

BUILDING A BETTER TOMMORROW



**Annual Report
2012-2013**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ramesh Kumar Mehra

Chairman

Mr. Prashant Mehra

Managing Director

Mr. Mahesh Mehra

Whole-time Director

Mr. Parag Keshar Bhattacharjee

Independent Director

Mr. Shankar Saraf (upto 12-02-2012)

Independent Director

Mr. Rajesh Kumar Agarwal

Independent Director

Mr. Sakti Pada Banerjee

Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Tarkeshwar Singh

REGISTRAR AND SHARE TRANSFER AGENT

C B Management Services (P) Ltd.

P-22, Bondel Road

Kolkata - 700 019

Tel : 91-33-22806692/93/94/2486

Fax : 91-33-22870263

Website : www.cbmsl.com

STATUTORY AUDITORS

M/s. Sumanta & Co.

Chartered Accountants

71, B.R.B Basu Road

5th Floor, Block-C

Kolkata - 700001

BANKERS

Indian Overseas Bank

State Bank of India

REGISTERED OFFICE

HB 170, Sector III

Salt Lake

Kolkata - 700106

Tel : 91-33-2334 4166 / 148

Fax : 91-33-2334 4148

Website :

www.kaushalyainfrastructure.com

E mail :

info@kaushalyainfrastructure.com

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Notice

Notice is hereby given that the 21st Annual General Meeting of the Members of KAUSHALYA INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED will be held on **Friday, the 27th day of September 2013** at 11:30 a.m. at Rabindra Okakura Bhavan, DD 27/A/1, Salt Lake, Kolkata- 700064 to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013, the Statement of Profit & Loss for the year ended on that date and the report of the Directors and the Auditors thereon.

Registered Office :
HB-170, Sector III, Saltlake
Kolkata - 700106
Dated : August 14, 2013

2. To appoint a Director in place of Mr. Ramesh Kumar Mehra, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Parag Keshar Bhattacharjee, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Sumanta & Co., Chartered Accountants, the retiring auditor, as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and on such remuneration as may be fixed by the Board.

By Order of the Board
For **Kaushalya Infrastructure Development Corporation Ltd.**

Tarkeshwar Singh
Company Secretary

NOTES

1. **Every Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and such Proxy need not be a member of the Company.**
2. Dully filled in Proxy form must be deposited at the Registered Office of the Company before 48 hours of the time fixed for holding the meeting.
3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto and form part of the notice.
4. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the persons seeking appointment/re-appointment as Director under item no. 2 & 3 is annexed to the notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2013 to September 27, 2013 (both days inclusive).
6. Members are requested to:
 - i. Note that as a measure of austerity, copies of Annual Report will not be distributed at the Annual General Meeting.
 - ii. Deliver duly completed and signed Attendance Slip at the entrance of the meeting venue, as entry to the Auditorium will be strictly on the basis of the entry slip, available at the counters at the venue to be exchanged with the attendance slip.
 - iii. Quote the Folio / Client ID & DP ID Nos. in all their correspondences.
 - iv. Note that due to strict security reasons brief cases, eatables and other belongings are not allowed inside the auditorium.
 - v. Note that no gifts will be distributed at the Annual General Meeting.
- vi. A corporate member shall be deemed to be personally present only if it is represented in accordance with Section 187 of the Companies Act, 1956 i.e. only if the corporate member sends certified true copy of the Board resolution / power of attorney authorizing the representative to attend and vote at the Annual General Meeting.
- vii. Members are requested to notify immediately changes, if any, in their addresses, in respect of the physical shares held by them, to the Company, and to their Depository Participants (DP) in respect of shares held in the dematerialized form.
7. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Mr. Tarkeshwar Singh, Company Secretary at the Registered Office of the Company at least ten days prior to the date of the meeting, so that the information required can be made available at the meeting.
8. All documents referred to in the notice and annexures thereto along with other mandatory registers / documents are open for inspection at the registered office of the Company on all working days (except Saturdays and Sundays) between 11.00 a.m. to 1.00 p.m. prior to the date of Annual General Meeting.
9. The Ministry of Corporate Affairs has taken a corporate "Green initiative in the corporate governance" by allowing paperless compliance by companies. As per the MCA Circular, Service of documents through electronic mode i.e. e-mail by the company will be a valid compliance of Section 53 of the Companies Act, 1956. As such the members are requested to furnish/ register their e-mail id's to enable the Company to send all notices, periodical statements etc., of the company through electronic mode. You are requested to furnish/ register your email ids at rta@cbmsl.com.
10. The Securities and Exchange Board of India has notified

Notice

that the shareholders/transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their PAN Card to the company/RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferee of shares (including joint holders) are requested to furnish a certified copy of their PAN Card to the company/RTA while transacting in the securities market including transfer, transmission or any other corporate action.

11. Since the securities of the Company are compulsorily tradable in electronic form, to ensure better investor service and elimination of risk of holding securities in

physical form, it is required that the members holding shares in physical form, to get their shares dematerialised at the earliest.

12. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members.

All those shareholders who have not yet registered their email Ids or holding shares in physical form are requested to immediately register their e-mail Ids with NSDL/CDSL and / or our RTA at rta@cbmsl.com along with your Folio No. and No. of shares / Client Id and DP Id.

Annexure

Details of Directors seeking re-appointment at this Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Particulars	Mr. Ramesh Kumar Mehra	Mr. Parag Keshar Bhattacharjee
Date of Birth	October 31, 1953	January 18, 1939
Date of Appointment	June 4, 1992	May 19, 2006
Educational Qualification	B Com (Hons.)	Masters in Economics and CAIIB
Expertise in specific functional areas	He is the founder promoter and the chairman of the Company. He has to his credit vast experience in the field of Strategy & Business Development, Corporate Planning, Corporate Quality & Business Excellence.	Mr. Parag Keshar Bhattacharjee, have held various positions within the State Bank of India and retired in January 1999 as Deputy Managing Director & Chief Financial Officer. He is rich experience in various corporate fields.
Directorship in other Companies as on March 31, 2013	<ol style="list-style-type: none"> 1. Bengal KDC Housing Development Ltd. 2. Bengal Kaushalya Nirman Ltd. 3. Panchmool Ayurved Ltd. 	<ol style="list-style-type: none"> 1. Cheviot Company Ltd. 2. Global Investment Trust Ltd 3. Kanco Enterprises Ltd. 4. Kilburn Chemicals Ltd. 5. M.S.M.Energy Ltd. 6. Quipo Telecom Infrastructure Ltd. 7. Stesalit System Ltd. 8. Suryachakra Power Corporation Ltd. 9. Amazan Capital Ltd.
Membership/Chairmanship in other Public Companies (only in Audit and Shareholders/Investor Grievance Committee) as on March 31,2013	NIL	3
Number of shares held as on March 31, 2013	30010	NIL

Directors' Report

Dear Shareholders,

The Directors are pleased to present the 21st Annual Report and the Audited Accounts for the financial year ended March 31, 2013.

Financial Performance

The Financial performance of the Company, for the year ended March 31, 2013 is summarized below : (₹ In Lacs)

	STANDALONE				CONSOLIDATED			
		31.03.13		31.03.12		31.03.13		31.03.12
Contract Revenue & Other Income		2640.73		10407.94		2647.29		10407.94
Profit before Depreciation, Interest & Tax		526.07		1187.85		530.67		1183.00
Less : Depreciation	39.42		41.34		40.39		42.54	
Interest	687.50	726.92	684.75	726.09	688.96	729.35	685.51	728.05
Profit before Tax		(200.85)		461.76		(198.68)		454.95
Less : Provision for Tax								
Current Tax	–		116.68		–		114.86	
Deferred Tax	2.34		33.05		2.34		33.05	
Fringe Benefit Tax	–		–		–		–	
Income Tax for Earlier Year		2.34		149.73		2.34		147.91
Net Profit After Tax		(203.19)		312.03		(201.02)		307.04
Less : Minority Interest		N.A		N.A		(0.01)		(1.29)
Net Profit After Minority Interest		N.A		N.A		(201.00)		308.33
Balance b/f from previous year		2095.60		1783.57		2073.54		1765.21
Balance available for appropriations		1892.41		2095.60		1872.54		2073.54
APPROPRIATIONS								
Transfer to General Reserve		0.00		0.00		0.00		0.00
Balance Carried to Balance Sheet		1892.41		2095.60		1872.54		2073.54

Operations Review

During the year under review on a Stand alone basis the Company has achieved total income from operation of ₹ 2640.73 Lacs as against ₹ 10407.94 Lacs in the previous year. The profit before Depreciation, interest and tax for the year stood to ₹ 526.07 Lacs as compared to ₹ 1187.85 Lacs in previous year. The net loss after tax was ₹ (203.19) Lacs. Debtor realization cycles were significantly enlarged resulting in a cash crunch. This coupled with lower success rates in infrastructure projects resulted in a significantly lower top line as compared to prior year. The net loss was a result of this reduction in top line coupled with interest costs.

On Consolidated basis, during the year under review the Total Income of the Company stood to ₹ 2647.29 Lacs as against ₹ 10407.94 Lacs in the previous year. The profit before tax increased to ₹ 1183.00 Lacs from ₹ 995.45 Lacs.

Dividend

The Directors of the Company have not recommended any dividend on the Equity Shares for the year under review.

Change in Share Capital

During the year under review the Company has raised an amount of ₹ 16.52 Crores by issuing 15,025,000 Equity Shares of ₹ 10/-

each at a premium of ₹ 1/- per shares to the entities belonging to promoters group and strategic investors belonging to non-promoters group on preferential basis. To accumulate the allotment of Equity Shares, consequent to issue of Equity Shares on preferential basis, the Company has enhanced its authorised share capital from ₹ 25 Crores to 35 Crores.

Consequent to the said allotment, the paid up share capital of the Company stood increased to ₹ 346,306,300. The entire proceeds received from preferential allotment of Equity Shares has been utilized towards the object of the issue.

Public Deposit

During the year under review, the Company has neither invited nor accepted any deposits from the public.

Subsidiary Companies and Consolidated Financial Statements

As stipulated in Clause 41 of the Listing Agreement entered into with the stock exchanges, your Company has prepared Consolidated Financial Statements in accordance with the relevant Accounting Standards (AS-21) issued by the Institute of Chartered Accountants of India (ICAI). The Audited Consolidated Financial Statements along with the Auditors Report thereon form part of the Annual Report.

The Ministry of Company Affairs has granted a general exemption

Directors' Report

to Companies, by General Circular No-2/2011 dated 08.02.2011 under section 212(8) of the Companies Act, 1956, from attaching individual accounts of the subsidiaries with their annual report. Accordingly the Board of Directors of the Company has, by resolution, given consent for not attaching the accounts of its subsidiary in the annual report of the Company for the financial year ended 31st March, 2013. The financial data of the subsidiary forms part of the Annual Report.

The Company will make available documents/details of the subsidiary Company upon request by any member or investor of the Company/subsidiary Company. The Annual accounts of the subsidiary Company will be kept open for inspection by any investor at the corporate office of the Company and also that of the subsidiary Company.

Directors

In accordance with the provisions of the Companies Act, 1956 read with the Articles of Association of the Company Mr. Ramesh Kumar Mehra and Mr. Parag Keshar Bhattacharjee, Directors of the company will retire by rotation at this meeting and being eligible, the Board recommends their re-appointment.

Mr. Shankar Saraf has resigned from the Directorship of the Company with effect from 12th February, 2013. The Board of directors recorded its appreciation for the valuable services rendered by Mr. Shankar Saraf to the Company.

None of the Directors of the Company are disqualified for being appointed as Directors, as specified in Section 274(1) (g) of the Companies Act, 1956. As required under Clause 49 of the Listing Agreement the additional information on the Directors seeking appointment/re-appointment is annexed to the notice.

Directors' Responsibility Statement

Pursuant to the requirements specified under Section 217 (2AA) of the Companies Act, 1956, with respect to the Directors' Responsibilities Statement, it is hereby confirmed that:

- I. in the preparation of the annual accounts for the financial year ended March 31, 2013, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- II. 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 as at March 31, 2013 and of the profit or loss of the Company for the said period;
- III. that the directors had taken proper and sufficient care for the 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; and
- IV. the directors had prepared the annual accounts for the financial year ended March 31, 2013 on a "going concern" basis.

Place : Kolkata
Date : August 14, 2013

Auditors & Auditor's Report

The Auditor M/s. Sumanta & Co., Chartered Accountants, retires at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. They have confirmed that if reappointed, their appointment will be within the limits under section 224(1B) of the Companies Act, 1956. The Notes to Accounts forming part of the financial statements are self explanatory and need no further explanation.

Restructuring of Debts

The Company has applied for restructuring of its existing debt via Non CDR approach to its Bankers. The same restructuring of existing debt has been approved by the bankers and the Company is following the terms and Conditions as specified by Bankers for restructuring of existing debt of the Company.

Other Information

The Audit Committee of the Company has reviewed the audited financial statements for the year under review at its meeting held on May 29, 2013 and recommended the same for the approval of the Board of Directors.

Particulars of Employees

The particulars required under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 are not applicable to the Company.

Management Discussion & Analysis and Corporate Governance Report

The Company continues to practice the best of the Corporate Governance policies. The Company is in compliance with there commendations of the Narayana Murthy Committee on Corporate Governance constituted by the Securities and Exchange Board of India (SEBI). A certificate, from the auditor of Company, on compliance with the mandatory recommendations of the committee is provided as an annexure to the Directors' Report. As required under Clause 49 of the Listing Agreement with the Stock Exchanges, a Corporate Governance Report and management Discussion and Analysis are attached to this annual report.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Presently, the Company is not engaged in any activity relating to conservation of energy or technology absorption. During the year under review, the Company has no foreign exchange earnings and outgoes.

Acknowledgement

The Directors of the Company thank the Government of India, various State Governments and their concerned Department/ Agencies/ Regulatory Authorities for their continued support and cooperation. The Directors also wish to place on record the support extended by various Banks, Financial Institutions and every stakeholder of the Company.

The Directors further wish to appreciate and value the contributions made by every employee of the Kaushalya Family.

For and on behalf of the Board
Ramesh Kumar Mehra
Chairman

Report on Corporate Governance

In compliance with Clause 49 of the Listing Agreement entered into with the stock exchanges, the Company is providing below are port on the matters as mentioned in the said clause and practices followed by the Company.

1. Philosophy of the Company on the code of governance

The Company aims at achieving transparency, accountability and equity in all facets of its operations, and in all interactions with stakeholders, including shareholders, employees, government, lenders and other constituents, while fulfilling the role of a responsible corporate representative committed to good corporate practices. The Company is committed to achieve good standards of Corporate Governance on a continuous basis by laying emphasis on ethical corporate citizenship and establishment of good corporate culture which aims at true Corporate Governance.

The Company believes that all its operations and actions must result in enhancement of the overall shareholder value in terms of maximizing shareholder's benefits, over a sustained period of time.

2. Board of Directors

a) Size and composition of the Board

The policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and to separate the Board functions of governance and management. The total strength of the Board as on March 31, 2013 was 6 (Six) Directors comprising of three Promoter Directors and three Independent Directors. Among the Directors, one was Managing Director, one was an Executive Director, one was Non-executive Directors and three were Non- executive Independent Directors as on March 31, 2013. The Board periodically evaluates the need for increasing or decreasing its size.

Mr. Shankar Saraf a Non-Executive Independent Director on the Board with effect from May , 2007, In February 2013 he gave his resignation letter due to personal reason to resigned form the above post and Board of Director in its Meeting held on 11th February, 2013 accept his resignation with effect from 12.02.2013 from the post of Independent Director.

After the aforesaid changes as on the date of this report the Board comprises of 6 (Six) Directors, out of which Chairman is a Non Executive-Promoter-Director. The Board has 4 (Four) Non Executive Director including Chairman (of which 3 are Independent Directors) and 2 (Two) are Executive Director. The composition of the Board during the financial year was in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchanges. Following is the present composition of our Board and their number of directorships in other companies as on March 31, 2013.

Name of Director	Category of Director ship	Director Identification Number	No. of Directorships held in other Companies#	No. of Committee positions held in other Public Companies as ##	
				Chairman	Member
*Mr. Ramesh Kumar Mehra	Non-Executive Chairman/ Director	00086598	3	----	----
*Mr. Prashant Mehra	Managing Director	00086725	3	----	----
*Mr. Mahesh Mehra	Non-Executive Director	00086683	0	----	----
Mr. Rajesh Kumar Agarwal	Independent and Non-Executive Non-Executive Director	00431195	0	----	----
Mr. Parag Keshar Bhattacharjee	Independent and Non-Executive Director	00081899	9	2	3
Mr. Shankar Saraf @	Independent and Non-Executive Non-Executive Director	00199864	NIL	----	----
Mr. Sakti Pada Banerjee	Independent and Non-Executive Director	01629690	1	----	----

Report on Corporate Governance

NOTES :

- # Other Directorship does not include alternate directorship, directorship of private companies, Section 25 companies and of other companies incorporated outside India
- ## Includes the Membership/Chairmanship of only Audit Committee and Shareholders' Grievance Committee.
- @ Mr. Shankar Saraf has resigned from the Directorship of Company w.e.f. 12th February, 2013.
- * In terms of clause 49(IV)(G)(ia), it is hereby disclosed that Mr. Ramesh Kumar Mehra is the father of Mr. Prashant Mehra and brother of Mr. Mahesh Mehra. Other than this, none of the other Directors are in any way related to any other Director as per Section 6 of the Companies Act, 1956.

b) Number of Board Meetings

During the year ended March 31, 2013, 6 (Six) meetings of the Board of Directors were held on the following days and the maximum time gap between 2 (Two) meetings did not exceed 4 (Four) months:

Sl. No.	Date on which Board meetings were held	Sl. No.	Date on which Board meetings were held
1	May 14, 2012	4	November 14, 2012
2	August 14, 2012	5	February 11, 2013
3	September 4, 2012	6	March 30, 2013

c) Directors Attendance

Name of Director	No. Board Meetings	No. of Meetings attended	Presence at last AGM
Mr. Ramesh Kumar Mehra	6	6	Yes
Mr. Prashant Mehra	6	6	Yes
Mr. Mahesh Mehra	6	6	Yes
Mr. Rajesh Kumar Agarwal	6	6	Yes
Mr. Parag Keshar Bhattacharjee	6	3	No
Mr. Shankar Saraf	6	2	Yes
Mr. Sakti Pada Banerjee	6	3	No

3. Committees of the Board

a) Code of Conduct

The Board of Directors of the Company has laid a code of conduct for Directors and the senior management. The code of conduct is posted on the Company's website. All Directors and designated personnel in the senior management have affirmed compliance with the code for the year under review. A declaration to this effect duly signed by Mr. Prashant Mehra Managing Director is annexed below.

DECLARATION

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As stipulated under the provisions of sub-clause I(D) (ii) of Clause 49 of the Listing Agreement with stock exchanges, all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with the said code for the financial year ended March 31, 2013.

Kolkata, 14th August, 2013

Prashant Mehra
Managing Director

Report on Corporate Governance

Details of Directors seeking appointment / re-appointment as required under Clause 49 of the Listing Agreement pursuant to the requirements of the Listing Agreement of Stock Exchanges on Corporate Governance, the information about the Directors proposed to be appointed / re-appointed is given as an Annexure to the notice.

b) Audit Committees

In terms of Clause 49 of the Listing Agreement, the Audit Committee constituted by the Board consists of only Non-Executive and Independent Directors. The committee had met four times on May 14, 2012, August 14, 2012, November 14, 2012 and February 11, 2013. The attendance details for the Committee meetings are as follows:

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Rajesh Kumar Agarwal	Chairman	4	4
Mr. Shankar Saraf @	Member	4	4
Mr. Prashant Mehra	Member	4	4
Mr. Parag Keshar Bhattacharjee@	Member	4	0

@ w.e.f. 12th February, Mr. Parag Keshar Bhattacharjee has been appointed as member and Mr. Shankar Saraf cease to be member of the committee.

c) The terms of reference as stipulated by the Board to the Audit Committee include

- a) Review of the Company's financial reporting process and disclosure of its financial information.
- b) Recommending the appointment and removal of external auditors, fixation of audit fee and recommending payment for any other services.
- c) Reviewing with the management the annual financial statements before submission to the Board, focusing primarily on
 - (i) Changes in accounting policies and practices
 - (ii) Major accounting entries involving estimates based on the exercise of judgment by the management
 - (iii) Qualifications in the draft audit report
 - (iv) Significant adjustments arising out of audit
 - (v) The going concern assumption
 - (vi) Compliance with accounting standards
 - (vii) Compliance with stock exchange and legal requirements concerning financial statements
 - (viii) Disclosure of any related party transactions
- d) Reviewing with the management, the external and internal auditors the adequacy of internal control systems.
- e) Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- f) Discussion with internal auditors of any significant findings and follow up there on.
- g) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- h) Discussion with statutory auditors about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

The committee is in compliance with its requirements under this charter.

d) Remuneration Committees

The Company has Remuneration Committee comprising of Three (3) Non-Executive Independent Directors and One (1) Non-Executive Director. The committee, on behalf of the Board and the shareholders, determines, with agreed terms of reference, the Company's policy on specific remuneration packages for Executive Directors and senior management

Report on Corporate Governance

people. This Committee also acts as a Remuneration Committee under Schedule XIII and as Selection Committee under Section 314 of the Companies Act, 1956. One meeting of Remuneration Committee was held on September 4, 2012 during the year. All members attended the meeting.

Name of Director	Designation	Category	No. of Meetings Attended
Mr. Parag Keshar Bhattacharjee	Chairman	Independent/Non-Executive	1
Mr. Rajesh Kumar Agarwal	Member	Independent/Non-Executive	1
Mr. Shankar Saraf @	Member	Independent/Non-Executive	1
Mr. Ramesh Kumar Mehra	Member	Non-Executive	1

@ resigned from the directorship w.e.f. 12th February, 2013.

The Company pays remuneration by way of salary to its Managing and Whole Time Director. The remuneration paid is within the limit specified under the Companies Act, 1956 and approved by the Board as well as by the shareholders of the Company. The Company does not have any policy for payment of remuneration to Non-Executive Directors except by way of sitting fees @ ₹ 5000/- for attending each meeting of the Board and ₹ 3500/- for attending each Committee meeting. No severance fees is payable to the Directors on termination of the employment. The Company has not yet introduced any stock option to its Directors/ Employees.

Remuneration/Sitting Fees paid to Executive and Non-Executive Directors of the Company during the Financial Year ended March 31, 2013 are detailed as under:

Executive Directors :

Name of Director	Salary & Perquisites (₹)	Period of Contract		Notice Period	No. of Shares held as on 31.03.2013
		From	To		
Mr. Prashant Mehra	13,80,000/-	18.04.2010	30.09.2014	2 Months	97760
Mr. Mahesh Mehra	11,40,000/-	04.09.2012	03.09.2017	2 Months	48110

Non Executive Director :

Name of Director	Sitting fees (₹)		No. of Shares held as on 31.03.2013
	Board Meeting	Committee Meeting	
Mr. Ramesh Kumar Mehra	30,000/-	7000/-	30010
Mr. Rajesh Kumar Agarwal	30,000/-	17,500/-	NIL
Mr. Parag Keshar Bhattacharjee	15,000/-	7,000/-	NIL
Mr. Shankar Saraf #	10,000/-	17,500/-	NIL
Mr. Sakti Pada Banerjee	15,000/-	Nil	NIL

#resigned from the Directorship w.e.f. 12th February, 2013.

e) Shareholders' Grievance Committee

The Investor Grievance Cum Share Transfer Committee was constituted to specifically look into the redressal of investors' complaints like transfer of shares, non-receipt of balance sheet and non-receipt of declared dividends, etc. The Investor Grievance Cum Share Transfer Committee consists of three Directors, out of which two are Non-Executive Directors and one is an Executive Director. The Chairman of the Committee is an Independent Director.

The broad terms of reference includes the following :

- Redressal of shareholder and investors' complaints including but not limited to transfer of shares and issue of duplicate share certificates, non-receipt of balance sheet and non-receipt of declared dividends, etc.
- Monitoring transfers, transmissions, dematerialisation, rematerialisation, splitting and consolidation of shares issued by the Company.