



**LABORATORIES LIMITED**

**25<sup>th</sup> ANNUAL REPORT  
2012-13**



## **TWENTY FIFTH ANNUAL REPORT 2012-13**

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### **BOARD OF DIRECTORS**

|                        |   |                              |
|------------------------|---|------------------------------|
| Mr. Kamlesh J. Laskari | - | Chairman & Managing Director |
| Mr. Rohan K. Laskari   | - | Executive Director           |
| Mr. Sohan K. Laskari   |   | Executive Director           |
| Ms. Ranak K. Laskari   | - | Director                     |
| Dr. Mahendra P. Shah   | - | Director                     |
| Dr. S.L.Chopra         | - | Director                     |
| Dr. Atul N. Parikh     |   | Director                     |
| Mr. Haresh S. Parikh   |   | Director                     |

### **BANKERS**

Bank of Baroda  
Sola Road Branch,  
Ahmedabad

### **AUDITORS**

M/s. Deepak Soni & Associates,  
Chartered Accountants,  
Ahmedabad

### **COMPANY LAW CONSULTANTS :**

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

### **REGISTERED OFFICE & FACTORY**

737, Rakanpur Village,  
Sola-Santej Road, Ta. Kalol (N.G.),  
Dist. Gandhinagar - 382 721.

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**NOTICE**

**NOTICE** is hereby given that the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the members of **KAMRON LABORATORIES LIMITED** will be held as scheduled below:

Date : 30<sup>th</sup> September, 2013  
Day : Monday  
Time : 10.30 a. m.  
Place : Registered Office of the Company at:  
737, Rakanpur Village, Sola - Santej Road,  
Taluka: Kalol (N. Guj.), Dist: Gandhinagar - 382 721.

to transact the following business:

**ORDINARY BUSINESS :**

1. To receive and adopt Audited Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2013 and the Balance Sheet as on that date along with Directors' Report thereon.
2. To appoint a Director in place of Dr. S. L. Chopra, who retires by rotation and, being eligible, offers himself for re appointment.
3. To appoint 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 Dr. Atul N. Parikh be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT Mr. Haresh S. Parikh be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 314, 316 read with Para (A) of Section II of Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company do hereby accord its approval to the appointment of Mr. Rohan K. Laskari as Executive Director of the Company for a period of five years with effect from 1<sup>st</sup> August, 2013 to 31<sup>st</sup> July, 2018, not liable to retire by rotation, on the terms and conditions (as approved by the 'Remuneration Committee') set out in the draft agreement of appointment submitted to this meeting duly initialled by the Chairman for identification and that he be paid remuneration by way of Salary and Perquisites not exceeding the amount thereof as set out in the accompanying explanatory statement which is permissible under Para (A) of Section II of Part II of Schedule XIII of the Companies Act, 1956 as may be decided by the Board of Directors of the Company from time to time."

"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, 1956 for the payment of managerial remuneration in force during the tenure of the Executive Director without the matter being referred to the Company in General Meeting again."

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

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 314, 316 read with Para (A) of Section II of Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company do hereby accord its approval to the appointment of Mr. Sohan K. Laskari as Executive Director of the Company for a period of five years with effect from 1<sup>st</sup> August, 2013 to 31<sup>st</sup> July, 2018, not liable to retire by rotation, on the terms and conditions (as approved by the 'Remuneration Committee') set out in the draft agreement of appointment submitted to this meeting duly initialled by the Chairman for identification and that he be paid remuneration by way of Salary and Perquisites not exceeding the amount thereof as set out in the accompanying explanatory statement which is permissible under Para (A) of Section II of Part II of Schedule XIII of the Companies Act, 1956 as may be decided by the Board of Directors of the Company from time to time."

"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, 1956 for the payment of managerial remuneration in force during the tenure of the Executive Director without the matter being referred to the Company in General Meeting again."

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

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 to mortgage or charge by the Board of Directors of the Company of all the immovable and movable properties of the Company wheresoever situated, present and future, and/or conferring power to enter upon and to take possession of assets of the Company in certain events, to or in favour of any Bank, Financial Institution or any other lender to secure Financial Assistance up to Rs. 50 Crores that may be lent/advanced to the Company by such Bank, Financial Institution or such other lender together with interest thereon at the rate, compound interest, additional interest, liquidated damages, costs, charges, expenses and other monies payable by the Company to Bank, Financial Institution or any such lender under Financial Assistance Agreement to be entered into by the Company in respect of the such Financial Assistance."

"RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorised to finalise with the Bank, Financial Institution or any such lender the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution."

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

"RESOLVED THAT in super session of all the earlier resolutions passed at the Board Meeting/General Meeting if any, pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 and the Articles of Association of the Company consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sums of money, from time to time from any one or more of the Company's bankers and/or from any other persons, firms, bodies corporate or financial institutions whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise whether unsecured or secured so that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves, however that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 50 Crores (Rupees fifty crores only)."

**REGISTERED OFFICE**

737, Rakanpur Village,  
Sola-Santej Road, Ta. Kalol (N.G.),  
Dist. Gandhinagar - 382 721.  
Date : 16<sup>th</sup> July, 2013.

By order of the Board,

**Kamlesh J. Laskari**  
Chairman & Managing Director

**NOTES :**

1. The relevant Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business at Items No. 4 to 9 set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF MEETING.
3. Pursuant to section 154 of the Companies Act, 1956, Register of Members and Shares Transfer Books of the Company will remain closed from Saturday, the 7<sup>th</sup> September, 2013 to Monday, the 30<sup>th</sup> September, 2013 (both days inclusive).
4. Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
5. Members are requested to:
  - (a) Intimate, if Shares are held in the same name or in the same order and names, but in more than one account to enable the Company to club the said accounts into one account.
  - b) Notify immediately the Change if any, in the registered address, to the Company.

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.**

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, following Explanatory Statement sets out all material facts relating to the Special Business mentioned at Items No. 4 to 9 of the accompanying notice dated 16<sup>th</sup> July, 2013 and should be taken as forming part of the notice.

**In respect of Item No. 4:**

The Board of Directors of the Company in their meeting held on 16<sup>th</sup> July, 2013 appointed Dr. Atul N. Parikh as Director of the Company. As per the Articles of Association of the Company and section 260 of the Companies Act, 1956, he will hold the office up to the date of this General Meeting.

As required under the provisions of Section 257 of the Companies Act, 1956, notice has been received from some of the members signifying their intention to propose him as candidate for office of the Director.

Dr. Atul N. Parikh is concerned or interested in the said business, since it relates to his appointment as Director of the Company. Except him, none of the Directors are in any way concerned or interested in the said business.

**In respect of Item No. 5:**

The Board of Directors of the Company in their meeting held on 16<sup>th</sup> July, 2013 appointed Mr. Haresh S. Parikh as Director of the Company. As per the Articles of Association of the Company and section 260 of the Companies Act, 1956, he will hold the office up to the date of this General Meeting.

As required under the provisions of Section 257 of the Companies Act, 1956, notice has been received from some of the members signifying their intention to propose him as candidate for office of the Director.

Mr. Haresh S. Parikh is concerned or interested in the said business, since it relates to his appointment as Director of the Company. Except him, none of the Directors are in any way concerned or interested in the said business.

**In respect of Item No. 6:**

The Board of Directors, on the recommendation of Remuneration Committee, in their meeting held on 16<sup>th</sup> July, 2013 has appointed Mr. Rohan K. Laskari as Executive Director for a period of 5 years w.e.f. 1<sup>st</sup> August, 2013 to 31<sup>st</sup> July, 2018.

The major terms and conditions of his appointment are as under:

**I. PERIOD:**

The term of the Executive Director shall be for a period of five years from 1<sup>st</sup> August, 2013 to 31<sup>st</sup> July, 2018.

**II. REMUNERATION:****A. SALARY:**

The Executive Director shall be entitled to salary at a pay scale of 50,000- 10,000- 90,000 per month.

**B. PERQUISITES:**

1. Medical reimbursement : Medical reimbursement expenses incurred for the Executive Director and family subject to a ceiling of Rs. 50,000/- per year.
2. Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
3. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
4. Encashment of leave at the end of the tenure.
5. Free use of Company's car with driver for Company's business and free telephone facility at residence.
6. Leave Travel Concession for self and family of Rs. 50,000/- per year or Rs. 2,50,000/- in a block of 5 years.

**C. COMMISSION:**

The Executive Director shall be entitled to commission of 1% of the net profits of the Company so that for any year of aggregate of salary, perquisites and commission shall not exceed the overall ceilings laid down under Sections 198 and 309 of the Companies Act, 1956.

**III. The Executive Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.****IV. The Executive Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government.****V. DUTIES:**

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Executive Director shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The headquarter of the Executive Director shall be at Ahmedabad or at such place as the Board of Directors may decided from time to time.

**VI. TERMINATION:**

The Executive Director may be removed from his office for gross negligence, breach of duty or trust if the Company in its General Meeting to that effect passes a special Resolution. The Executive Director may resign from his office by giving 90 days' notice to the Company.

**VII. COMPENSATION:**

In the event of termination of office of Executive Director takes place before the expiration of tenure thereof, Executive Director Shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 318 of the Companies Act, 1956.

The remuneration mentioned above be paid to Mr. Rohan K. Laskari even in the years of losses or inadequacy of profits as minimum remuneration defined under Section 198 of the Companies Act, 1956.

As per the provisions of Sections 198, 269, 309 and 314 and all other applicable provisions, if any, of the Companies Act, 1956, Special Resolution is necessary for holding office as Executive Director of the Company on remuneration.

The terms and conditions mentioned in the above explanatory statement may be treated as abstract of the terms of proposed contract under Section 302 of the Companies Act, 1956.

Resolution of the Board of Directors appointing Mr. Rohan K. Laskari as Executive Director and Draft agreements of appointment are open for inspection at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day prior to the date of the meeting.

## Annual Report 2012-13

Mr. Rohan K. Laskari is concerned or interested in the business since it relates to his appointment as Executive Director of the Company. Mr. Kamlesh J. Laskari, Ms. Ranak K. Laskari and Mr. Sohan K. Laskari are also concerned or interested as Mr. Rohan K. Laskari is their relative. No other Director of the Company are deemed to be interested or concerned with the business.

### **In respect of Item No. 7:**

The Board of Directors, on the recommendation of Remuneration Committee, in their meeting held on 16<sup>th</sup> July, 2013 has appointed Mr. Sohan K. Laskari as Executive Director for a period of 5 years w.e.f. 1<sup>st</sup> August, 2013 to 31<sup>st</sup> July, 2018.

The major terms and conditions of his appointment are as under:

#### **I. PERIOD:**

The term of the Executive Director shall be for a period of five years from 1<sup>st</sup> August, 2013 to 31<sup>st</sup> July, 2018.

#### **II. REMUNERATION:**

##### **A. SALARY:**

The Executive Director shall be entitled to salary at a pay scale of 50,000- 10,000- 90,000 per month.

##### **B. PERQUISITES:**

###### **1. Medical reimbursement:**

Medical reimbursement expenses incurred for the Executive Director and family subject to a ceiling of Rs. 50,000/- per year.

###### **2. Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.**

###### **3. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.**

###### **4. Encashment of leave at the end of the tenure.**

###### **5. Free use of Company's car with driver for Company's business and free telephone facility at residence.**

###### **6. Leave Travel Concession for self and family of Rs. 50,000/- per year or Rs. 2,50,000/- in a block of 5 years.**

##### **C. COMMISSION:**

The Executive Director shall be entitled to commission of 1 % of the net profits of the Company so that for any year of aggregate of salary, perquisites and commission shall not exceed the overall ceilings laid down under Sections 198 and 309 of the Companies Act, 1956.

#### **III. The Executive Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.**

#### **IV. The Executive Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government.**

#### **V. DUTIES:**

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Executive Director shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The headquarter of the Executive Director shall be at Ahmedabad or at such place as the Board of Directors may decided from time to time.

#### **VI. TERMINATION:**

The Executive Director may be removed from his office for gross negligence, breach of duty or trust if the Company in its General Meeting to that effect passes a special Resolution. The Executive Director may resign from his office by giving 90 days' notice to the Company.

**VII. COMPENSATION:**

In the event of termination of office of Executive Director takes place before the expiration of tenure thereof, Executive Director Shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 318 of the Companies Act, 1956.

The remuneration mentioned above be paid to Mr. Sohan K. Laskari even in the years of losses or inadequacy of profits as minimum remuneration defined under Section 198 of the Companies Act, 1956.

As per the provisions of Sections 198, 269, 309 and 314 and all other applicable provisions, if any, of the Companies Act, 1956, Special Resolution is necessary for holding office as Executive Director of the Company on remuneration.

The terms and conditions mentioned in the above explanatory statement may be treated as abstract of the terms of proposed contract under Section 302 of the Companies Act, 1956.

Resolution of the Board of Directors appointing Mr. Sohan K. Laskari as Executive Director and Draft agreements of appointment are open for inspection at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day prior to the date of the meeting.

Mr. Sohan K. Laskari is concerned or interested in the business since it relates to his appointment as Executive Director of the Company. Mr. Kamlesh J. Laskari, Ms. Ranak K. Laskari and Mr. Rohan K. Laskari are also concerned or interested as Mr. Rohan K. Laskari is their relative. No other Director of the Company are deemed to be interested or concerned with the business.

**In respect of Item No. 8:**

The Company is planning to borrow funds from any Bank, Financial Institution or any other lender to meet its short term and long term financial requirements. Normally such Financial Assistance are to be secured by hypothecation / pledge of the Company's entire goods movables and other assets, present and future, including documents title to goods and other assets such as book-debts, outstanding moneys, receivables, claims, bills, invoices, documents, contracts, engagements, securities, investments and rights and all machinery, present and future, and are to be further secured by a deposit of all title deeds of the existing immovable properties of the Company with intent to create a security in favour of such Bank, Financial Institution or such other lender on such terms and conditions.

Section 293(1)(a) of the Companies Act, 1956 provides, inter alia, that the Board of Directors of a Public Company shall not, without the consent of such public in General Meeting sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole, of any such undertaking.

Since the mortgaging by the Company of its immovable and movable properties as aforesaid in favour of the Bank may be regarded as, disposal of the Company's properties/undertakings, it is necessary for the members to pass a resolution under Section 293(1)(a) of the Companies Act, 1956.

Copy of Draft Financial Assistance Agreement and correspondence of the Company with such Bank, Financial Institution or such other lender are open for inspection at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day prior to the date of the meeting.

None of the Directors is in any way concerned or interested in the aforesaid resolution.

Your Directors recommend the Resolutions.

**In respect of Item No. 9:**

The proposed increase in the borrowing power of the Board is required in view of certain borrowing proposed to be made by the Company from Financial Institution/Banks/other lender. The Board of Directors feel that the limit be raised to Rs. 50 crores. The Resolution at item No.6 is of an enabling nature and would authorise the Directors to borrow from time to time sums not exceeding Rs. 50 crores. The Resolution would be in the super session of the earlier resolution passed at the Board of Directors meeting of the Company, if any.

None of the Directors is in any way concerned or interested in the resolution.

**REGISTERED OFFICE**

737, Rakanpur Village,  
Sola-Santej Road, Ta. Kalol (N.G.),  
Dist. Gandhinagar - 382 721.  
Date : 16<sup>th</sup> July, 2013.

By order of the Board,

**Kamlesh J. Laskari**  
Chairman & Managing Director

## DIRECTORS' REPORT

Dear Shareholders,

The Directors present the TWENTY FIFTH ANNUAL REPORT together with the Audited Statement of Accounts for the Financial Year 2012-13 ended 31<sup>st</sup> March, 2013.

(Rs. in lacs)

### 1. FINANCIAL RESULTS :

| Particulars                                     | 2012-13 | 2011-12 |
|---|---------|---------|
| Profit before Interest, Depreciation & Taxation | 102.67  | 81.24   |
| Less : Interest                                 | 55.63   | 45.99   |
| Profit Before Depreciation & Taxation           | 47.04   | 35.25   |
| Less : Depreciation                             | 41.13   | 32.02   |
| Profit before tax                               | 5.91    | 3.23    |
| Less : Provision for Taxtion                    | 1.10    | 0.97    |
| Profit after Tax                                | 4.81    | 2.26    |
| Add : Opening Balance of Profit & Loss Account  | 82.03   | 79.77   |
| Balance carried to Balance Sheet                | 86.84   | 82.03   |

### 2. DIVIDEND :

In view of insufficient profits and with a view to conserve the resources for the working capital requirement, the Directors are unable to recommend any dividend on the Equity Shares for the year under review.

### 3. OPERATIONS :

The Sales and Operating Income of the Company during the year under review have been increased to Rs. 1300 lacs compared to Rs. 1149 lacs during 2011-12. The Company has commenced vigorous efforts to increase sales in domestic as well as export markets. The management is hopeful of better results in the year 2013 14.

The Company earned Profit before Interest and Depreciation of Rs.102.67 lacs during the year under review compared to Rs. 81.24 lacs during 2011-12. The Profit before Depreciation & Taxation for the year was Rs. 47.04 lacs during the year under review compared to Rs. 35.25 lacs during 2011-12. The Net Profit during the year under review was Rs. 4.81 lacs compared to Net Profit of Rs. 2.26 lacs during 2011-12.

### 4. RESEARCH & DEVLEOPMENT :

The Quality Control and R & D Department of your Company has shown satisfactory performance during the year under review.

### 5. DIRECTORS :

**5.1** One of your Director viz. Dr. S. L. Chopra retire by rotation in terms of the Articles of Association of the Company. He, however, being eligible offers himself for reappointment.

**5.2** The Board of Directors in their meeting held on 16<sup>th</sup> July, 2013 had appointed Dr. Atul N. Parikh and Mr. Haresh S. Parikh as Directors of the Company.

**5.3** One of the Director viz. Mr. Ram K. Khadka resigned from the Directorship of the Company w.e.f. 16<sup>th</sup> July, 2013.

**5.4** The Board of Directors in their meeting held on 16<sup>th</sup> July, 2013 appointed Mr. Rohan K. Laskari and Mr. Sohan K. Laskari as Executive Directors of the Company for a period of 5 years w.e.f. 1<sup>st</sup> August, 2013.

### 6. FINANCE:

The Company is enjoying working capital facilities and term loan from Bank of Baroda. The Company is regular and payment of interest as well as principal.

**7. REMUNERATION COMMITTEE:**

The Board of Directors have reconstituted Remuneration Committee consisting of the following:

- |                         |          |
|-------------------------|----------|
| 1. Dr. S. L. Chopra     | Chairman |
| 2. Dr. Mahendra P. Shah | Member   |
| 3. Dr. Atul N. Parikh   | Member." |

**8. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement of Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the Directors had 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 31<sup>st</sup> March, 2013 being end of the Financial Year 2012-13 and the Profits of the Company for the year;
- (iii) that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the annual accounts on a going concern basis.

**9. DEMATERIALISATION OF EQUITY SHARES :**

The Company is in the process of making arrangement with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

**10. PERSONNEL AND H. R. D. :**

The industrial relations continued to remain cordial and peaceful and your Company continued to give ever-increasing importance to training at all levels and other aspects of H. R. D.

**11. CORPORATE GOVERNANCE :**

The Report on Corporate Governance as per Clause 49 of the Listing Agreement is annexed.

**12. LISTING :**

The Equity Shares of the Company are listed on Ahmedabad, Mumbai and Delhi Stock Exchanges.

**13. GENERAL :****13.1 INSURANCE :**

The Company's properties including building, plant and machinery, stocks, stores etc. continue to be adequately insured against risks such as fire, riot, strike, civil commotion, malicious damages, machinery breakdown etc.

**13.2 AUDITORS:**

The present Auditors of the Company M/s. Deepak Soni & Associates, Chartered Accountants, Ahmedabad will retire at the ensuing Annual General Meeting. They have submitted certificate for their eligibility for re appointment under Section 224(1-B) of the Companies Act, 1956. The notes and remarks of Auditors have been explained at the appropriate places in the notes to the accounts.

**13.3 PARTICULARS OF EMPLOYEES:**

None of the employees of the Company is drawing remuneration-requiring disclosure of information under Section 217(2-A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

**13.4 DEPOSITS:**

At the end of the Financial Year under Report, no fixed deposit remained unclaimed by the deposit holder, which was due for repayment.