



GUJARAT SIDHEE CEMENT LIMITED

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26TH ANNUAL REPORT 1998-99

Board of Directors

As on 28.5.1999

Shri M.N. Mehta	<i>Chairman</i>
Shri Jay Mehta	<i>Executive Vice Chairman</i>
Shri Sanat Mehta	
Shri M.R. Gami	
Shri Peter Gorm Christiansen	<i>F.L. Smidth & Co. A/S, Denmark, Nominee</i>
Shri Sampath Sridhar	<i>Industrialization Fund for Developing Countries Denmark Nominee</i>
Shri K. Lalit	
Shri M.L. Tandon	
Shri A.R. Gandhi	
Shri S.V.S. Raghavan	
Shri R.K. Bhargava	<i>IDBI Nominee</i>
Shri Manish Bahl	<i>LIC Nominee</i>
Shri Anup Banerji	<i>SBI Nominee</i>
Shri B.L. Chadha	<i>Special Director, BIFR</i>
Shri M.S. Gilotra	<i>Managing Director</i>
Shri Raj K. Poddar	<i>Deputy Managing Director</i>

GM & COMPANY SECRETARY

Shri Gaurang Shah

BANKERS

State Bank of India

Dena Bank

State Bank of Travancore

State Bank of Bikaner & Jaipur

State Bank of Patiala

Union Bank of India

State Bank of Saurashtra



**AUDITORS**

Messrs. Manubhai & Co.
Chartered Accountants
Ahmedabad

REGISTERED OFFICE & WORKS

"Sidheegram"
Off. Veraval - Kodinar Highway
Pin Code: 362 276
District Junagadh
Gujarat.

CORPORATE OFFICE & SHARE DEPARTMENT

Agrima Business Centre
N.K. Mehta International House
178, Backbay Reclamation
Mumbai 400 020.

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Gujarat Sidhee Cement Limited

Regd. Office : "Sidheeagram", Off Veraval-Kodinar Highway

Pin 362 276, Dist. Junagadh, Gujarat

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Shareholders of the Company will be held on Friday, the 24th September, 1999 at 10.00 A.M. at the Registered Office of the Company at "Sidheeagram", Off Veraval-Kodinar Highway - Pin 362 276, Dist. Junagadh, Gujarat, to transact the following business :

ORDINARY BUSINESS :

1. To receive and adopt the Directors' Report and Audited Profit & Loss Account for the year ended 31st March, 1999 and Balance Sheet as at that date and the Auditors' Report thereon.
2. To appoint a Director in place of Shri M.L. Tandon who retires by rotation, but being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri A.R. Gandhi who retires by rotation, but being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri K. Lalit who retires by rotation, but being eligible, offers himself for reappointment.
5. To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution :
"RESOLVED THAT M/s. Manubhai & Co., Chartered Accountants, the retiring auditors of the Company, be and are hereby re-appointed as Auditors of the Company for the year ending March 31, 2000 and they shall hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS :

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

"RESOLVED THAT Shri Raj K Poddar, who was appointed as an Additional Director of the Company, by the Board of Directors and who, in terms of Section 260 of the Companies Act, 1956, holds such office until this Annual General Meeting be and is hereby appointed as a Director of the Company."

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

"RESOLVED THAT Shri M.S. Gilotra, who was appointed as an Additional Director of the Company, by the Board of Directors and who, in terms of Section 260 of the Companies Act, 1956, holds such office until this Annual General Meeting be and is hereby appointed as a Director of the Company."

8. 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 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act 1956, as amended from time to time, the company hereby accords its consent to the appointment of Shri Jay M Mehta as Wholtime Director designated as "Executive Vice Chairman" of the Company for a period of five

years with effect from 28th May, 1999 on the conditions as given in the Explanatory Statement attached to this Notice".

"RESOLVED FURTHER THAT pursuant to Article 10 (a) of Articles of the Company, he shall not be liable to retire by rotation till he continues as Wholtime Director designated as Executive Vice-Chairman of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, amend or vary the terms and conditions of appointment as may be agreed to between the Board of Directors and Shri Jay Mehta and in accordance with Sections 198, 310, and 311 read with Schedule XIII of the Companies Act, 1956 and approved by the Central Government, if such approval is required."

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

"RESOLVED THAT pursuant to Sections 198, 269 and 309, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, approval of the Company be and is hereby given to the appointment of Shri Raj K. Poddar, as a Whole-time Director for a period of 5 years, designated as Executive Director (Finance) of the Company from 3rd Dec. 1998 to 27th May 1999 and Deputy Managing Director from 28th May, 1999 to 2nd Dec. 2003 on payment of remuneration as specified in the Explanatory Statement attached to this Notice and that the said remuneration (other than commission) shall be paid to him





as minimum remuneration even in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment."

"RESOLVED FURTHER THAT pursuant to Article 10 (a) of Articles of the Company, he shall not be liable to retire by rotation till he continues as Wholetime Director designated as Executive Director (Finance)/ Deputy Managing Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, amend or vary the terms and conditions of appointment including increase in payment of remuneration and providing of perquisites as may be agreed to between the Board of Directors and Shri Raj K Poddar and in accordance with Sections 198, 310, and 311 read with the Schedule XIII of the Companies Act, 1956 and approved by the Central Government, if such approval is required."

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

"RESOLVED THAT pursuant to Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals as may be necessary, approval of the Company be and is hereby given to the appointment of Shri M.S. Gilotra as a Whole-time Director from 11th Dec. 1998 to 27th May, 1999 and Managing Director from 28th May, 1999 to 10th Dec. 2003 on the conditions as given in the Explanatory Statement attached to this Notice".

"RESOLVED FURTHER THAT pursuant to Article 10 (a) of Articles of the Company, he shall not be liable to retire by rotation till he continues as Wholetime Director / Managing Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, amend or vary the terms and conditions of appointment as may be agreed to between the Board of Directors and Shri M.S. Gilotra and in accordance with Sections 198, 310, and 311 read with Schedule XIII of the Companies Act, 1956 and approved by the Central Government, if such approval is required."

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

"RESOLVED THAT subject to approval of Financial Institution and such other Statutory Authorities as may be required the regulations contained in the draft Articles of Association submitted to this meeting, duly initialled by the Chairman for the purpose of identification, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all necessary steps for giving effect to this resolution."

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

- a) "RESOLVED THAT pursuant to Section 17(1) and other applicable provisions of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof, the following sub-clause be inserted and be deemed to always have been inserted after the existing sub-clause 58 "Other Objects Clause-C" of the Memorandum of Association of the Company dealing with the objects of the Company —

59. To carry on in India or elsewhere in the world the business of construction, development and

management of ports, jetties, roads, bridges, tunnels, dams, setting up of other infrastructural facilities on BOT (Build, Own and Transfer), BOLT (Build, Own, Lease and Transfer), BOOT (Build, Own, Operate and Transfer) basis or otherwise and/or developing, maintaining, operating them and/or running them on lease, rentals, toll and to engage in repairing and/or maintenance thereof and to do any act or things arising out of or incidental to the aforesaid activities.

60. To buy, sell or generate for its own use or distribution on its own or wheeling of power through Gujarat Electricity Board Grid and/or other agency on commercial basis to other industrial unit of all forms of energy whether from conventional sources such as thermal, hydel, steam, heat, light, electricity, gas or other motive power or from non-conventional sources such as tide, wind, solar, geo-thermal, operation/maintenance of such facilities for generation and or otherwise and to do any act or things arising out of or incidental to the aforesaid activities.

- b) "RESOLVED THAT consent of the Company be and is hereby accorded and shall always be deemed to be accorded pursuant to Section 149 (2A) of the Companies Act, 1956 to commence and carry on business in the areas covered under sub-clauses 59 & 60 of "Other Objects Clause-C" of the Memorandum of Association of the Company."

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: "RESOLVED THAT in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment or re-enactment thereof, for the time being in



force), the provisions of the Memorandum and Articles of Association of the Company, guidelines issued by the Securities & Exchange Board of India (SEBI), Listing Agreements entered into with the Stock Exchanges and their regulations, and subject to such consents, approvals, permissions or sanctions as may be required under any legislation or rules and regulations for the time being in force and subject to the necessary approvals of the Government of India, Reserve Bank of India, Financial Institutions and all other appropriate authorities, and subject further to such other terms and conditions, stipulations, alterations, amendments or modifications as may be specified or suggested by any of the concerned authorities or bodies, with such stipulations, alterations, amendments, or modifications, Board of Directors (hereinafter referred to as "the Board") and/or a duly authorised Committee thereof for the time being exercising the powers conferred by the Board (hereinafter referred to as "the Committee"), is authorised to accept as it deems fit, the approval/consent of the members be and is hereby accorded to issue and allot in one

or more lot (s) on preferential basis not exceeding 1.50 Crore equity shares/equity linked instruments and/or equity warrants and/or fully/partly/optionally convertible debentures and/or any other equity linked securities which when converted together with equity share, if any, allotment/conversion of which will not exceed 1.50 Crore equity shares (hereinafter referred to as "Securities") at a price/conversion price determined in accordance with SEBI guidelines on preferential allotment of 4th August, 1994 but in any event not less than Rs.10/- per share/instrument to such class of persons being either Indian financial institutions, domestic and foreign banks, foreign companies, investment bankers, development institutions, members, promoters (namely TMIL & their subsidiaries, Friends, Relatives and Associates) pension funds, insurance companies, mutual funds and other funds, foreign institutional investors, domestic companies, resident and non-resident Indians, overseas corporate bodies etc. "RESOLVED FURTHER THAT these securities to be issued and allotted as aforesaid shall be subject to the provisions of the Memorandum and Articles of

Association of the Company and shall on allotment or upon conversion rank pari passu with the existing equity shares of the Company in all respects except that the dividend, if any, declared during the year of allotment on the said securities shall be paid on pro-rata basis from the date of allotment/conversion of securities and shall also be proportionate to the amount paid up per security from time to time."

"RESOLVED FURTHER THAT the Board and/or Committee be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all matters arising with respect to the issue, allotment and utilisation of the proceeds of the issue of securities, execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to the aforesaid resolution, take such further steps as required for the allotment and listing of the securities to be thus issued and to make such modifications in the foregoing as may be considered desirable by the Board and/or the Committee in the best interest of the Company and its shareholders."

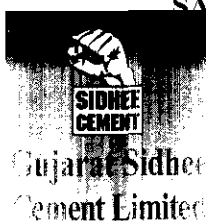
DISCLOSURE PURSUANT TO CLAUSE(C) OF SUB REGULATION (1) OF REGULATION (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATION 1997 IS GIVEN BELOW :

1. IDENTITY OF THE PROPOSED ALLOTTEE AND THE PRICE AT WHICH THE ALLOTMENT IS PROPOSED :

It is proposed to issue and allot securities not exceeding 1.50 Crore to Shareholders whose holding is likely to increase to 5% or more of the post issued capital relevant details are furnished in the following table :

Issue price Rs./Security	Name of proposed Allottees	Class of Allottees	Type of Security	No. of Securities	Face Value (Rs./Security)	Conversion price (Rs./Security)	Conversion period (Months)	Conversion Ratio
Rs. 10/- each	The Mehta International Ltd. & their Friends, Relatives and Associates *	OCB & Indian Associates	Equity Shares/ Equity linked instrument	Upto 1.5 Crore	10/- each	10/- each	Not later than 18 months from the date of allotment	1:1

*(Names of Associates etc. disclosed to Stock Exchange under Reg. 8(3) of SEBI (Substantial Acquisition of Shares & Take-over) Regulation, 1997)



2. REASONS FOR THE ALLOTMENT

This allotment is proposed to be made to part finance the long term Working Capital requirements and Comprehensive Plan of Modernisation to reduce cost of Production and increase resultant productivity of Company's plant.

3. PRESENT SHAREHOLDING OF THE PROPOSED ALLOTTEE :

Name of the shareholder	No. of share held	% of the existing subscribed capital of the company.
The Mehta International Ltd. and their Relatives, Friends and Associates	4,40,06,575	35.24%

The present issued and subscribed capital of the Company is Rs.124.94 Crores divided into 12,48,89,708 equity shares of Rs.10/- each.

4. FURTHER TO THE SECURITIES PROPOSED TO BE ALLOTTED AS IN (1) THE PERCENTAGE OF THEIR HOLDING TO THE POST ISSUE CAPITAL, AFTER THE PROPOSED ALLOTMENT/CONVERSION OF THE SECURITIES INTO EQUITY WILL BE AS FOLLOWS

No. of shares held	No. of shares proposed to be allotted	Total holding after proposed allotment/ conversion	% of the Post issue Capital
4,40,06,575	upto 1.50 Crore	5,90,06,575	42.18%

5. CONSEQUENTIAL CHANGE IN THE BOARD OF DIRECTORS AND VOTING RIGHTS.

There shall not be any change in the constitution of Board of Directors of the Company or in the control of the Company.

6. PRE AND POST ISSUE SHARE HOLDING PATTERN (ASSUMING FULL CONVERSION OF ALL SECURITIES) OF THE COMPANY:

Category	Pre-issue Holding (No. of shares)	% to the existing subscribed capital	Post-issue Holding (No. of shares)	% to the total capital Post Issue
Promoters & Associates (viz TMIL & Associates)	4,40,06,575	35.24	5,90,06,575	42.18
Financial Institutions	2,03,21,575	16.27	2,03,21,575	14.53
GIIC Limited	82,52,697	6.61	82,52,697	5.90
Other (existing holding less than 5% each)	5,23,08,861	41.88	5,23,08,861	37.39
TOTAL	12,48,89,708	100.00	13,98,89,708	100.00

By Order of the Board of Directors

MUMBAI, dated : 30.7.1999.

Registered Office :
 "Sidheegram"
 Off Veraval-Kodinar Highway
 Pin 362 276.
 Dist. Junagadh (Gujarat).

GAURANG SHAH
 GM & Company Secretary.



NOTES :

1. A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of himself on a poll and that a proxy need not be a member. Proxies in order to be effective must be received by the company at the Registered Office not less than 48 hours before the meeting.
2. The Explanatory Statement as required under Section 173 of the Companies Act, 1956 setting out material facts in respect of the business under item Nos. 6 to 13 is annexed hereto.
3. The Share Transfer Books and Register of Members of the Company shall remain closed on 24th September, 1999 in connection with AGM.
4. Members who have multiple account in identical names or joint accounts in same order are requested to send all the share certificates to the Company for consolidation of all such shareholdings into one account to facilitate better service.
5. Members are requested to inform the Company of any change in their address immediately so as to enable the Company to send any future communication at their correct address.
6. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting so as to enable the Management to keep the information ready and replies will be provided only at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.**ITEM NO. 6.**

Shri Raj K. Poddar was appointed as an Additional Director of the Company on 30.10.98 by the Board of Directors of the Company. According to the provisions of Section 260 of the Companies Act, 1956 he holds office as Director only up to the date of the ensuing Annual General Meeting. As per the provisions of Section 257 of the Act, notice has been received from a member signifying his intention to propose the appointment of Shri Raj K. Poddar as a Director along with a deposit of Rupees Five Hundred. The Board considers it desirable that the Company should continue to avail of the services of Shri Poddar as a Director of the Company.

The resolution is therefore recommended to the Members for their approval.

Except Shri Raj K Poddar, none of the other Directors is interested in the said Resolution.

ITEM NO. 7.

Shri M.S. Gilotra, was appointed as an Additional Director of the Company on 11.12.98 by the Board of Directors of the Company. According to the provisions of Section 260 of the Companies Act, 1956 he holds office as Director only up to the date of ensuing Annual General Meeting. As per provisions of Section 257 of the Act, notice has been received from a member signifying his intention to propose appointment of Shri M. S. Gilotra, as a Director along with a deposit of Rupees Five Hundred. The Board considers it desirable that the Company should continue to avail itself of his services as a Director of the Company.

The Resolution is therefore recommended to the Members for their approval.

Except Shri M. S. Gilotra, none of the other Directors is interested in the said Resolution.

ITEM NO. 8.

Shri Jay Mehta was appointed as a Whole-time Director designated as Executive Vice-Chairman of the Company for a period of five years from 28th May 1999 to 27th May 2004 by the Board of Directors at its meeting held on 28th May, 1999, on the terms and conditions enumerated hereunder.

Shri Jay Mehta has vast experience in the Cement Industry and is also the Executive Vice-Chairman of Saurashtra Cement Limited (SCL), a Mehta Group Company.



He shall not draw any remuneration from Gujarat Sidhee Cement Ltd. and has been appointed as Executive Vice-Chairman without any remuneration subject to the approval by the Shareholders of Gujarat Sidhee Cement Ltd.

Shri Jay Mehta will be reimbursed for actual expenses incurred by himself and his spouse for Company's business including travel, hotel and other related expenses in India and abroad on Company's work.

No sitting fees shall be paid / payable for attending the meetings of the Board of Directors / Committees thereof.

The Chairman of the Company is authorised to execute the contract by incorporating the above terms with or without modification(s) on behalf of the Company.

Your Directors recommend the resolution for the approval of the Members.

Except Shri M.N. Mehta and Shri Jay Mehta none of the other Directors is interested in this Resolution.

This may be treated as extract of agreement/appointment letter as required u/s 302 of the Companies Act, 1956.

ITEM NO. 9.

Shri Raj K. Poddar was appointed as a Whole-time Director designated as the Executive Director (Finance) of the Company for a period of five years from 3rd December, 1998 to 2nd December 2003 by the Board of Directors at its meeting held on 30th October, 1998 on the terms and conditions as enumerated hereunder. The Company has received the approval of Industrial Development Bank of India and the Hon'ble BIFR to the appointment of Shri Raj K Poddar as Executive Director (Finance). Thereafter at the Board Meeting held on 28th May 1999, the Board of Directors changed his designation to Deputy Managing Director with effect from 28.5.1999.

Shri Raj K Poddar is an experienced Chartered Accountant. He has worked with reputed business houses for over 23 years and has good and varied exposure in Finance Function and Commercial Function. He has also held various positions at the Senior Management level.

Remuneration and perquisites payable to Shri Raj K. Poddar, Executive Director (Finance)/ Deputy Managing Director:

1. PART-A

- a) Salary Rs. 60,000/- p.m.
- b) Commission on the net profits of the Company for each financial year, subject to the ceiling laid down u/s 198 & 309 and Schedule XIII of the Companies Act 1956.
- c) Perquisites, as per details given below:
 - i) Housing - I :
The expenditure by the Company on hiring furnished accommodation for the appointee will be subject to the following ceilings :

(i) If posted at Mumbai, Calcutta, Delhi & Chennai	60% of the salary, over and above 10% payable by the appointee.
(ii) Other Places	50% of the salary, over and above 10% payable by the appointee.

Housing - II

In case the accommodation is provided by the Company, 10% of the salary of the appointee shall be deducted by the Company.

Housing - III

In case no accommodation is provided by the Company, the appointee shall be entitled to house rent allowance subject to the ceilings laid down in Housing - I.

- ii) The expenditure incurred on Gas, Electricity and water will be on actual basis. The perquisites value whereof will be evaluated as per Rule 3(d) of the Income Tax Rules.

- iii) Medical Reimbursement for Self & family - 8.33% of salary per annum.
 - iv) Leave Travel expenses for Self & family - 12.5% of salary per annum.
 - v) Club fees (excluding admission or life membership fee) will be on actual basis, subject to maximum of 2 clubs.
 - vi) Expenses on children's education not exceeding Rs.6,000/- per annum per child subject to maximum of 2 children.
 - vii) Personal Accident Insurance & Mediclaim Insurance for self and family will be as per Company's Rules. Premia not to exceed Rs.4,000/- per annum per person.
 - viii) The perquisites for servant not exceeding Rs.10,800 per annum.
 - ix) Expenses incurred on soft furnishing not exceeding Rs.7,000/- per annum.
- For the above purpose family means the spouse, the dependent children & dependent parents of appointee.

PART-B

Over and above the perquisites specified in Part-A, the Executive Director (Finance)/ Deputy Managing Director shall be entitled to the following perquisites which shall not form part of the remuneration specified in Part 'A':

- (a) Contribution to the Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together are not taxable under the Income-Tax Act. (27%).
- (b) Gratuity not exceeding half a month's salary for each completed year of service.

PART-C

(a) Conveyance and Telephone :

Provision of cars for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for personal purpose will be charged as per I.T. Rules. Driver's salary will be reimbursed.

(b) Earned/Privilege Leave/Casual/Sick Leave :

One month's earned leave for every eleven months of service. However, earned / privilege leave accumulated but not availed of will be allowed to be encashed at the end of the tenure of the appointment as per the rules of the Company. Casual Leave (CL) and Sick Leave (SL) as applicable to other Senior Executives of the Company shall be allowed. However, CL/SL cannot be encashed at the end of the term or during the tenure of appointment. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

(c) Reimbursement of Entertainment Expenses :

Shri Poddar shall also be entitled to reimbursement of entertainment expenses actually incurred for Company's business against submission of supporting/declaration subject to a maximum of Rs.15,000/- per month.

(d) Periodicals :

Reimbursement of expenses incurred in respect of books and periodicals not exceeding Rs.300/- per month, against submission of supporting / declarations.

(e) Sitting Fees :

No sitting fees shall be paid / payable for attending the Meetings of the Board of Directors / Committees thereof.

(f) Reimbursement of expenses incurred on official work:

Shri Poddar will be reimbursed for actual travelling, hotel and other related expenses for himself and his spouse touring in India and abroad on Company's work.

2. Annual increment will be determined by the Board from time to time.

3. Notwithstanding the above, in the event of inadequacy or absence of profit in any financial year remuneration mentioned in Part A, except commission and perquisites mentioned in Part-B and Part-C (which shall not form part of remuneration) as mentioned above shall be the minimum remuneration payable to Shri Poddar subject to the company obtaining the requisite permission / approval from the competent authority, if required.

4. The appointment can be terminated by either side by giving six months notice in writing.

