

2012-13



**ARCH PHARMALABS LIMITED**

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**Mr. Ajit A. Kamath**  
Chairman & Managing Director

**Mr. T. Mallikarjuna Reddy**  
Executive Vice Chairman

**Mr. Manoj T. Jain**  
Deputy Managing Director

**Mr. Rajendra P. Kaimal**  
Executive Director

**Mr. Lokesh Kumar**  
Nominee Director, Export Import Bank of India

### COMPANY SECRETARY

Mr. Vikas Kedia

### BANKS & FINANCIAL INSTITUTIONS

Axis Bank Limited  
Allahabad Bank  
Bank of Bahrain & Kuwait  
Bank of India  
Bank of Maharashtra  
Barclays Bank PLC  
Canara Bank  
Canbank Factors Limited  
Central Bank of India  
China Trust Bank  
Corporation Bank  
DEG, Germany  
Dhanlaxmi Bank  
Export Import Bank of India  
HDFC Limited  
HDFC Standard Life Insurance Company Limited  
ICICI Bank Limited  
IDBI Bank  
IL&FS Financial Services Ltd.  
India Factoring and Finance Solutions Pvt. Ltd.  
Indian Bank  
Indian Overseas Bank  
IndusInd Bank  
IFCI Factors Ltd.  
Jammu & Kashmir Bank  
Karur Vysya Bank  
KKR India Financial Services Limited  
Kotak Mahindra Bank  
Lakshmi Vilas Bank  
L&T Finance Limited  
Oriental Bank of Commerce  
Punjab National Bank  
South Indian Bank  
SBI Global Factors Limited  
State Bank of Bikaner & Jaipur  
State Bank of Hyderabad  
State Bank of India  
State Bank of Mauritius  
State Bank of Mysore  
State Bank of Travancore  
SICOM Limited  
Syndicate Bank  
UCO Bank  
Union Bank of India  
United Bank of India  
Vijaya Bank

### STATUTORY AUDITORS

M/s. Chaturvedi & Patel, Chartered Accountants, Mumbai  
M/s. Nayak & Rane, Chartered Accountants, Mumbai

### INTERNAL AUDITORS

Arvind Ranka & Associates, Chartered Accountants  
V. Sankar Aiyar & Co., Chartered Accountants  
K. Naveen Kumar, Chartered Accountants  
Gulab & Associates, Chartered Accountants

### REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.  
Unit: Arch Pharmalabs Limited  
C-13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (W), Mumbai - 400078  
Tel: 022-25946970; Fax: 022-25946969;  
Email: rnt.helpdesk@linkintime.co.in

### REGISTERED & CORPORATE OFFICE

541/A, ARCH House,  
Marol Maroshi Road, Marol,  
Andheri (East), Mumbai - 400 059.

### PLANT LOCATIONS

1. Survey No. 323, Gundlamachnur Village,  
Hathnoora Mandal, District Medak - 502 296,  
Andhra Pradesh (Medak Unit - 1)
2. Plot No. T-84, 85 & 86, MIDC, Tarapur, Boisar - 401 506,  
Maharashtra (Tarapur Unit - 1)
3. Plot No. G-3, G-4 & G-5, Kharvai MIDC, Badlapur,  
Dist. Thane - 421 503, Maharashtra (Badlapur Unit)
4. Vitalife Laboratories  
Village Pathreri, Bilaspur -Tauru Road,  
District Gurgaon - 122 001,  
Haryana (Gurgaon Unit)
5. Plot No. G-6, MIDC Taloja,  
Taloja Industrial Area,  
Village Navade, Taluka Panvel,  
District Raigad, Maharashtra (Taloja Unit)
6. Mittapally Village, Siddipet - 502 375, Medak,  
Andhra Pradesh (Medak Unit - 2)
7. Plot No. E-64/E-80/E-81/E-82, Tarapur Industrial Area,  
M.I.D.C. Salvad, Thane District,  
Maharashtra. (Tarapur Unit-2)
8. Survey No. 10, Gadda Potharam,  
Jinaram mandal, Kazipalli Industrial Area,  
Medak District - 500 043 (Medak Unit - 3)
9. Plot No. TS - 21, TS - 22, F - 40, Phase II,  
Sagaon, Dombivali (E), Thane - 421204.  
Maharashtra (Dombivali Unit)

### CORPORATE R&D CENTRE:

Plot No. 21, MIDC, Chemical Zone, Taloja Industrial Area,  
Village Navade, Taluka Panvel,  
District Raigad - 410 208 (Taloja R&D)  
Website: [www.archpharmalabs.com](http://www.archpharmalabs.com)  
Email: [info@archpharmalabs.com](mailto:info@archpharmalabs.com)

## Manufacturing Facilities

PARTICULARS	MEDAK UNIT I	TARAPUR UNIT 1	GURGAON UNIT	BADLAPUR UNIT	TALOJA UNIT
<b>VERTICAL &amp; PRODUCTS</b>					
Vertical	Intermediates & CRAMS	Intermediates & CRAMS	APIs & CRAMS	Intermediates & CRAMS	CRAMS
Primarily Catering to Therapeutic Segments	Lipid Lowering Agents (Atorvastatin), Antibiotics (Synthetic Side Chains)	Lipid Lowering Agents (Atorvastatin), Antibiotics	Cardiovascular, Anti-Platelet, Anti-Asthmatic, Anti-Retroviral	Lipid Lowering Agents (Atorvastatin), Cardiovascular, Anti-diabetic	NA
Key Products	ATS-8 (TBIN), ATS-9 and ATV-1 (L1), DKT3, Isoxazole Penicillins Side Chains	ATS-5 (HN)	Atorvastatin, Clopidogrel, Montelukast, Perindopril, Zidovudine, Lamivudine, Ritonavir, Piperaquine-DHA	GBI, SOLE3, NFHDA, TTC-HCl, MKT-DIOL	NA
<b>QUALITY CERTIFICATIONS</b>					
cGMP	NA	NA	Compliant	Compliant	NA
Inspected / Accredited	—	—	USFDA Inspected, EMA / AIFA Inspected, EU- Danish WHO-GMP	—	—
Drug Master Files	7 USDMFs	10 USDMF 1 CEP 3 (Applied CEP) 7 Other DMFs	1 USDMF		
ISO 9001:2008	✓	✓	✓	✓	
ISO 14001:2004	✓		✓		
OHSAS 18001:2007	✓		✓		
<b>INFRASTRUCTURE</b>					
In-house R&D Site	✓		✓		

## Manufacturing Facilities

MEDAK UNIT 2	TARAPUR UNIT 2	DOMBIVALI UNIT	AVON SOLAPUR UNIT	AVON MEDAK UNIT	MEDAK UNIT 3
Intermediates	Oncology APIs & CRAMS	APIs & CRAMS	APIs & CRAMS	Intermediates	APIs & Intermediates & CRAMS
Antibiotics (Synthetic Side Chains), Phosphorous Derivatives	Oncology	Various	Decongestant, Anti-Viral (Anti-Herpes)	Diketene Derivatives	Lipid Lowering Agents (Atorvastatin), Anti-Retroviral
Isoxazole Penicillins Side Chains, Phosphorous Pentachloride, Phosphorous Oxychloride	Gemcitabine, Docetaxel, Paclitaxel, Capecitabine, Imatinib, Benzotropine, Irinotecan, Busulfan	Cetirizine, Citalopram, Diclofenac, s-Ibuprofen, Meloxicam, Piroxicam, Ramipril, Simvastatin	Pseudo Ephedrine, Ephedrine, Valacyclovir	E4CAA, AABI, MMAA, PHEEMA	ATS-5 (HN), Efavirenz, Zidovudine, Lamivudine Amlodipine
<b>QUALITY CERTIFICATIONS</b>					
—	—	USFDA Inspected, EDQM Inspected, TGA Inspected, Japanese Accredited and GMP Certification by AFSSAPS, EU-German	USFDA Inspected WHO-GMP	—	WHO-GMP
NA	Compliant	Compliant	Compliant	NA	Compliant
	7 USDMF 2 CEP 3 (Applied CEP) 9 Other DMFs	9 USDMF 8 CEP 7 Other DMFs	2 USDMF 1 CEP 2 Other DMFs		5 USDMF 2 (Applied CEP)
✓	✓	✓		✓	✓
	✓	✓			
	✓	✓			
<b>INFRASTRUCTURE</b>					
	✓			✓	✓

## NOTICE

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Members of **ARCH PHARMALABS LIMITED** will be held at "Residency Hotel", Suren Road, Near Cinemagic Theatre, Andheri (East), Mumbai - 400 093, on Saturday, 30<sup>th</sup> November, 2013 at 9.30 a.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Statement of Accounts together with the Reports of the Directors and Auditors for the year ended March 31, 2013.
2. To appoint a Director in place of Mr. T. Mallikarjuna Reddy, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajendra Kaimal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors until the conclusion of the next Annual General Meeting and to fix their remuneration:

"RESOLVED THAT in pursuance to the provision of Section 224 of the Companies Act, 1956, M/s. Chaturvedi & Patel, Chartered Accounts and M/s. Nayak & Rane, Chartered Accountants, be and are hereby re-appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting on remuneration to be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of the Articles of Association of the Company, Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the said Act including any amendments and re-enactments thereof and subject to other approvals as may be necessary, consent and approval of the Company be and is hereby accorded for the appointment of Mr. Ajit Kamath as Chairman & Managing Director of the Company, for a period of five years, w.e.f. November 1, 2013, as per the terms and conditions set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT Mr. Ajit Kamath shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors ('the Board', which term shall be deemed to mean and include any Committee constituted by the Board) be and is hereby authorised to take such

steps as may be necessary to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also be deemed to include the Remuneration Committee thereof constituted by the Board) be and is hereby authorised to revise and/or re-fix the said remuneration and/ or other perquisites, benefits and amenities provided that the so revised/re-fixed remuneration and/ or perquisites etc. do not exceed the limits prescribed from time to time pursuant to Schedule XIII or any other provisions of Companies Act, 1956, and/or any Statutory modification(s) thereof and provided further that such enhanced remuneration, perquisites and benefits & amenities are subsequently placed before the shareholders in their General Meeting held after such enhancement/ revision/ re-fixation by the Board.

RESOLVED FURTHER THAT Mr. Manoj Jain, Dy. Managing Director and Mr. Vikas Kedia, Company Secretary be and are hereby singly authorised to sign and submit the relevant forms with the Registrar of Companies, Maharashtra for registration of re-appointment of the Chairman and Managing Director of the Company."

6. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of the Articles of Association of the Company, Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the said Act including any amendments and re-enactments thereof and subject to other approvals as may be necessary, consent and approval of the Company be and is hereby accorded for the appointment of Mr. T. Mallikarjuna Reddy as Vice Chairman of the Company, for a period of five years, w.e.f. October 1, 2013, as per the terms and conditions set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT Mr. T. Mallikarjuna Reddy shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors ('the Board'), which term shall be deemed to mean and include any Committee constituted by the Board, be and is hereby authorised to take such steps as may be necessary to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also be deemed to include the Remuneration Committee thereof constituted by the Board) be and is hereby

authorised to revise and/or re-fix the said remuneration and/ or other perquisites, benefits and amenities provided that the so revised/re-fixed remuneration and/ or perquisites etc. do not exceed the limits prescribed from time to time pursuant to Schedule XIII or any other provisions of Companies Act, 1956, and/or any statutory modification(s) thereof and provided further that such enhanced remuneration, perquisites and benefits & amenities are subsequently placed before the shareholders in their General Meeting held after such enhancement/ revision/ re-fixation by the Board.

RESOLVED FURTHER THAT Mr. Manoj Jain, Dy. Managing Director and Mr. Vikas Kedia, Company Secretary be and are hereby singly authorised to sign and submit the relevant forms with the Registrar of Companies, Maharashtra for registration of re-appointment of the Vice Chairman of the Company."

7. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of the Articles of Association of the Company, Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the said Act including any amendments and re-enactments thereof and subject to other approvals as may be necessary, consent and approval of the Company be and is hereby accorded for the appointment of Mr. Manoj Jain as Deputy Managing Director of the Company, for a period of five years, w.e.f. November 1, 2013, as per the terms and conditions set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT Mr. Manoj Jain shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors ('the Board', which term shall be deemed to mean and include any Committee constituted by the Board) be and is hereby authorised to take such steps as may be necessary to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also deemed to include the Remuneration Committee thereof constituted by the Board) be and is hereby authorised to revise and/or re-fix the said remuneration and/ or other perquisites, benefits and amenities provided that the so revised/re-fixed remuneration and/ or perquisites etc. do not exceed the limits prescribed from time to time pursuant to Schedule XIII or any other provisions of Companies Act, 1956, and/or any Statutory modification(s) thereof and provided further that such enhanced remuneration, perquisites and benefits & amenities are subsequently placed before the shareholders in

their General Meeting held after such enhancement/ revision/ re-fixation by the Board."

"RESOLVED FURTHER THAT Mr. Ajit Kamath, Chairman & Managing Director and Mr. Vikas Kedia, Company Secretary be and are hereby singly authorised to sign and submit the relevant forms with the Registrar of Companies, Maharashtra for registration of re-appointment of the Deputy Managing Director of the Company."

8. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of the Articles of Association of the Company, Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the said Act including any amendments and re-enactments thereof and subject to other approvals as may be necessary, consent and approval of the Company be and is hereby accorded for the appointment of Mr. Rajendra Kaimal as Executive Director of the Company, for a period of five years, w.e.f. November 1, 2013, as per the terms and conditions set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT Mr. Rajendra Kaimal shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors ('the Board', which term shall be deemed to mean and include any Committee constituted by the Board) be and is hereby authorised to take such steps as may be necessary to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also deemed to include the Remuneration Committee thereof constituted by the Board) be and is hereby authorised to revise and/or re-fix the said remuneration and/ or other perquisites, benefits and amenities provided that the so revised/re-fixed remuneration and/ or perquisites etc. do not exceed the limits prescribed from time to time pursuant to Schedule XIII or any other provisions of Companies Act, 1956, and/or any Statutory modification(s) thereof and provided further that such enhanced remuneration, perquisites and benefits & amenities are subsequently placed before the shareholders in their General Meeting held after such enhancement/ revision/ re-fixation by the Board."

"RESOLVED FURTHER THAT Mr. Manoj Jain, Dy. Managing Director and Mr. Vikas Kedia, Company Secretary be and are hereby singly authorised to sign and submit the relevant forms with the Registrar of Companies, Maharashtra for registration of re-appointment of the Executive Director of the Company."

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

"RESOLVED THAT, in supercession of all the earlier resolutions passed by the Company, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 [erstwhile Section 293(1)(d) of the Companies Act, 1956] and other applicable provisions, if any, of the Companies Act, 2013 and Companies Act, 1956 including any statutory modification(s), or redeemed enactment thereof, for the time being in force and as amended from time to time, consent of the Members be and is hereby accorded to the Board of Directors of the Company, borrowing, from time to time, all such sums of money for the purpose of business of the Company notwithstanding that the moneys borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, i.e. to say, reserves not set apart for any specific purpose, provided that the total amount of money so borrowed and outstanding shall not at any time exceed the sum of ₹5000 Crores (Rupees Five Thousand Crores ).

"RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board of Directors, of the Company for issuing non-convertible debentures, whether to public or to specified individuals, bodies corporate, Banks, Financial Institutions, Mutual Funds or other lenders, of such nominal value and on such terms and conditions as to the duration and the manner of redemption of debentures, the interest payable and as to the security, as may be decided by the Board of Directors of the Company in the best interest of the Company."

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

"RESOLVED THAT in supercession of all the earlier resolutions passed by the Company, pursuant to the

provisions of Section 180(1)(a) of the Companies Act, 2013 [erstwhile Section 293(1)(a) of the Companies Act, 1956] and other applicable provisions, if any, of the Companies Act, 2013 and Companies Act, 1956 including any statutory modification(s), or redeemed enactment thereof, for the time being in force and as amended from time to time, consent of the Members be and is hereby accorded to the creation of such mortgages and/or charges and also for modification or varying the terms of any existing mortgages and/or charges on all or any of the immovable or movable properties of the Company wheresover situated, present and/or future, including the whole of the undertaking(s) of the Company (save and except the current assets that are or may be hypothecated and/or pledged in favour of the Company's bankers for securing borrowings for working capital requirements) to secure the repayments of any borrowings made or loan availed of, or debentures issued and/or to be made/availed of/issued by the Company and to secure the payment of interest thereon or any charges or expenses relating thereto or arising from the borrowings or availing of loans or issue of debentures and that the said debentures or charges be created in favour of the trustees of debenture holders, if any, and in any manner as may be thought fit by the Board of Directors of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to execute trust deeds and/or such other documents for creating mortgages and resolve and settle any difficulties that may arise in the proposed issue and allotment of the debentures and to do all such acts and deeds, and things in connection therewith and incidental thereto as the Board of Directors in its absolute discretion may deem fit."

For and on behalf of the Board

Place: Mumbai  
Date: 30<sup>th</sup> October, 2013

**VIKAS KEDIA**  
**COMPANY SECRETARY**

**REGISTERED OFFICE:**

541/A, ARCH House, Marol Maroshi Road, Marol, Andheri (East), Mumbai - 400 059



## EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

### Item No. 5:

Mr. Ajit Kamath was appointed as the Chairman & Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> November, 2008. The Board of Directors of the Company re-appointed Mr. Ajit Kamath as Whole-time Director designated as Chairman and Managing Director pursuant to Sections 198, 269, 309, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, for a period of 5 years with effect from 1<sup>st</sup> November, 2013, subject to the approval of shareholders, on the remuneration, terms and conditions, as stated in the resolution.

The principal terms and conditions of Mr. Ajit Kamath's re-appointment are proposed to be as follows:-

- a) **Period of Appointment** : 5 (Five) years effective from 1<sup>st</sup> November, 2013 upto 31<sup>st</sup> October, 2018.
- b) **Remuneration** - ₹ 4,00,000/-p.m.

with authority to the Board/ Remuneration Committee constituted by the Board to re-fix his salary from time to time within the aforesaid period, keeping into view his performance and the ceilings, if any, fixed by statute, subject to Shareholders' approval after such enhancement /re-fixation by the board.

The following perquisites are included in the abovementioned remuneration:

- a) Medical reimbursement: Actual expenses incurred for self.
- b) Contribution to Provident Fund, Superannuation fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.
- c) Gratuity payable shall be calculated as per the provisions of Gratuity Act, 1972.
- d) Encashment of Leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

The following are the other terms of the appointment:

- a) Provision of Company's car with Driver and telephone at residence, which will not be considered as perquisites.
- b) Reimbursement of entertainment expenses, traveling and all other expenses, actually and properly incurred for the purpose of Company's business.
- c) No sitting fees shall be paid for attending the meeting of Board of Directors or committee thereof.

Hence, the Board recommends the resolution for their approval as Ordinary resolution.

None of the Directors of the Company, except Mr. Ajit Kamath, is interested in this resolution.

### Item No. 6:

Mr. T. Mallikarjuna Reddy was appointed as Executive Vice Chairman of the Company for a period of five years with effect from 1<sup>st</sup> October, 2008. The Board of Directors of the Company re-appointed Mr. T. Mallikarjuna Reddy as Whole-time Director designated as Executive Vice Chairman pursuant to Sections 198, 269, 309, 311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 with effect from 1<sup>st</sup> October, 2013 for a period of 5 years subject to the approval of shareholders, on the remuneration, terms and conditions, as stated in the resolution.

The principal terms and conditions of Mr. T. Mallikarjuna Reddy's re-appointment are proposed to be as follows:-

- c) **Period of Appointment** : 5 (Five) years effective from 1<sup>st</sup> October, 2013 upto 30<sup>th</sup> September, 2018.
- d) **Remuneration** - ₹ 3,33,333/-p.m.

with authority to the Board/ Remuneration Committee constituted by the Board to re-fix his salary from time to time within the aforesaid period, keeping into view his performance and the ceilings, if any, fixed by statute, subject to Shareholders' approval after such enhancement /re-fixation by the board.

The following perquisites are included in the abovementioned remuneration:

- a) Medical reimbursement: Actual expenses incurred for self.

- b) Contribution to Provident Fund, Superannuation fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.
- c) Gratuity payable shall be calculated as per the provisions of Gratuity Act, 1972.
- d) Encashment of Leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

The following are the other terms of the appointment:

- a) Provision of Company's car with Driver and telephone at residence, which will not be considered as perquisites.
- b) Reimbursement of entertainment expenses, traveling and all other expenses, actually and properly incurred for the purpose of Company's business.
- c) No sitting fees shall be paid for attending the meeting of Board of Directors or committee thereof.

Hence, the Board recommends the resolution for their approval as Ordinary resolution.

None of the Directors of the Company, except Mr. T. Mallikarjuna Reddy, is interested in this resolution.

#### Item No. 7:

Mr. Manoj Jain was appointed as Deputy Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> November, 2008. The Board of Directors of the Company re-appointed Mr. Manoj Jain as Whole-time Director designated as Deputy Managing Director pursuant to Sections 198, 269, 309, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 with effect from 1<sup>st</sup> November, 2013 for a period of 5 years subject to the approval of shareholders, on the remuneration, terms and conditions, as stated in the resolution.

The principal terms and conditions of Mr. Manoj Jain's re-appointment are proposed to be as follows:-

- a) **Period of Appointment** : 5 (Five) years effective from 1<sup>st</sup> November, 2013 upto 31<sup>st</sup> October, 2018.
- b) **Remuneration** - ₹ 3,33,333/-p.m.

with authority to the Board/ Remuneration Committee constituted by the Board to re-fix his salary from time to time within the aforesaid period, keeping into view his performance and the ceilings, if any, fixed by statute, subject to Shareholders' approval after such enhancement/re-fixation by the board.

The following perquisites are included in the abovementioned remuneration:

- a) Medical reimbursement: Actual expenses incurred for self.
- b) Contribution to Provident Fund, Superannuation fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.
- c) Gratuity payable shall be calculated as per the provisions of Gratuity Act, 1972.
- d) Encashment of Leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

The following are the other terms of the appointment:

- a) Provision of Company's car with Driver and telephone at residence, which will not be considered as perquisites.
- b) Reimbursement of entertainment expenses, traveling and all other expenses, actually and properly incurred for the purpose of Company's business.
- c) No sitting fees shall be paid for attending the meeting of Board of Directors or committee thereof.

Hence, the Board recommends the resolution for their approval as Ordinary resolution.

None of the Directors of the Company, except Mr. Manoj Jain, are interested in this resolution.

#### Item No. 8:

Mr. Rajendra Kaimal was appointed as Executive Director of the Company for a period of five years with effect from 1<sup>st</sup> November, 2008. The Board of Directors of the Company re-appointed Mr. Rajendra Kaimal as Whole-time Director designated as Executive Director pursuant to Sections 198, 269, 309, 311 and Schedule XIII and other applicable provisions, if any, of the