



Annual Report
2013-2014



DENIS
CHEM LAB LIMITED

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CORPORATE INFORMATION

Board of Directors :

| | |
|-----------------------|-------------------|
| Mr. Dinesh B. Patel | Chairman |
| Dr. Himanshu C. Patel | Managing Director |
| Dr. Gaurang K. Dalal | Director |
| Ms. Anar H. Patel | Director |
| Mr. Janak G. Nanavaty | Director |
| Dr. Gauri S. Trivedi | Director |

Management Team :

| | |
|---------------------|-------------------------|
| Mr. Nirmal H. Patel | Chief Executive Officer |
| Mr. Vikram Joshi | Chief Finance Officer |
| Ms. Khushbu H. Shah | Company Secretary |

Registered Office & Factory :

Block No. 457, Village : Chhatral ,
Taluka : Kalol (N.G.),
District : Gandhinagar - 382 729

Auditors :

M/s. Shah & Shah Associates,
Chartered Accountants,
Ahmedabad.

Company Law Consultants :

M/s. Kashyap R. Mehta & Associates,
Company Secretaries,
Ahmedabad.

Bankers :

Axis Bank Limited
Bank of India

Registrar & Share Transfer Agent :

Sharepro Services (India) Private Limited,
13 AB, Samhita Warehousing Complex,
2nd Floor, Sakinaka Tel. Exchange Lane,
Off Andheri-Kurla Road, Sakinaka,
Mumbai - 400 072

Website :

www.denischemlab.com

CIN:

L24230GJ1980PLC003843

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NOTICE

NOTICE is hereby given that the **33RD ANNUAL GENERAL MEETING** of the members of **DENIS CHEM LAB LIMITED** will be held as scheduled below:

Date : 29th September, 2014

Day : Monday

Time : 10.00 A.M.

Place : Registered Office of the Company at:
Block No. 457, Village: Chhatral,
Tal: Kalol (N.G.), Dist: Gandhinagar - 382 729

to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as on that date along with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Ms. Anar H. Patel (DIN – 01335025), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re appointment.
3. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Gauri S. Trivedi (DIN – 06502788), an Independent Director of the Company, who was appointed as an Additional Director pursuant to provisions of Section 260 of the Companies Act, 1956 as amended from time to time and in accordance with the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the Director, be and is hereby appointed as an Independent Woman Director of the Company to hold office for a period of 5 (five) consecutive years for a term from the conclusion of this 33rd Annual General Meeting upto the conclusion of the 38th Annual General Meeting to be held in the calendar year 2019.”

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Gaurang K. Dalal (DIN – 00040924), an Independent Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five)

consecutive years for a term from the conclusion of this 33rd Annual General Meeting upto the conclusion of the 38th Annual General Meeting to be held in the calendar year 2019.”

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Janak G. Nanavaty (DIN – 00472925), an Independent Director of the Company, who is appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years for a term from the conclusion of this 33rd Annual General Meeting upto the conclusion of the 38th Annual General Meeting to be held in the calendar year 2019.”

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

“RESOLVED THAT in supersession of the ordinary resolution passed at the 32nd Annual General Meeting of the Company held on 6th September, 2013 and pursuant to provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow monies for the purpose of business of the Company from any Bank, Financial Institution or any person, such sum or sums of monies as they may deem necessary, notwithstanding the fact that the monies so borrowed and the monies borrowed from time to time apart from temporary loans obtained by the Company exceed the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings shall not exceed Rs. 500 Crores (Rupees Five Hundred Crores only) over and above the aggregate of the paid up capital of the Company and its free reserves at any time.”

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

“RESOLVED THAT in supersession of the Ordinary Resolution passed at the 32nd Annual General Meeting of the Company held on 6th September, 2013, the consent of the Company be and is hereby accorded under Section 179 and Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, to the creation by the Board of Directors on behalf of the Company of such mortgages, charges, hypothecations and floating charges in such form and such manner as may be agreed to between the Board of Directors and the Company's lenders on all or any of the movable & immovable properties of the Company both present and future of every nature and kind whatsoever and the undertaking of the Company in certain events, to secure term loans/ working capital facilities/ External Commercial Borrowings/ Debentures/ any other form of finance etc. not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) at any one point of time from Financial Institutions/Banks and other agencies/ parties/person with interest thereon, commitment charges, liquidated damages, charges, expenses and other monies, such mortgages and/or charges already created or to be created in future by the Company in such manner as may be thought expedient by the Board of Directors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize the documents for creating the aforesaid mortgages and/or charges and to do all such acts, things and matters as may be necessary for giving effect to the above resolution.”



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

"RESOLVED THAT pursuant to the provisions of Section 188, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company do hereby accord its approval to the reappointment of Dr. Himanshu C. Patel as Managing Director of the Company, not liable to retire by rotation, for a period of 3 years with effect from 1st August, 2014 to 31st July, 2017 on the terms and conditions and the remuneration (which have been approved by Nomination and Remuneration Committee) and that he be paid remuneration (even in the year of losses or inadequacy of profit) by way of Salary, perquisites and Commission not exceeding the amount thereof as set out in the Explanatory Statement which is permissible under Section II of Part II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the extent and scope of Salary and Perquisites as specified in the Explanatory Statement be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Managing Director without the matter being referred to the Company in General Meeting again."

Registered Office:

Block No. 457, Village: Chhatral,
Tal : Kalol (N.G.),
Dist : Gandhinagar - 382 729
Date : 29th July, 2014

By Order of the Board,

Dinesh B. Patel
Chairman

NOTES:

1. The Explanatory Statement, pursuant to provisions of section 102 of the Companies Act, 2013 and rules made thereunder, in respect of the business under Item Nos. 4 to 9 of the Notice is annexed hereto.
2. The Register of Members and Share Transfer Books will remain closed from 12th September, 2014 to 29th September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the Meeting.
5. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends upto the financial years 2005-06, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the

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Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 6th September, 2013 (date of last Annual General Meeting) on the website of the Company i.e. www.denischemlab.com, as also on the website of the Ministry of Corporate Affairs.

Those members who have not en-cashed their dividend warrants pertaining to the following financial years are requested to approach the Company for the payment thereof as the same will be transferred to the Investor Education and Protection Fund (IEPF) on the respective dates mentioned there against pursuant to provisions of section 205C of the Companies Act, 1956 and provisions of Section 125 of the Companies Act, 2013, when notified by the Central Government and rules proposed to be prescribed by the Central Government. Members are requested to note that after such date, the members will lose their rights to claim such dividend unless the provisions of section 125 of the Companies Act, 2013 are notified by the Central Government.

6. Members holding Shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., M/s. Sharepro Services (India) Private Limited (Unit: Denis Chem Lab Limited), 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off. Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai-400 072, changes, if any, in their registered address along with pin code number. Members holding Shares in electronic form shall update such details with their respective Depository Participant.
7. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite declarations for their appointment / re-appointment.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
9. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
10. The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialised form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.
11. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
12. The members are requested to bring duly filled attendance slip alongwith their copy of Annual Report at the Meeting.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days between 11.00 A.M. and 1.00 P.M. except Sundays, up to and including the date of the Annual General Meeting of the Company.



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14. Members may also note that this Notice and the Annual Report for 2013-14 will also be available on the Company's website www.denischemlab.com for their download. For any communication, the shareholders may also send requests to the Company's investor e-mail id: cs.denischem@gmail.com

15. VOTING THROUGH ELECTRONIC MEANS

- A. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business proposed for the ensuing Annual General Meeting, may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members.
- B. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.
- C. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period.

Commencement of e-voting: From Monday, the 22nd September, 2014 at 10.00 a.m. (IST)

End of e-voting: Wednesday, the 24th September, 2014 at 06.00 p.m. (IST)

E-voting shall not be allowed beyond 6.00 p.m. (IST) of 24th September, 2014. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date may cast their vote electronically. The cut off date for the limited purpose of e-voting is 8th August, 2014.

- D. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice.
- E. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
- F. The Company has, in compliance with Rule 20 of the (Management and Administration) Rules, 2014, appointed **Mr. Kashyap R. Mehta, Proprietor, M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad as Scrutinizer** (as consented by them to be appointed as scrutinizer) for conducting the electronic Process in a fair and transparent manner.
- G. Electronic voting, processes, terms and conditions of Voting and general guidelines for shareholders participating through e-voting:

Shareholders may also refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads Section of www.evoting.nsdl.com in addition to the following information.

a. **E-voting schedule for shareholders:**

| | | |
|----|---|---|
| 1. | Business may be transacted by electronic voting; | All Resolutions mentioned in the notice may be transacted by means of electronic voting within the time specified below. |
| 2. | The date of completion of sending of notices | The notice dispatch will be completed 25 days prior to the date of annual general meeting. |
| 3. | The date and time of commencement of voting through electronic means; | Monday, the 22 nd September, 2014 at 10.00 a.m. (IST) |
| 4. | The date and time of end of voting through electronic means; | Wednesday, the 24 th September, 2014 at 06.00 p.m. (IST) |
| 5. | No voting after closing date & time of electronic voting | E-Voting shall not be allowed beyond 6.00 p.m. (IST) on 24 th September, 2014 |
| 6. | Website address on which the notice is displayed | www.denischemlab.com www.evoting.nsdl.com |
| 7. | Contact details of the Company and Share Registrar & Transfer Agent of the Company, responsible to address the grievances connected with the electronic voting; | Company: Denis Chem Lab Limited Email : cs.denischem@gmail.com Share Registrar Sharepro Services (I) Private Limited Email : sharepro@shareproservices.com Contact No.: 022-67720300 / 67720400 Fax.: 022-28508927 |

- b. The Company has tied up with NSDL for e-voting on resolutions and accordingly, the NSDL and our Share Registrar– Sharepro Services (India) Private Limited shall arrange for providing the information on shareholders login ID and create a facility for generating password and for keeping security and casting of vote in a secure manner;
- c. In case of any queries or issues regarding e-voting, shareholder may refer the frequently asked questions (FAQs) for Shareholders and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com or write email to evoting@nsdl.co.in.
- d. If shareholder has already registered with NSDL for e-voting, then shareholder can use his/her existing user ID and password/PIN for casting his/her vote.
- e. A member may exercise his right to vote at any general meeting by electronic means in accordance with the provisions of these rules.
- f. The Resolution(s) and the Explanatory Statement(s) setting out the material facts and the reasons thereof are given hereunder for your consideration and necessary action.
- g. If a Shareholder has voted through e-voting facility, he is not allowed to vote in person at the ensuing general meeting of the company. If a Shareholder votes through e-voting facility and also votes at the meeting, the votes cast through e-voting shall only be considered.
- h. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in



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terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying Notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting.

- i. The further instructions on e-voting are as under:
 - i) The Notice of the 33rd AGM of the Company inter alia indicating the process and manner of e-voting process along with printed Attendance Slip, Ballot form and Proxy Form is being dispatched to all the Members. Initial password is provided as below in the cover letter at the end of the attendance slip.

| | | |
|------------------------------|---------|--------------|
| EVEN (E Voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
 - ii) NSDL shall also be sending the User-ID and Password to those members whose shareholding is in the dematerialized format and whose email addresses is registered with the Company/Depository Participants(s). For members who have not registered their email address, can use the details as provided above.
 - iii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - iv) Click on Shareholder – Login
 - v) Put user ID and password as initial password noted in step (i) above. Click Login.
 - vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - viii) Select “EVEN” of Denis Chem Lab Limited
 - ix) Now you are ready for e-Voting as Cast Vote page opens
 - x) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - xi) Upon confirmation, the message “Vote cast successfully” will be displayed
 - xii) Once you have voted on the resolution, you will not be allowed to modify your vote
 - xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail- kashyaprmehta@hotmail.com, cs.denischem@gmail.com, with a copy marked to evoting@nsdl.co.in.
- j. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- k. During the e-voting period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th August, 2014, may cast their vote electronically. Please note that the e-voting module shall be disabled by NSDL for voting after the closing time and date of e voting. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- l. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.

- m. Shareholders of the Company, holding shares in any form viz. physical form or demat, as on the cut-off date and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- n. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast 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, forthwith to the Chairman of the Company.
- o. The results of the voting (e-voting and physical voting) will be announced within 48 hours of the conclusion of 33rd Annual General Meeting to be held on 29th September, 2014 and shall also be posted on the website of the company www.denischemlab.com.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF 33RD ANNUAL GENERAL MEETING DATED 29TH JULY, 2014.

In respect of Item No. 4:

Pursuant to provisions of Section 260 of the Companies Act, 1956 and pursuant to the Articles of Association of the Company, the Board of Directors of the Company appointed Dr. Gauri S. Trivedi as an Additional Director with effect from 27th January, 2014. Dr. Gauri S. Trivedi is an Independent Woman Director on the Board of the Company.

Pursuant to provisions of Section 260 of the Companies Act, 1956, Dr. Gauri S. Trivedi holds office only upto the date of this Annual General Meeting of the Company. A notice has been received from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 (hereinafter referred as Act) proposing Dr. Gauri S. Trivedi as a candidate for the office of the Director of the Company.

Dr. Gauri S. Trivedi is not disqualified from being appointed as Director in terms of section 164 of the Act and has given her consent to act as Director. Section 149 of the Act, *inter alia*, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and she shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Dr. Gauri S. Trivedi that she meets with criteria of independence as prescribed both under section 149(6) of the Act and clause 49 of the Listing Agreement. Dr. Gauri S. Trivedi possesses appropriate skills, experience and knowledge in the field of Management and Administration. Brief resume of Dr. Gauri S. Trivedi, nature of her expertise in specific functional areas and names of the Companies in which she holds directorships and memberships / chairperson of the Board/ Committees, shareholding and relationship between Directors inter se, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

In the opinion of the Board, Dr. Gauri S. Trivedi fulfills the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company.

Keeping in view of her vast experience and knowledge, the Board considers that her association would be of immense benefit to the Company and it is desirable to continue to avail the services of Dr. Gauri S. Trivedi as an Independent Director.

Save and except Dr. Gauri S. Trivedi, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 4.