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Ambalal Sarabhai Enterprises Limited

**37th Annual Report
2014-15**

Board of Directors

Mr. Kartikeya V. Sarabhai
Chairman & Whole-time Director

Mr. B.V. Suryakumar

Mr. Govind Das Zalani

Mr. Anil H. Parekh
Whole-time Director

Mr. K. Mohandas

Mr. Ashwin P. Hathi

Ms. Chaula Shastri
Whole-time Director

Mr. Chandrashekhar Bohra

Mr. Ketan Advharyu
Company Secretary

Auditors

M/s. Sorab S. Engineer & Co.
Chartered Accountants
Ismail Building
381, Dr. D. Naoroji Road
Fort, Mumbai-400 001

Registered Office :
Sarabhai Campus
Gorwa Road,
Vadodara-390 023

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Notice

Notice is hereby given that the Thirty-seventh Annual General Meeting of the Company will be held on Tuesday, the 29th September 2015 at 10.00 a.m. at Prof. C.C. Mehta Auditorium, General Education Centre, The Maharaja Sayajirao University of Baroda, Vadodara-390002 to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended 31st March 2015, together with reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. K. Mohandas, (DIN-00312802) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Sorab S Engineer & Co., Chartered Accountants as approved by the members at the 36th Annual General Meeting of the Company held on 25-9-2014, as Statutory Auditors of the Company to hold their office till the conclusion of 38th Annual General Meeting of the Company and to authorize the Board to fix their remuneration for the financial year ending 31st March, 2016.

SPECIAL BUSINESS:

4. Re-appointment of Mr. Anil H. Parekh as Whole-time Director.

To consider and if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution.

“RESOLVED that pursuant to the provisions of Section 196,197,198, 199 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the re-appointment of Mr. Anil H. Parekh (DIN-00312504) as “Whole-time Director” for a period of 3 years with effect from 26.12.2014 on the terms and conditions as stated in Explanatory Statement.”

5. Re-appointment of Mr. Kartikeya V. Sarabhai as Whole-time Director.

To consider and if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 196,197,198, 199 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, consent of the

Company be and is hereby accorded to the re-appointment of Mr. Kartikeya V. Sarabhai (DIN-00313585) as “Whole-time Director” for a period of 3 years with effect from 1.4.2015 on the terms and conditions as stated in Explanatory Statement.”

6. Re-appointment of Ms. Chaula Shastri as Whole-time Director.

To consider and if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution.

“RESOLVED that pursuant to the provisions of Section 196,197,198, 199 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the re-appointment of Ms. Chaula Shastri (DIN-06404118) as “Whole-time Director” for a period of 3 years with effect from 1.4.2015 on the terms and conditions as stated in Explanatory Statement.”

By Order of the Board of Directors,
Ketan Adhvaryu
Company Secretary

Date : 28.7.2015

Place : Ahmedabad

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 22.9.2015 to 29.9.2015 (both days inclusive).
4. All the documents referred to in the Notice and Explanatory Statement would be open for inspection at the Registered Office of the Company during business hours on all working days till the date of meeting.
5. Members who hold equity shares in dematerialized form are requested to bring their DPID and client ID numbers for easy identification of attendance at the meeting.
6. Pursuant to SEBI Circular, it is mandatory to quote

PAN for transfer / transmission of shares in physical form. Therefore, the transferee(s) / legal heirs are requested to furnish copy of their PAN to the Registrar and Share Transfer Agents – MCS Limited.

7. The information relating to appointment / re-appointment of Directors, as required to be given pursuant to Clause 49 (IV) (E) and 49 (IV) (G) (I) of the Listing Agreement is given in Annexure A to the Explanatory Statement.
8. In accordance with MCA circular No.18/2011 dated 29-04-2011, members who desire to receive their copy of Annual report through email, may register their email address to the Company Secretary at ketanadhvaryu@sarabhai.co.in or to our Registrar at mcslttdbaroda@yahoo.com.

Voting through electronic means:

The Company offers e-voting facility to members as per section 108 of the Companies Act, 2013 and Companies (Management and Administration Rules) 2014 and clause 35b of the Listing Agreement.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25-9-2015 at 9.00 a.m. and ends on 28-9-2015 at 5.00 p.m. 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 22-9-2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN Field. The Sequence Number is printed on address slip In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. for example If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the no. of shares held by you as on cutoff date 22-09-2015.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Ambalal Sarabhai Enterprises Ltd.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer to 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.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- i. The e-Voting period commences on 25.9.2015 (9.00 a.m.) and ends on 28.9.2015 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date (record date) of 22-9-2015 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. CS Ajay Parikh & Associates, Practising Company Secretary (Membership No.: FCS 6075; CP No:6503, C-4, Yashpal Apartment-2, Nr. Vijay Cross Roads, Navrangpura,

Ahmedabad-380 009 has been appointed as the Scrutinizer to scrutinize the e-Voting process.

- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forthwith to the Chairman of the Company.
- v. The Results shall be declared within 3 days of the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL <https://www.evotingindia.co.in> and communicated to the BSE Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- Company : Ambalal Sarabhai Enterprises Limited
Regd. Office: Sarabhai Campus, Gorwa Road, Vadodara, Gujarat, India
CIN: L52100GJ1978PLC0003159
E-mail ID: ketanadhvaryu@sarabhai.co.in
Registrar and Transfer Agent : MCS Limited
e-Voting Agency : Central Depository Services (India) Limited
E-mail ID: helpdesk.evoting@cdslindia.com,
Scrutinizer : CS Ajay Parikh & Associates,
Practising Company Secretary
E-mail; ID : ajay_ajay21@yahoo.com

Explanatory Statement

Required under section 102 of the Companies Act 2013 to accompany the Notice of the 37th Annual General Meeting.

Item 5

Mr. A. H. Parekh is M. Pharm., and holding extensive and varied experience of over 43 years in various areas of Production and Management. He has been associated with the Company for more than 4 decades. At present, he is carrying out all day to day management functions related to Pharmaceuticals (formulations) production, subject to the superintendence and control of the Board of Directors.

The tenure of Mr. Parekh as Whole-time Director & President (Formulation) was completed on 25th December 2014.

In view of the involvement and contribution in formulation segment and for restructuring of Company's business, the Nomination and Remuneration Committee and Board of Directors at their respective Meetings held on 14.11.2014 have subject to requisite approval/s, re-appointed him for a further period of 3 years with effect

from 26th December, 2014 on the following terms and conditions.

1. a) Basic Salary : Rs.90,000/- p.m. in the grade of 90,000/- 5,000/- 1,05,000/-.
- b) House rent allowance @ 40% of (a) : Rs.36,000/- p.m.
- c) Newspaper allowance : Rs.400/- p.m.
- d) Perquisites : Total perquisite shall be restricted to 70% of basic salary.
 - i) Expenditure : To be valued as per I.T. Rules incurred on gas, and in absence of such rules, electricity, to be valued at actual cost. water, furnishing.
 - ii) Medical benefits for : Reimbursement of expenses self and family. actually incurred for self, wife and dependent children. However, such reimbursement as it would exceed maximum limit laid down under I.T. Rules, would be subject to tax, from time to time.
 - iii) Leave Travel : Only travel fare, once a year to & Concession for fro for any place in India. self and family
 - iv) Telephone facilities : Personal long distance call to be at Residence paid by the appointee
- *v) Reimbursements of actual entertainment expenses incurred for the business of the Company, as per Company's rules.
- *vi) Leave on full pay, as per rules of the Company, but not exceeding one month's leave for every eleven months of service.
- vii) Club fees and personal accident insurance, as per Company's rules.
- * ix) Gratuity would become payable at the rate not exceeding half a month's salary for each completed year of service.
- x) Encashment of leave in respect of leave accumulated but not availed of at the end of the tenure, would be permissible.
- * These items would not be considered while computing Managerial remuneration.
- 2) Annual Increment : Entitled to get annual increment as may be decided by the Board of Directors within the basic salary of Rs.90,000/- per month in the grade of 90,000/- 5,000/- 1,05,000/-.
- 3) Rs.3,00,000/- per annum : Mr parekh shall be entitled for compensation on achieving pre determined Key Performance Area as determined by Nomination and Remuneration Committee of Directors in

proportion to achievement of key performance target both quantitative and qualitative.

- 4) In absence of or in-adequacy of profits in any financial year, he will be entitled to said salary, perquisites etc. as mentioned above as minimum remuneration.
 - 5) Other terms and conditions:
 - i) In the capacity of a Whole-time Director, he shall not be paid any sitting fees to attend the meeting of the Board and/or Committee thereof.
 - ii) In the event of cessation of his respective office during any financial year, the aforesaid remuneration will be paid on a pro-rata basis.
 - iii) He shall not so long as he functions as a Whole-time Director of the Company become interested or otherwise concerned directly or through wife/or minor children in any selling agency / wholesalers / distributors of the company.
 - iv) The Company shall deduct all taxes from the remuneration, as per applicable law, from time to time.
 - v) Without the approval of the Board of Directors of the Company, neither he nor any of his relatives nor any firm or private company in which he or any of his relatives are a Director, member or partner shall enter into any contract with the Company for sale, purchase or supply of any goods, materials or services for whatever value. He shall also report to the Board the names of all private companies, firms or proprietorship in which he or any of his relatives as defined in the Companies Act, have any interest as Director, member, partner or proprietor.
 - vi) The appointment is terminable by notice on either side or by payment of three months' salary in lieu thereof.
 - 6) The Board/Nomination and Remuneration Committee of Directors of the Company would be empowered to modify the terms of remuneration as may be required and also to increase the above remuneration on an annual basis during the tenure and such an increase would be within the limit of Schedule V of the Companies Act, 2013 (or any amendment or reenactment made thereof from time to time) as applicable to the Company and would be subject to other compliance/s, if any, as might be then required.
 - 7) Terms of the appointment of Whole-time Director & President – Formulation) can be renewed by the Board of Directors before the expiry of the said term and in case the terms are not renewed before the expiry of the existing term by the Board of Directors, he shall cease to be Whole-time Director & President - (Formulation) on expiration of the present term.
- The proposed resolution and explanatory statement

may be treated as an abstract of the terms and conditions of the appointment of Mr. A.H. Parekh as Whole-time Director in terms of section 190 of the Companies, Act 2013.

Mr. A.H. Parekh may be considered to be concerned or interested in the proposed resolution.

None of the other Directors of the Company are concerned or interested in the said resolution.

Item No. 6

Mr. Kartikeya V. Sarabhai is M.A. (Cantab), did Post Graduate studies at MIT, USA. He joined the Board of Directors of the Company in 1992 and has been appointed as the Chairman of the Company since 1995. He has been very actively associated with the operations of the Company and monitoring various areas of operations and management on day to day basis.

The tenure of Mr. Sarabhai as Whole-time Director was completed on 31st March 2015.

The Nomination and Remuneration Committee of Directors and the Board of Directors at their respective meeting held on 13.2.2015 and 30-5-2015 had subject to requisite approval/s, re-appointed him for a period of 3 years with effect from 1-4-2015 and his terms and conditions including remuneration have been decided at their meetings held on 28.7.2015 as under.

1. a) Basic Salary : Rs. 100,000/- p.m. in the grade of 100,000-5,000-110,000
- b) House rent allowance : Rs.40,000/- p.m.
@ 40% of (a)
- c) Perquisites : In addition to the above the following perquisites shall be allowed
 - i) Expenditure : To be valued as per I.T. Rules and incurred on gas, in absence of such rules, to be electricity, water, valued at actual cost. furnishing.
 - ii) Medical benefits for : Reimbursement of expenses self and family : actually incurred for self, wife and dependent children. However, such reimbursement as it would exceed maximum limit laid down under I.T. Rules, would be subject to tax, from time to time.
 - iii) Leave Travel : Only travel fare, once a year to & Concession for self and family. fro for any place in India.
 - iv) Addl.Allowance : In the form of conveyance / petrol /misc. expenses
 - v) Telephone facilities : Personal long distance call to be at Residence paid for by the appointee.
 - vi) Club fees and personal accident insurance, as per Company's rules.

Mr. Sarabhai shall also be entitled to the following benefits. However the same will not be taken into account while computing Managerial Remuneration.

Other Benefits:

- A) Reimbursements of actual entertainment expenses incurred for the business of the Company, as per Company's rules.
 - B) Leave on full pay, as per rules of the Company, but not exceeding one month's leave for every eleven months of service.
 - C) Company's contribution towards superannuation fund as per rules of the Company.
 - D) Gratuity would become payable at the rate not exceeding half a month's salary for each completed year of service.
 - E) Encashment of leave in respect of leave accumulated but not availed of at the end of the tenure, would be permissible.
2. Annual Increment : Entitled to get annual increment as may be decided by the Board of Directors within the basic salary of Rs.100,000/- p.m in the grade of 100,000-5,000-110,000/-.
 3. Rs. 3,00,000/- per annum : Mr.Sarabhai shall be entitled for compensation on achieving pre determined Key Performance Area as determined by Nomination & Remuneration committee in proportion to achievement of key performance target both quantitative and qualitative during the year.
 4. In absence of or in-adequacy of profits in any financial year, he will be entitled to said salary, perquisites etc. as mentioned above as minimum remuneration.
 5. Other terms and conditions:
 - i) In the capacity of a Whole-time Director, he shall not be paid any sitting fees to attend the meeting of the Board and/or Committee thereof.
 - ii) In the event of cessation of his respective office during any financial year, the aforesaid remuneration will be paid on a pro-rata basis.
 - iii) He shall not so long as he functions as a Whole-time Director of the Company become interested or otherwise concerned directly or through wife/or minor children in any selling agency of the company.
 - iv) The Company shall deduct all taxes from the remuneration, as per applicable law, from time to time.
 - v) Without the approval of the Board of Directors of the Company, neither he nor any of his relatives nor any firm or private company in which he or any of his relatives are a Director, member or partner shall enter into any contract with the Company for

sale, purchase or supply of any goods, materials or services for whatever value. He shall also report to the Board the names of all private companies, firms or proprietorship in which he or any of his relatives as defined in the Companies Act, have any interest as Director, member, partner or proprietor.

vi) This appointment is terminable by three months' notice on either side or payment of salary in lieu thereof.

6. The Board of Directors / Nomination and Remuneration Committee of Directors of the Company would be empowered to modify the terms of remuneration as may be required and also to increase the above remuneration on an annual basis during the tenure and such an increase would be within the limit of Schedule V of the Companies Act, 2013 (or any amendment or reenactment made thereof from time to time) as applicable to the Company and would be subject to other compliance/s, if any, as might be required.

7. Terms of the appointment of Whole-time Director can be renewed by the Board of Directors before the expiry of the said term and in case the terms are not renewed before the expiry of the existing term by the Board of Directors, Mr. Sarabhai shall cease to be a Whole-time Director on expiration of the present term.

The proposed resolution and explanatory statement may be treated as an abstract of the terms and conditions of the appointment of Mr. Sarabhai as Whole Time Director in terms of section 190 of the Companies, Act 2013.

Mr. Sarabhai may be considered to be concerned or interested in the proposed resolution.

None of the other Directors of the Company are concerned or interested in the said resolution.

Item 7

Ms. Chaula Shastri is B.Com. LL.B, Diploma in Business Management. She is in the organization since 1979. Ms. Shastri has wide and varied experience of over 33 years in various areas of Administration and Management. At present, she is looking after all day to day management functions at Vadodara campus under the superintendence and control of the Board of Directors. The tenure of Ms. Shastri as Whole-time Director would be completed on 15.10.2015. In view of her involvement and contribution in restructuring of the Company, the Nomination and Remuneration Committee and Board of Directors at their respective meeting held on 28.7.2015 have subject to the requisite approval/s, re-appointed her for a further period of 3 years with effect from 1.4.2015 on following terms and conditions:

- | | |
|--|---|
| | March 2018. |
| 2. a) Basic Salary | : Rs. 59,000/- p.m. in the grade of 59,000 - 3,000 - 65,000 |
| b) House rent allowance | : Rs.23,600/- p.m.
@ 40% of (a) |
| c) Perquisites | : Total perquisites shall be restricted to 60% of basic salary. |
| i) Expenditure incurred on gas, electricity, water, furnishing | : To be valued as per I.T. Rules and in absence of such rules, to be valued at actual cost. |
| ii) Medical benefits for self and family | : Reimbursement of expenses actually incurred for self, spouse and dependent children. However, such reimbursement as it would exceed maximum limit laid down under I.T. Rules, would be subject to tax, from time to time. |
| iii) Leave Travel Concession for self and family | : Only travel fare, once a year to & fro for any place in India. |
| iv) Additional allowance | : In the form of conveyance / petrol / miscellaneous expenses. |
| v) Telephone facilities | : Personal long distance call to be paid for by the appointee. |
| vi) Club fees and personal accident insurance, as per Company's rules. | |

Ms. Shastri shall also be entitled for the following benefits. However the same will not be taken into account while computing Managerial Remuneration.

Other Benefits:

- A) Reimbursements of actual entertainment expenses incurred for the business of the Company, as per Company's rules.
 - B) Leave on full pay, as per rules of the Company, but not exceeding one month's leave for every eleven months of service.
 - C) Company's contribution towards provident fund and superannuation fund as per rules of the Company.
 - D) Gratuity would become payable at the rate not exceeding half a month's salary for each completed year of service.
 - E) Encashment of leave in respect of leave accumulated but not availed of at the end of the tenure, would be permissible.
3. Annual Increment : Entitled to get annual increment as may be decided by the Board of Directors within the basic salary of Rs. 59,000/- p.m. in the grade of 59,000 - 3000 - 65,000/-.
 4. Rs. 2,00,000/- per annum : Ms. Shastri shall be entitled for compensation on achieving pre determined Key Performance

Area as determined by Nomination and Remuneration committee in proportion to achievement of key performance target both quantitative and qualitative during the year.

5. In absence of or in-adequacy of profits in any financial year, she will be entitled to said salary, perquisites etc. as mentioned above as minimum remuneration.
6. Other terms and conditions:
 - i) In the capacity of a Whole-time Director, she shall not be paid any sitting fees to attend the meeting of the Board and/or Committee thereof.
 - ii) In the event of cessation of her respective office during any financial year, the aforesaid remuneration will be paid on a pro-rata basis.
 - iii) She shall not so long as she functions as a Whole-time Director of the Company become interested or otherwise concerned directly or through spouse/or minor children in any selling agency of the company further without the prior approval of the Central Government.
 - iv) The Company shall deduct all taxes from the remuneration, as per applicable law, from time to time.
 - v) Without the approval of the Board of Directors of the Company, neither she nor any of her relatives nor any firm or private company in which she or any of her relatives are a Director, member or partner shall enter into any contract with the Company for sale, purchase or supply of any goods, materials or services for whatever value. She shall also report to the Board the names of all private companies, firms or proprietorship in which she or any of her relatives as defined in the Companies Act, have any interest as Director, member, partner or proprietor.
 - vi) This appointment is terminable by three months' notice on either side or payment of salary in lieu thereof.
7. The Board of Directors / Nomination and Remuneration Committee of Directors of the Company would be empowered to modify the terms of remuneration as may be required and also to increase the above remuneration on an annual basis during the tenure and such an increase would be within the limit of Schedule V of the Companies Act, 2013 (or any amendment or reenactment made thereof from time to time) as applicable to the Company and would be subject to other compliance/s, if any, as might be required.
8. Ms. Shastri's terms of the appointment of Whole-time Director can be renewed by the Board of Directors before the expiry of the said term and in case the terms are not renewed before the expiry of the existing term by the Board of Directors, Ms.

Shastri shall cease to be a Whole-time Director on expiration of the present term.

The proposed resolution and explanatory statement may be treated as an abstract of the terms and conditions of the appointment of Ms. Shastri as Whole-time Director in terms of section 190 of the Companies, Act 2013.

Ms. Shastri may be considered to be concerned or interested in the proposed resolution.

None of the other Directors of the Company are concerned or interested in the said resolution.

Your Directors commend the resolutions as set out in the Notice for your approval and acceptance.

By Order of the Board of Directors,
Ketan Adhvaryu
Company Secretary

Date : 28.7.2015
Place : Ahmedabad