

   Revision in terms of appointment including remuneration and re-designation of Mr. Udit Amin as Director & President–Operations.

Notice

"**RESOLVED THAT** subject to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act') the approval of the members of the Company be and is hereby accorded to revision in terms of appointment including remuneration and designation of Mr. Udit Amin w.e.f. 1st April, 2014 for the remaining period of his appointment upto 23rd April, 2018, as recommended by the Board of Directors in its meeting held on 6th May, 2014 and set out hereunder, with liberty and authority to the Board of Directors to alter and vary remuneration from time to time within permissible limits of the Act, and as may be agreed between the Board of Directors and Mr. Udit Amin.

Designation:

Mr. Udit Amin shall be designated as Director & President-Operations

Remuneration:

Basic Salary, Perquisites and other allowance/benefits up to maximum CTC of Rs. 250 Lacs per annum or such higher amount as may be decided by the Board of Directors of the Company, from time to time.

Perquisites and Allowances:

a) Housing: Company Leased Housing Accommodation or House Rent Allowance as per the rules of the Company.

b) Leave Travel Concession for self and family as per rules of the Company.

c) Medical Reimbursement, Medical Insurance and Personal Accident Insurance, as per rules of the Company.

d) Conveyance: As per rules of the Company.

e) Free Telephone Facility at the residence as per rules of the Company.

f) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund shall be as per rules of the Company.

g) Leave: As per rules of the Company. Privilege Leave accumulated and not availed of during this tenure as Director & President-Operations may be allowed to be encashed as per rules of the Company.

h) Other perquisites, allowances, benefits and amenities as per the service Rules of the Company as applicable from time to time.

Commission:

Mr. Udit Amin, Director & President - Operations shall also be paid commission, in addition to salary, perquisites and allowances, calculated with reference to net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year or a part of the year provided that the total remuneration payable to him shall not exceed overall ceiling of 11% of net profits, stipulated under Sections 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the Company shall pay in respect of such financial year, the remuneration paid for immediately preceding financial year as minimum remuneration by way of salary, allowances, perquisites and other benefits, subject to the provisions of Schedule V of the Companies Act, 2013 or any statutory modification or re-enactment thereof and subject to necessary approvals, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution."

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

To reconfirm authority to Board of Directors for borrowings upto Rs. 750 Crores.

"**RESOLVED THAT** in supersession of resolution passed in this regard at the Extraordinary General Meeting of the Company held on 30th August, 2007 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) ('the Act') and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary

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loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 750 crores (Rupees Seven Hundred and Fifty Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution."

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

To approve creation of charge/security over the assets/undertaking of the Company, in respect of borrowings.

"**RESOLVED THAT** in supersession of resolution passed in this regard at the Extraordinary General Meeting of the Company held on 30th June, 2001 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) ('the Act'), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company, both present and future and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution."

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

To approve Alteration of Articles of Association of the Company.

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) ('the Act'), Articles 132(1) and 135C(2) of the Articles of Association of the Company be and are hereby altered by replacement with following articles:

'132 (1) Subject to the provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) ('the Act'), the Directors shall have power to appoint form time to time one or more of their body to be Managing Director or Managing Directors or Whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

Provided that an individual can be appointed or reappointed or continue as Chairperson of the Company as well as Managing Director or Chief Executive Officer of the Company at the same time.

135C (2) Any member of the Company shall be entitled to be furnished, within the period prescribed under the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) ('the Act'), after he has made a request in writing in that behalf to the Company, with a copy of any minutes referred to in sub-clause (1) hereof, on payment of such fees as may be decided by the Board of Directors of the Company.

Provided that the fees so decided by the Board in any case shall not exceed the maximum fees prescribed in this regard under the Act.'

RESOLVED FURTHER THAT after the article 162 of the Articles of Association, articles 163 and 164, be and are hereby inserted, as under:

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'163. Registers and documents to be maintained by the Company:

The Company shall keep and maintain Registers, Books and Documents required by the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) ('the Act'), to the extent applicable to the Company from time to time.

164. Inspection of Registers:

The Registers Books and Documents as provided in the foregoing Article shall (a) subject to such restrictions as provided in the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) ('the Act') and on payment of such fees as may be decided by the Board of Directors of the Company, be open to persons so authorized/entitled for inspection and extracts may be taken therefrom on working days except Saturdays and Sundays between 11.00 AM to 1.00 PM and (b) copy thereof may be required by such persons who are entitled for the same and on payment of such fees as may be decided by the Board of Directors of the Company.

Provided that the fees (in case of (a) or (b) above) so decided by the Board, in any case shall not exceed the maximum fees prescribed, in respect of inspection or for copies thereof, as the case may be, for respective document/register, under the Act.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all acts, deeds and things necessary and expedient to give effect to this resolution."

NOTES:

1. **ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voating rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.**
3. The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time of holding the meeting.
4. The Register of Members of the Company will remain closed from **Wednesday the 6th August, 2014 to Wednesday the 13th August, 2014 (both days inclusive)**, for the purpose of Annual General Meeting and payment of dividend.
5. The dividend when sanctioned will be made payable on or before 20th August, 2014, to those members whose names stand on the Register of Members of the Company on 6th August, 2014 in case of Physical shares and to those members as per the beneficiary position to be given by NSDL and CDSL. Members are requested to notify promptly any change in their registered address.
6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturdays and holidays up to the date of Annual General Meeting.
7. All the work related to share registry in terms of both - physical and electronic – are being conducted by Company's R & T Agents – M/s. Link-Intime India Pvt. Limited, B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara 390020 Tel:(0265) 2356573, 2356794 Fax:(0265) 2356791 Email: vadodara@linkintime.co.in. The Shareholders are requested to send their communication to the aforesaid address in future.
8. **Voting through electronic means:**

   In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 107th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

   A. 'Step-by-Step' procedure and instructions for casting your vote electronically are as under :

   Step-1 Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com

   Step-2 Now click on "Shareholders" to cast your votes

Step-3 Now, select the Electronic Voting Sequence Number - "EVSN" along with "ALEMBIC LIMITED" from the drop down menu and click on "SUBMIT"

Step-4 Now, fill up the following details in the appropriate boxes:

EVSN	140602008
User-ID	For Members holding shares in Demat Form:- a) For CDSL :– 16 digits beneficiary ID b) For NSDL :– 8 Character DP ID followed by 8 Digits Client ID
	For Members holding shares in Physical Form:- Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company / Depository Participant are requested to use default number 'ALAGM2014' in the PAN field.

Please enter any one of the details in order to login.

Step-5 After entering these details appropriately, click on "SUBMIT" tab.

Step-6 Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # $ % & *). Kindly note that this password is also to be used by the demat holders for voting for resolutions of the company or of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Step-7 Click on the relevant EVSN on which you choose to vote.

Step-8 On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Step-9 Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

Step-10 After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Step-11 Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

B. Other instructions for E-voting :

1. The voting period begins on 8th August, 2014 (9:00 am) and ends on 9th August, 2014 (6:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th June, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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2. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 20th June, 2014.
3. Mr. Sushil Samdani, Partner, M/s Samdani Shah & Associates, Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-Voting process.
4. If you are holding shares in Demat form and had logged on to www.evotingindia.com and cast your vote earlier for any company, then your existing login id and password are to be used.
5. For Members holding shares in physical form, the folio number and PAN / default number can be used only for e-Voting on the resolutions given in this notice.
6. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote
7. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

Registered Office:
Alembic Road,
Vadodara - 390 003
Date: 6th May, 2014

By Order of the Board,

Chirag K. Shukla
Company Secretary

Explanatory Statement as required under Section 102 of the Companies Act, 2013

Item No. 5

Mr. R. C. Saxena (DIN: 05352912) was appointed as an Additional Director of the Company on 10th September, 2013. As per the provisions of the 161 of the Companies Act, 2013, he holds directorship upto the ensuing Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013 together with a deposit of Rs. 100,000/- from a member proposing his candidature as a Non-Executive Independent Director of the Company.

As per requirements of provisions of the Companies Act, 2013 and rules made thereunder, the Independent Directors are not liable to retire by rotation. Therefore is proposed to appoint Mr. Saxena as a Non-Executive Independent Director for a term of five consecutive years from the date of ensuing Annual General Meeting.

A brief profile of Mr. Saxena together with other details as required under clause 49 of the Listing Agreement is provided in the Corporate Governance Report.

In the opinion of the Board, Mr. Saxena fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. A copy of the draft letter for appointment of Mr. Saxena as an Independent Director would be available for inspection without any fee for the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Saxena as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Saxena as an Independent Director, for the approval by the shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. R. C. Saxena, has any concern or interest, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6

Mr. C. P. Buch (DIN: 05352912) is a Non Executive Independent Director of the Company, whose period of office was liable to be determined by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. However, as per requirements of provisions of the Companies Act, 2013 and rules made thereunder, the Independent Directors are not liable to retire by rotation and are required to be appointed by Shareholders. Therefore it is proposed to appoint Mr. Buch as an Independent Director for a term of five consecutive years upto 31st March, 2019.

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Brief profile of Mr. C. P. Buch together with other details as required under clause 49 of the Listing Agreement is provided in the Corporate Governance Report. In the opinion of the Board, Mr. Buch fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. A copy of the draft letter for appointment of Mr. Buch as an Independent Director would be available for inspection without any fee for the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Buch as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Buch as an Independent Director, for the approval by the shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Buch, has any concern or interest, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7

Mr. Milin Mehta (DIN: 01297508), is a Non Executive Independent Director of the Company, whose period of office was liable to be determined by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. However, as per requirements of provisions of the Companies Act, 2013 and rules made thereunder, the Independent Directors are not liable to retire by rotation and are required to be appointed by Shareholders. Therefore, it is proposed to appoint Mr. Mehta as an Independent Director for a term of five consecutive years upto 31st March, 2019.

Brief resume of Mr. Mehta together with other details as required under clause 49 of the Listing Agreement is provided in the Report on Corporate Governance. In the opinion of the Board, Mr. Mehta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. A copy of the draft letter for appointment of Mr. Mehta as an Independent Director would be available for inspection without any fee for the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Mehta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Mehta as an Independent Director, for the approval by the shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Milin Mehta, has any concern or interest, financial or otherwise, in the resolution set out at Item No. 7.

Item No. 8

Mr. Udit Amin was designated as Director & President-Real Estate Business at the time of his appointment in the year 2013. However, Mr. Udit Amin has made significant contributions at the Board level on overall operations of the Company including API business. The Board appraised the strength and proficiency of Mr. Udit Amin to manage both major business verticals of the Company and on the basis of recommendations of Nomination and Remuneration Committee, the Board has approved, subject to approval of Shareholders at the ensuing AGM, revision in ceiling of remuneration payable of Mr. Udit Amin and his re-designation as Director & President-Operations w.e.f. 1st April, 2014.

The actual remuneration shall be decided by the Board at the end of every financial year which shall be within overall limits of remuneration payable under the Companies Act, 2013 and rules made thereunder.

None of the Directors and Key managerial personnel of the Company or their relatives have any interest, financial or otherwise, in the resolution except Mr. Udit Amin himself and Mrs. Malika Amin and Mr. Chirayu Amin, being his relatives.

The Board recommends the special resolution set out in item no. 8 for the approval of the members.

Item Nos. 9 & 10

In terms of the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company by a special resolution, borrow moneys, apart from temporary loans, in excess of aggregate of the paid up capital and its free reserves (section 180(1)(c)) nor the Board can create security or create mortgages, charges and hypothecations over the assets of the Company which would be required to secure aforesaid borrowings(section 180(1)(a)).