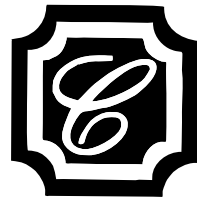


**TWENTY SIXTH ANNUAL REPORT
2011-2012**



CHARTERED CAPITAL AND INVESTMENT LIMITED

Registered Office : 711, Mahakant, Opp. V.S. Hospital,
Ellisbridge, Ahmedabad - 380 006.

CHARTERED CAPITAL AND INVESTMENT LIMITED

ANNUAL REPORT 2011-2012

BOARD OF DIRECTORS

1. Mr. Sanatan N Munsif	Chairman
2. Mr. A.L. Sanghvi	Vice Chairman
3. Mr. Mohib N. Khericha	Managing Director
4. Mr. Ashok Kavdia	Director
5. Mr. Deepak P. Singhvi	Director

AUDITORS

M/s Mayank Shah & Associates
Chartered Accountants
706, Mahakant Building, Opp. V. S. Hospital
Ellisbridge, Ahmedabad -380006

COMPANY SECRETARY

Manoj Kumar Ramrakhyani

BANKERS

Corporation Bank
HDFC Bank Ltd.

REGISTERED OFFICE

711, Mahakant,
Opp. V. S. Hospital, Ellisbridge,
Ahmedabad - 380 006

CIN

L45201GJ1986PLC008577

WEBSITE

www.charteredcapital.net

SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (W), Mumbai-400078.

ISIN No : INE 953B01010

BSE Code : 511696

ASE Code : 11705

NOTICE

Notice is hereby given that 26th Annual General Meeting of the company will be held on Saturday, September 29, 2012 at 11:00 a.m. at the registered office of the company at 711, Mahakant, Opp. V. S. Hospital, Ellisbridge, Ahmedabad - 380006 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2012 and the Profit and Loss Account for the year ended on the date and the Report of Directors and Auditors Report thereon.
2. To appoint a Director in place of Mr. Sanatan N Munsif, who retires by rotation and being eligible, has offered himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

By order of the Board of Directors

Place: Ahmedabad
Date : August 28, 2012

Mohib N. Khericha
Managing Director

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 and a proxy need not be a member of the company. A proxy in order to be effective must be lodged at the registered office of the company at least 48 hours before the commencement of the meeting.**
2. Members/ proxies should bring attendance slip, duly filled in, for attending the meeting.
3. Members/ proxies attending the meeting should bring their copy of the Annual Report for reference at the meeting.
4. Members are requested to notify immediately any change in address:
 - To their Depository Participants (DPs) in respect of the electronic share accounts; and
 - To Registrar and Share Transfer Agent of the Company in respect of their Physical share folios along with Bank particulars.
5. The register of Members and share transfer books of the company will remain closed from Saturday, September 22, 2012 to Saturday, September 29, 2012 (both days inclusive).

CHARTERED CAPITAL AND INVESTMENT LIMITED

6. As per the requirement of clause 49 of the listing agreement on Corporate Governance for appointment of the retiring directors/re-appointment of retiring Directors, a statement containing details of the concerned Directors is given below.

Mr. Santan N Munsif who is retiring by rotation at the ensuing Annual General Meeting is eligible for re-appointment. A brief resume of the Director is mentioned below:

Name of the Director	Mr. Santan N Munsif
Date of Birth	December 14, 1934
Date of Appointment	May 20, 1993
Expertise in specific functional areas	Mr. Santan Munsif has been associated with the Company since 1993 and has over 30 years of experience in Banking which includes 20 years with Bank of India and 10 years with American Express Bank (1979-1989), at senior positions. He has worked overseas for a considerable period and possesses the right experience to lead CCIL. He liaisons and finalises deals with all financial Intermediaries and Institutions including the Reserve Bank of India , Unit Trust of India, Development Banks, Corporates etc. and guides the Company to achieve its goals.
Qualifications	BA (Economics), B.Com, LLB
List of outside Directorship held	None
Chairman/member of the committee of the Board of Directors of the Company*	Member of Audit CommitteeMember of Shareholders/Investor Grievance Committee
Chairman/member of the committee of the Board of Directors of other Companies in which he is a director*	None
Shareholding in the company	Nil

* Only Audit Committee & Shareholders/Investor Grievance Committee has been considered.

7. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturdays, between 11.00 am to 1.00 pm. prior to the date of Annual General Meeting.
8. Members who hold shares in dematerialized form are requested to bring their Client Id and DP ID for easier identification of attendance at the AGM. The Annual Listing Fees for the year 2012-13 of all the stock exchanges on which shares of the company are listing, have been paid.
9. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to address their questions to the company so as to reach at least 10 days before the date of the meeting, so that the information required will be made available at the meeting, to the best extent possible.

By order of the Board of Directors

Place : Ahmedabad
Date : August 28, 2012

Mohib N. Khericha
Managing Director

DIRECTORS' REPORT

To,

Dear Shareholders,

Chartered Capital and Investment Limited

Your Directors are pleased to present herewith the 26th Annual report together with the Annual Audited Accounts of the Company for the year ended March 31, 2012.

FINANCIAL RESULTS

The Financial results for the year ended March 31, 2012 are summarized as under:

Particulars	(Rs. In Lacs)	
	For the year ended	
	31/03/2012	31/03/2011
Total Income	314.73	858.17
Profit (Loss) before depreciation and taxes	215.07	609.53
Less: Depreciation	3.02	1.86
Less: Provision for taxes	49.00	182.20
Less: Deferred Tax	0.70	0.46
Profit (Loss) After Tax	162.35	425.01

OPERATIONS

During the year under review, gross income as well as net profit of the Company decreased to Rs.314.73 lacs & Rs.162.35 lacs respectively from Rs.858.17 & Rs.425.01 lacs respectively during the previous year. The overall dull capital market including primary market as well as the SEBI's ex-parte interim order dated December 28, 2011 prohibiting the Company and its 2 key officials from taking up any new assignment or involvement on any new issue of capital including IPO; follow-on issue etc till further directions, were the main reason for such downfall in the overall performance of the company. However, the Company is taking necessary steps to get the best possible relief at the earliest.

DIVIDEND

The Board of Directors does not recommend any dividend for the year 2011-2012 with a view to reinvest the profit for the operations of the Company.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the company, Mr. Santan N Munsif Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

The brief resume/detail relating to the Director who is to be re-appointed is furnished in the Notes to the Notice of the Annual General Meeting. Members are considered to consider their re-appointment as Director of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report has been enclosed herewith vide "Annexure-A" and forms part of Director's Report.

CORPORATE GOVERNANCE

Your Company reaffirms its commitment to the standards of Corporate Governance as prescribed under Clause 49 of the Listing Agreement with the stock exchanges. A Report on Corporate Governance together with the Auditors Certificate on the same is annexed as part of the Annual Report.

Your Company has also adopted a "Code of Conduct" for its Directors and Senior Management, as prescribed under Clause 49 of the Listing Agreement.

CEO/CFO CERTIFICATION

A certificate from the Managing Director, pursuant to Clause 49(V) of the Listing Agreement has been placed before the Board at its Meeting held on August 28, 2012.

FUTURE OUTLOOK

The economic outlook for the year 2012-13, high inflation, high interest rates, fiscal & current account deficit, liquidity tightness, high oil prices and pressure on exchange rates would be the reason for slowing the down the economic growth. RBI, alongside inflation concern, should think about the economic expansion of the country since the liquidity situation could get distressed and will put India's economic growth at risk. Moreover, the higher cost of credit will certainly have an impact in the corporate balance sheet, which will prevent the short term foreign inflows in the country to finance the current account deficit until inflation sustained below comfort zone of reserve bank. Inflation would continue to remain the predominant concern for the debt market. We are likely to witness a lot of activity in all the spheres of the capital market. Inflation risks stayed, while growth showed a sign of moderation. On current reckoning, growth is likely to stay around trend growth of around 6-7 per cent. However, downside risks have increased. Overall, some moderation in growth is expected in 2012-13.

CHARTERED CAPITAL AND INVESTMENT LIMITED

So far as company's near term future outlook is concerned, SEBI's ex-parte interim order dated December 28, 2011 prohibiting the Company and its 2 key officials from taking up any new assignment or involvement on any new issue of capital including IPO; follow-on issue etc till further directions, may also have its negative impact on the revenue and profitability of the Company.

SEBI's ex-parte ad-interim order dated December 28, 2011 in the matter of IPO of RDB Rasayans Limited

SEBI vide its ex-parte ad-interim order dated December 28, 2011 in the matter of IPO of RDB Rasayans Limited for which the Company was the BRLM, has, inter alia, prohibited the Company and its 2 key officials, from taking up any new assignment or involvement on any new issue of capital including IPO, follow-on issue etc from the securities market in any manner whatsoever from the date of the Impugned Order till further directions. The Impugned Order alleges lack of due diligence on the part of the Company in the handling of an IPO assignment as a merchant banker. The company filed its reply to SEBI on January 14, 2012 denying all the allegations against the company and its officials and also attended personal hearing held at SEBI's office on March 16, 2012. In spite of repeated requests to SEBI to pass the final order in the matter, the SEBI has not passed any final order in the matter and therefore the Company has preferred to file an appeal against the said order to Hon'ble Securities Appellate Tribunal (SAT) on August 8, 2012. The Company expects a prompt & favorable order from SAT in this regard. However, the same is still pending with SAT.

STOCK EXCHANGES

The Company's shares are listed on Bombay Stock Exchanges Limited (BSE) and Ahmedabad Stock Exchange Limited (ASE). The company has paid necessary listing fees of both the stock exchanges for the year 2012-2013.

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 217 (2AA) of the Companies Act, 1956 the Directors would like to state that:

- i. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the period;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguards in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities;
- iv. The Directors have prepared the Annual Accounts on a going concern basis.

DEPOSITS

During the year Company has not accepted any deposits under Section 58-A of the Companies Act, 1956.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Particulars relating to the conservation of energy, technology absorption are not given as Companies (Disclosure of particulars in report of Board of Directors) Rules, 1988 is not applicable to the Company due to the nature of the Company's business operations, being an Investment Banking Company. During the year under review there has been no foreign exchange earning or outgo.

PARTICULARS OF EMPLOYEES COVERED UNDER THE (PARTICULARS OF EMPLOYEES) RULES, 1975

None of the employees of the Company was in receipt of remuneration in excess of the limits prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended, during the year under review.

AUDITORS AND AUDITORS' REPORT:

M/s Mayank Shah & Associates, Chartered Accountants, Ahmedabad hold office as Auditors of the Company until the conclusion of 26th Annual General Meeting and Board recommends their re-appointment till the conclusion of next Annual General Meeting. The Company has received a certificate from Auditors under Section 224(1) of the Companies Act, 1956 to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Act. The Board recommends their re-appointment for the next term.

Members are requested to consider their re-appointment as Auditors of the Company for the current year at a remuneration to be decided by the Board of Directors.

The Board has duly reviewed the Auditors Report on the Accounts. The observations appearing in the Auditors Report are self explanatory and do not call for any further explanation/clarification/comments by the Board of Directors.

Acknowledgement

The Board of Directors wish to express their gratitude and appreciation for the continuous support and co-operation extended by the Banks, the Securities and Exchange Board of India, the Stock Exchanges, various Government authorities, Financial Institutions and all shareholders.

Your Directors would also like to take this opportunity to express their appreciation for the dedicated efforts of the employees of the Company.

For and on behalf of Board of Directors

Place : Ahmedabad
Date : August 28, 2012

Mohib N Khericha
Managing Director

A L Sanghvi
Vice chairman

MANAGEMENT DISCUSSION AND ANALYSIS

A. Industry Structure and Developments

The company is operating in the Merchant Banking industry; therefore its performance is largely dependent on the state of the capital markets and the macroeconomic conditions, within the country and globally.

The current macro-economic environment is passing through a severe slowdown led by weakening in investment activity. Indeed, GDP is tepid around 6.5% in FY12, compared to a healthy 8.4% in FY11. While the fall in consumption also played a part in slowdown, the investment decline was much more pronounced. Worryingly, this trend of disproportionate decline in investments is being witnessed for the last 3-4 years (post-Lehman crisis). This does not augur well for the long-term growth of the country, as, low rate of investment means lower growth in the coming years. The key reasons that led to a slump in investments are elevated inflation, tight monetary policy, decline in business confidence, Slippages in fiscal and Current Account Deficit and unfavourable global developments.

CAPITAL MARKETS

With the country facing a host of challenges in the economic front, the Indian capital markets and India as a favoured investment destination lost a lot of shine during FY12. As a result, the markets went through extremely challenging times for most part of FY12 and finally under performed most other markets for the year despite a rally in the closing stages. With investment climate being uncertain, most corporates put their capex plans on the backburner with the result that primary market equity raising and other investment banking activities like mergers and acquisition slumped. We believe FY12 was one of the toughest years in recent memory for capital markets. However, with economic conditions improving gradually, we see the year ahead of us as better than FY12 though there is no scope for undue euphoria or optimism. We see growth returning slowly in the capital markets in the latter half of FY13.

We expect the regulators and government to continue to work towards policy liberalisation and structural reforms bringing in higher efficiencies and growth in markets. Despite a lower growth projection for India for FY13, we expect the Indian economy to outperform most developed economies. This should ensure a reasonable growth in the capital markets, throwing up exciting business opportunities. Forward-looking organisations would think ahead and place themselves in the right place to catch these opportunities.

PUBLIC ISSUES

The IPO/FPO market in the FY12 remained dull with fewer companies tapping this route to garner capital. The poor market sentiment led by deteriorating macroeconomic indicators forced companies to either postpone their IPO's or put capital requirements on hold. Even the government's target to mop up Rs.40000 crores went short by a huge gap.

The IPO/FPO (equity) market in the FY12 managed to garner Rs. 10482 crores from 35 issues in FY12 against Rs. 48653 crores from 58 issues in FY11. The public issues (debt) market in the FY12 managed to garner Rs. 35623 crores from 20 issues in FY12 against Rs. 9451 crores from 10 issues in FY11. Among the major IPO of the year, L&T Finance Holding raised Rs. 1,245 crore, gold loan company Muthoot Finance garnered Rs. 900 Crore, future Ventures mopped up Rs. 750 Crore and commodity bourse MCX raked in Rs. 663 crore. ONGC had raised Rs. 12,767 crore through FPO. The share sale was subscribed 98.3 per cent. LIC had Subscribed to 84 per cent of the share on offer. The Volatility factor in the stock market has taken its toll overall with as many as 58 Indian companies to leg go of regulatory approval for their IPOs to Lapse FY12.

QUALIFIED INSTITUTION PLACEMENTS (QIP)

The QIP market was no better in the FY12. The total amount placed in FY12 from 16 issues was Rs.2163 crores against Rs. 25861 crores Collected from 50 issues in FY11. The curtailment in the QIP happened primarily on weak to flat market condition due to persistent short term economic and expected corporate headwinds.

B. Opportunities & Threats

Opportunities:

- Healthy and sustainable economic growth rate with sound macro-economic fundamentals;
- Low penetration of financial services and products in India;
- Regulatory reforms would aid greater participation of all class of investors;
- Favorable demographics like huge middle class, larger younger population with disposable income and investible surplus, change in attitude from wealth creation and risk taking abilities of the youth etc.;
- Corporate are looking at expanding in overseas/domestic markets through merger & acquisitions and Corporate advisory Services.

CHARTERED CAPITAL AND INVESTMENT LIMITED

Threats:

- Execution Risk;
- Increased competition from local and global players operating in India;
- Regulatory Changer impacting the landscape of business;
- Unfavorable economic condition.

C. Segment-wise or Product-wise Performance

The Company is engaged primarily in Merchant Banking activities and there are no separate reportable segments as per the Accounting Standard 17.

D. Outlook

While the year FY12 faced considerable headwinds from high inflation, high interest rates, liquidity tightness, high oil prices, pressure on exchange rates, fiscal and current account deficit leading to a decline in business confidence, FY13 is expected to be better than FY12 as the consumption-investment mix is expected to improve in favour of the latter. This should be helped by a reversal of interest rate cycle that RBI has already signalled in its April 2012 Policy announcement. This should help support investments. However, consumption growth is expected to decline in FY13, as the lagged effect of past monetary tightening plays out. Accordingly, while FY13 GDP growth is hopefully likely to be similar to FY12 at 6.5%, its consumption-investment mix would be favourable for growth. At the same time, there is no reason for euphoria or undue optimism for FY13 and the downside risks emanating from any deterioration in macro-economic indicators and a less than normal monsoon remain. In fact, the operating conditions in the first two months of FY13 unfortunately indicate that the growth may not return soon.

With the long-term India growth story intact, we are confident of garnering our share when the growth reappears. Regulatory framework is also being re-worked which, we expect, will help to boost up the economy as well as the capital market.

E. Risk Management

It is our constant endeavour to ensure that every risk we take has been thoroughly assessed, and that all risks are concomitant with their potential return. We have worked to strengthen our enterprise wide risk management processes and practices through our risk philosophy, whose core lies in the identification, measurement, monitoring and action along with the development of risk mitigation plans.

Our risk management process is overseen by the Board of Directors. Our risk management approach and practices continued to focus on minimizing the adverse impact of risks on our business objectives and to enable the Company to leverage market opportunities based on risk-return parity. Our periodic assessment and monitoring of business risk and regulatory environment resulted in timely deployment of appropriate mitigation measures.

F. Internal Control Systems & Their Adequacy

The company's internal control systems are adequate and provide, among other things, reasonable assurance of recording transactions of operations in all material respects and of providing protection against significant misuse or loss of company assets. The internal control systems lay down the policies, authorization and approval procedures. The adequacy of the internal control systems has been reported by the auditors under the Companies (Auditor's Report) Order, 2003.

G. Discussion on Financial Performance

During the year under review, gross income as well as net profit of the Company decreased to Rs.314.73 lacs & Rs.162.35 lacs respectively from Rs.858.17 & Rs.425.01 lacs respectively during the previous year. The overall dull capital market including primary market as well as the SEBI's ex-parte interim order dated December 28, 2011 prohibiting the Company and its 2 key officials from taking up any new assignment or involvement on any new issue of capital including IPO; follow-on issue etc till further directions, were the main reason for such downfall in the overall performance of the company. However, the Company is taking necessary steps to get the best possible relief at the earliest.

H. Material Development in Human Resources / Industrial Relations Front, Including Number of People Employed

There has been no material development on the Human Resource / Industrial Relations front during the year. Employee relations at all levels continue to remain cordial. The Company had 12 employees as on March 31, 2012.

CAUTIONARY STATEMENT

Statements in this Management Discussion & Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic developments in the country and improvement in the state of capital markets, changes in the Government regulations, tax laws and other status and other incidental factors.

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

Company's Philosophy on Corporate Governance

Sound Corporate Governance is a key driver of sustainable corporate growth and long-term value creation for the shareholders and protection of their interests. It is about promoting corporate transparency, accountability and it is an effective tool for ensuring and maintaining integrity of the management. Good corporate governance practices have always been an integral part of your company's philosophy and it is committed to achieving and maintaining the highest standard of corporate governance. Corporate Governance practices have to not only deal with the growing size of the business but also the increase in complexities of the organisation structure that supports such aggressive growth. In India, Corporate Governance standards for listed companies are regulated by the Securities & Exchange Board of India (SEBI) through Clause 49 of the Listing Agreement with the Stock Exchanges. Good corporate governance is an ongoing process for two reasons: to protect shareholders interest and to ensure that no shareholder benefits at the expense of others and the Board of Directors remain committed towards this goal.

A detailed Compliance Report in this regard is given below:

1. Company's Policy

The company perceives good corporate governance practices as an effective means for attaining higher corporate growth and long term shareholder value creation. The company firmly believes that its system and actions must be devoted for enhancing corporate performance and maximizing shareholder value in the long run. Our company treats the system of corporate governance not as a mere structure but as a way of corporate life.

2. Board of Directors

The Company has a balanced board with optimum combination of Executive and Non-Executive Directors which includes independent professionals. As on date, the Board of Directors of the company comprises of 5 Directors.

Name	Category/ Designation	No. of outside Directorship and Committee membership/ Chairmanship				Inter se relationship between Directors
		Directorship		Committee membership /Chairmanship		
		Public Company	Private Company	Membership	Chairmanship	
Mr. Sanatan N. Munsif	Non Executive Independent Director & Chairman	Nil	Nil	Nil	Nil	Nil
Mr. A. L. Sanghvi	PromoterDirector, Non Executive Director & Vice Chairman	Nil	2	Nil	Nil	Nil
Mr. Mohib N. Khericha	Promoter Director, Managing Director	5	9	2	3	Nil
Mr. Deepak P. Singhvi	Non Executive Independent Director	Nil	3	Nil	Nil	Nil
Mr. Ashok Kavdia	Non Executive Independent Director	Nil	1	Nil	Nil	Nil

* Only Audit Committee & Shareholders/Investor Grievance Committee has been considered.

The attendance of the Directors of the company at the Board Meetings is as follows:

Director	No. of Meetings		Last AGM attended
	Held	Attended	
Mr. Sanatan Munsif	8	5	No
Mr. A.L.Sanghvi	8	8	Yes
Mr. Mohib N. Khericha	8	8	Yes
Mr. Ashok Kavdia	8	8	Yes
Mr. Deepak Singhvi	8	6	No

CHARTERED CAPITAL AND INVESTMENT LIMITED

The Board of Directors met 8 times during the year on the following dates:

April 18, 2011, May 07, 2011, June 20, 2011, August 05, 2011, September 03, 2011, November 07, 2011, January 06, 2012, February 07, 2012

The Company placed before the Board various information including those specified under Annexure IA of the Listing Agreement, as applicable from time to time.

Board Procedure

The annual calendar of Board Meetings is agreed upon at the beginning of the year. The agenda is circulated in advance to the Board Members. The items in the agenda are backed by the comprehensive background information to enable the Board to take appropriate decisions.

3. Code of Conduct

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective codes have been made by the Directors and Senior Management of the Company.

DECLARATION

As provided under Clause 49 1D of the Listing Agreement of the stock exchanges, All Board Members and Senior Management Personnel have affirmed compliance with the code of conduct of the company for the year ended March 31, 2012.

Mohib N. Khericha
Managing Director

Place : Ahmedabad
Date : August 28, 2012

4. Audit Committee

Terms of Reference

1. To review the adequacy of internal control systems and internal Audit Reports and their compliance thereof.
2. To oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
3. To recommend the appointment of auditors and fixation of audit fees.
4. To review the financial statements before submission to the Board.

Composition of Audit committee

The Audit Committee of the company has been constituted with three directors, Viz.,

1. Mr. Ashok Kavadia – Chairman
2. Mr. A L Sanghvi - Member
3. Mr. Sanatan N Munsif- Member

The committee met 5 times during the year i.e. May 07, 2011, August 05, 2011, September 03, 2011, November 07, 2011, and February 07, 2012 and the attendances of members of the committee were as follows:

Member	No. of Meetings	
	Held	Attended
Mr. Ashok Kavadia	5	5
Mr. A L Sanghvi	5	5
Mr. Sanatan .N. Munsif	5	5

5. Remuneration Committee

The terms of reference of the Remuneration Committee, inter alia, consist of reviewing the overall compensation policy, service agreements and other employment conditions of Executive Director(s). The recommendation of the Remuneration Committee are considered and approved by the Board of Directors, subject to the approval of the shareholders.

The composition of the Remuneration Committee is:

- a) Mr. Sanatan N. Munsif- Chairman
- b) Mr. Ashok Kavdia – Member
- c) Mr. A.L. Sanghvi – Member