

BOARD OF DIRECTORS

Mr. Anil K. Bodani, Executive Chairman
 Mr. Dharmil A. Bodani, Managing Director
 Mr. Shyamal A. Bodani, Executive Director
 Mr. D. S. Raghava, Executive Director-Operations
 Mr. Harshvardhan Piramal, Non-Executive Director
 Mr. Ranjit A. Puranik, Non-Executive Director
 Mr. Prakash Mehta, Non-Executive Director
 Mr. Girish M. Dave, Non-Executive Director (resigned w.e.f. 08.04.2013)

Company Secretary

Mr. Vipul Kumar Singh (upto 28.10.2012)
 Ms. Nirmala Agarwal (from 19.11.2012)

G. M. Accounts & Finance

Mr. Girish Khandelwal

Auditors

Lodha & Co.
 Chartered Accountants

Bankers

The Hongkong Shanghai Banking Corporation Limited
 Standard Chartered Bank

Corporate Office

Jehangir Building,
 133, Mahatma Gandhi Road,
 Fort, Mumbai-400 001.

Registered Office

Plot No. 3, GIDC Industrial Estate
 Nandesari- 391 340
 Dist. Vadodara, Gujarat.

Registrar & Share Transfer Agent

Sharex Dynamic India Pvt. Ltd.,
 Unit No. I, Luthra Industrial Premises,
 Safed Pool, Andheri Kurla Road,
 Andheri (East),
 Mumbai-400 072.

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41st Annual General Meeting of Camphor & Allied Products Limited will be held on Friday 27th September, 2013 at 12.00 Noon at the Regd. Office of the Company at Plot No. 3, GIDC Industrial Estate, Nandesari – 391340, Dist. Vadodara, Gujarat.

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Forty First Annual General Meeting of CAMPBOR AND ALLIED PRODUCTS LIMITED will be held on Friday the 27th September, 2013 at 12:00 Noon at Regd. Office of the Company - Plot No. 3, GIDC Industrial Estate, Nandesari - 391 340, Dist. Vadodara, Gujarat to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2013 and the Audited Balance Sheet as at date together with the reports of Directors and Auditors thereon.
2. To Appoint a Director in place of Mr. Harshvardhan Piramal, who retires by rotation but being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Ranjit Puranik, who retires by rotation but being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. Lodha & Co., Chartered Accountants, be and are hereby appointed as Auditor 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 on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS:-

5. 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 Sections 198, 269, 309, 310, 311 & Schedule XIII as amended from time to time to the Companies Act, and other applicable provisions, if any, of the Companies Act 1956 including any statutory modification or re-enactment thereof, the consent of members be and is hereby accorded to the re-appointment of Mr. Anil K. Bodani, as Executive Chairman of the Company for a period of five years w.e.f. 22nd August, 2013 upon the terms and conditions including remuneration as set out in the agreement executed with Mr. Anil K. Bodani (a copy of which placed before this meeting) with specific authority to the Board of Directors to alter or vary terms and conditions of the said appointment and/or agreement including remuneration as may be agreed to between Board of Directors and Mr. Anil K. Bodani which shall not exceed Rs. 40,00,000 per annum.

RESOLVED FURTHER THAT the aforesaid remuneration shall be paid to Mr. Anil K. Bodani as the Executive Chairman of the Company as minimum remuneration in case of loss or inadequacy of profit for the financial year during the tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to review and revise the remuneration, perquisites and benefits be paid or provided to Mr. Anil K. Bodani in light of and in conformity with any amendments to the relevant provisions in the Companies Act, 1956 and the rules and regulations made thereunder and/or guidelines as may be announced by the Central Government from time to time and in accordance with the limits specified in Schedule XIII to the Companies Act, 1956 or any amendment thereto, as may be agreed to between the Board of Directors and Mr. Anil K. Bodani.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

6. 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 Sections 198, 269, 309, 310, 311, Schedule XIII as amended from time to time to the Companies Act, and other applicable provisions, if any, of the Companies Act 1956, including any statutory modification or re-enactment thereof, the consent of members be and is hereby accorded to the re-appointment of Mr. Dharmil A. Bodani as Managing Director of the Company for a period of five years with effect from 22nd August, 2013, upon terms and conditions including remuneration as set out in the agreement executed with Mr. Dharmil A. Bodani (a copy of which placed before this meeting) with specific authority to the Board of Directors to alter or vary terms and conditions of the said appointment and/or agreement including remuneration as may be agreed between Board of Directors and Mr. Dharmil A. Bodani.

RESOLVED FURTHER THAT the aforesaid remuneration shall be paid to Mr. Dharmil A. Bodani as the Managing Director of the Company as minimum remuneration in case of loss or inadequacy of profit for the financial year during the tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to review and revise the remuneration, perquisites and benefits be paid or provided to Mr. Dharmil A. Bodani in light of and in conformity with any amendments to the relevant provisions in the Companies Act, 1956 and the rules and regulations made thereunder and/or guidelines as may be announced by the Central Government from time to time and in accordance with the limits specified in Schedule XIII to the Companies Act, 1956 or any amendment thereto, as may be agreed to between the Board of Directors and Mr. Dharmil A. Bodani.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

7. 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 Sections 198, 269, 309, 310, 311& Schedule XIII as amended from time to time to the Companies Act, and other applicable provisions, if any, of the Companies Act 1956 including any statutory modification or re-enactment thereof, the consent of members be and is hereby accorded to the re-appointment of Mr. Shyamal A. Bodani, as Executive Director of the Company for a period of five years with effect from 22nd August, 2013 upon the terms and conditions including remuneration as set out in the agreement executed with Mr. Shyamal A. Bodani (a copy of which placed before this meeting) with specific authority to the Board of Directors to alter or vary terms and conditions of the said appointment and/or agreement including remuneration as may be agreed to between Board of Directors and Mr. Shyamal A. Bodani which shall not exceed Rs. 40,00,000 per annum.

RESOLVED FURTHER THAT the aforesaid remuneration shall be paid to Mr. Shyamal A. Bodani as the Executive Director of the Company as minimum remuneration in case of loss or inadequacy of profit for the financial year during the tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to review and revise the remuneration, perquisites and benefits be paid or provided to Mr. Shyamal A. Bodani in light of and in conformity with any amendments to the relevant provisions in the Companies Act, 1956 and the rules and regulations made thereunder and/or guidelines as may be announced by the Central Government from time to time and in accordance with the limits specified in Schedule XIII to the Companies Act, 1956 or any amendment thereto, as may be agreed to between the Board of Directors and Mr. Shyamal A. Bodani.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

8. 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 Sections 198, 269, 309, 310, 311, Schedule XIII as amended from time to time to the Companies Act and other applicable provisions if any of the Companies Act 1956 including any statutory modification or re-enactment thereof, the consent of members be and is hereby accorded to the re-appointment of Mr. Devendra Singh Raghava, as Executive Director-Operations of the Company for a period of five years with effect from 30th April, 2014 upon the terms and conditions including remuneration as set out in the agreement executed with Mr. Devendra Singh Raghava (a copy of which placed before this meeting) with specific authority to the Board of Directors to alter and vary terms and conditions of the said appointment and/or agreement including remuneration as may be agreed to between Board of Directors and Mr. Devendra Singh Raghava which shall not exceed Rs. 24,00,000 per annum.

RESOLVED FURTHER THAT the aforesaid remuneration shall be paid as minimum remuneration to Mr. Devendra Singh Raghava, Executive Director-Operations in case of loss or inadequacy of profit for any financial year during the tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to review and revise the remuneration, perquisites and benefits be paid or provided to Mr. Devendra Singh Raghava in light of and in conformity with any amendments to the relevant provisions in the Companies Act, 1956 and the rules and regulations made thereunder and/or guidelines as may be announced by the Central Government from time to time and in accordance with the limits specified in Schedule XIII to the Companies Act, 1956 or any amendment thereto, as may be agreed to between the Board of Directors and Mr. Devendra Singh Raghava.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

By Order of the Board of Directors

Place: - Mumbai

Date: - 12th August, 2013.

Registered Office:-

Plot No. 3, GIDC Industrial Estate,

Nandesari- 391 340

Dist. Vadodara, Gujarat.

grievance@camphor-allied.com

Nirmala Agarwal
Company Secretary

NOTES:-

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

This instrument appointing proxy in order to be effective should be lodged at the Registered Office of the Company not less than forty- eight hours before the time of the meeting. A blank proxy form is sent herewith.

- 2) Corporate members are requested to send a duly certified copy of resolution authorizing their representatives to attend and vote at the meeting.
- 3) Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their folio no. in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
- 4) All the documents referred to in this notice are open for inspection of the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m., upto the date of the Annual General Meeting and during the time of the Meeting.
- 5) The Members holding shares in physical form are requested to notify immediately change in their address, bank account details, NECS mandate if any, to the Company's Registrars and Share Transfer Agents, M/s Sharex Dynamic India Private Limited, Unit No. 1, Luthura Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai-400072. Members holding shares in demat account (electronic form) may notify changes to the Depository Participants.
- 6) The Register of Members and Share Transfer Books of the Company shall remain closed from 17th September, 2013 to 27th September, 2013 (both days inclusive).
- 7) Dividend for the financial year ended 31st March, 2013 has not been recommended by the Board of Directors of your Company.
- i) The unclaimed dividends for the financial year ended 31st March, 2005, which remained unclaimed for a period of 7 years from the date of declaration have been transferred to the Investor Education and Protection Fund established by the Central Government pursuant to Section 205C of the Companies Act, 1956.
- ii) Dividend for the financial year ended 31st March, 2006, which remains unclaimed, will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before 10th October, 2013 pursuant to the Provision of Section 205A & 205C of the Companies Act, 1956. Members who have not en-cashed their dividend warrant(s) for the financial year ended 31st March 2006, or any subsequent financial year(s), are requested to seek issue of duplicate warrant(s) from the Company.
- iii) Shareholders are requested to note that no claim shall lie against Company or the said Investor Education and Protection Fund after the transfer of unclaimed dividend to the Fund.
- 8) The Share of the Company are under Compulsory demat list of SEBI and therefore trading in equity shares can be done only in demat form. In case you have not demated your shares, you may do so by opening account with any Depository Participant and completing the dematerialization procedures.

- 9) Under the system of payment of dividend through NECS, the shareholders get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of warrant in transit or its fraudulent encashment. Shareholders holding share in physical form and desirous of availing NECS facility are requested to furnish particulars of their bank account (including 9 digit MICR code) to the Company's Registrar & Share Transfer Agent, M/s Sharex Dynamic India Private Limited and in respect of shares held in electronic (demat) form such particulars should be furnished to respective Depository Participants.
- 10) Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- 11) In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 12) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share Certificates to Sharex Dynamic (India) Private Limited, for consolidation into a single folio.
- 13) 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 Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents, Sharex Dynamic (India) Private Limited.
- 14) Non- Resident Indian members are requested to inform Sharex Dynamic (India) Private Ltd, immediately of:
 - i) Change in their residential status on return to India for permanent settlement.
 - ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier
- 15) Details of Directors retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting:
 - i) **Mr. Harshvardhan A. Piramal**, Age 39 years, is a Director of Company since 22nd August, 2008. Mr. Harshvardhan Piramal holds a Bachelor of Science (Physics) degree from Kings College London, and a MBA (specializing in Finance and Strategy) from the London Business School. He is a Vice-Chairman of Morarjee Textiles, PMP Auto and Piramal Renewable Energy, all part of the Ashok Piramal Group.
 - ii) **Mr. Ranjit A. Puranik**, Age 44 years, is a Director of Company since 30th September, 2008. He is a Bachelor of Arts- Economic, acting as Executive Director in Shree Dhootapapeshwar Limited, an Enterprise that is over 140 years in Ayurveda Health Care formulations. He served as Hon. General Secretary in the Ayurvedic Drug Manufacturers Association. He is a Founder Member of World Ayurveda Foundation and a National Secretary of Vijnana Bharati.

By Order of the Board of Directors

Place: - Mumbai

Date: - 12th August, 2013.

Registered Office:-

Plot No. 3, GIDC Industrial Estate,

Nandesari- 391 340

Dist. Vadodara, Gujarat.

grievance@camphor-allied.com

Nirmala Agarwal
Company Secretary

EXPLANATORY STATEMENT

As required under Section 173(2) of the Companies Act, 1956, the following Explanatory Statements sets out the material facts relating to the item nos. 5 to 8 of accompanying notice dated 12th August, 2013.

Item No. 5

The Board of Directors at its meeting held on 12th August, 2013 has re-appointed Mr. Anil K. Bodani as Executive Chairman of the Company for a period of five years w.e.f. 22nd August, 2013 on terms and conditions as recommended by remuneration committee.

The terms and conditions of his appointment including remuneration in terms of Schedule XIII of the Companies Act, 1956 are contained in the agreement entered between the Company and Mr. Anil K. Bodani subject to Rs. 40,00,000 p.a. and which is specifically sanctioned with liberty to Board of Directors to alter or vary terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors and Mr. Anil K. Bodani, are as under:

- a) **Salary:** Gross salary of Rs. 2,15,000/- per month.
- b) **Perquisites:** Perquisites classified in the PART A & B are included in the gross salary (as above) and perquisites classified in PART C are in addition to salary of the Executive Chairman, which are as under: -

PART A

- i. **Medical Reimbursement:** Reimbursement of expenses incurred by the Executive Chairman for self and family subject to a ceiling of one month's basic salary in a year or five months' basic salary over a period of five years, which is included in the gross salary.
- ii. **Leave Travel Concession:** Reimbursement of expenses incurred by the Executive Chairman for self and family subject to a ceiling of one month's basic salary in a year or five months' basic salary over a period of five years, which is included in the gross salary.

PART B

- i. **Provident Fund and Superannuation Fund:** Company's contribution to Provident Fund and Superannuation Fund in accordance with the rules and regulations in force in the Company from time to time.

Contribution to these funds 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, 1961.
- ii. **Gratuity:** Benefits in accordance with the rules and regulations in force in the Company from time to time, but shall not exceed half a month's salary for each completed year of service.

PART C

- i. **Car:** Provision of car for use on Company's business. Personal use of car shall be billed by the Company individually to the Executive Chairman.
- ii. **Telephone:** Provision of Telephone, at residence and mobile phone will not be considered as a perquisite.

Personal long distance calls on telephone, mobile phone shall be billed by the Company individually to the Executive Chairman.

OTHER BENEFITS:

- a) Leave as per rules in force in the Company from time to time.
- b) Benefits under loan and other Schemes, in accordance with the practices, rules and regulations in force from time to time.
- c) Such other benefits as may be provided by the Company to other senior officers from time to time.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of the Executive Chairman, the Company has no profits or its profits are inadequate, the remuneration and other terms will be subject to Schedule XIII of the Companies Act, 1956.

In respect of item no. 5, Mr. Anil K. Bodani is interested in the resolution to the extent of remuneration, perquisites and benefits, he would enjoy and Mr. Dharmil A. Bodani and Mr. Shyamal A. Bodani are also interested in this item of business.

The Board of Directors recommended the resolution for the approval of members.

Item No. 6

The Board of Directors at its meeting held on 12th August, 2013 has re-appointed Mr. Dharmil A. Bodani as Managing Director of the Company for a period of five years w.e.f. 22nd August, 2013 on terms and conditions as recommended by remuneration committee.

The terms and conditions of his appointment including remuneration in terms of Schedule XIII of the Companies Act, 1956 are contained in the agreement entered between the Company and Mr. Dharmil A. Bodani are as under:

- a) **Salary:** Rs. 4,00,000/- per month.
Other terms of remuneration of the Managing Director are as under:
- b) **Incentive remuneration:** Such incentive remuneration not exceeding 100% of the annual salary to be paid at the discretion of the Board annually, based on certain performance criteria.
- c) **Commission:** Such remuneration by way of Commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceiling stipulated in Sections 198 and 309 of the Companies Act, 1956. The specific amount payable to the Managing Director will be based on certain performance criteria, to be laid down by the Board and will be payable annually after the Annual Accounts have been approved by the Board of Directors and adopted by the Members.
- d) **Minimum Remuneration:** If in any financial year, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites will be subject to the ceilings and the conditions set out in Section II of part II of Schedule XIII of the Companies Act, 1956.
- e) **Perquisites:** Perquisites will be allowed to the Managing Director, in addition to salary and commission. For this purpose, the perquisites are classified into three categories, PART A, B and C.

PART A

- i. **Housing:** Company owned accommodation or house rent allowance as may be decided by the Board. In case of Company owned accommodation is provided, maintenance and repairs allowance of Rs. 1,50,000/- shall also be paid to the Managing Director. The expenditure incurred by the Company on gas, electricity, water and furnishing, if provided, shall be valued as per the Income-tax Rules, 1962,
- ii. **Medical Reimbursement:** Reimbursement of expenses incurred, by the Managing Director for self and family subject to a ceiling of one month's salary in a year or five months' salary over a period of Five years,
- iii. **Leave Travel Concession:** Leave Travel Concession for Managing Director and his family once in a year incurred in accordance with the rules of the Company,
- iv. **Club Fees:** Fees of one club. This will not include admission and life membership fees.
- v. **Personal Accident Insurance:** Personal Accident Insurance as per Company's policy applicable to Senior Executives of the Company.

PART B

- i. **Provident Fund & Superannuation Fund:** Company's contribution to these funds in accordance with the Rules and Regulations in force in the Company from time to time. Contribution to these funds will not be included in computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961,
- ii. **Gratuity:** Benefits in accordance with the Rules and Regulations in force in the Company from time to time, but shall not exceed half a month's salary for each completed year of service.

PART C

- i. **Car:** Provision of car for use on Company's business. Personal use of car shall be billed by the Company to the Managing Director.
- ii. **Telephone:** Provision of Telephone and cable internet at residence and mobile phone will not be considered as a perquisite. Personal long distance calls on telephone, mobile phone shall be billed by the Company to the Managing Director.

OTHER BENEFITS TO THE MANAGING DIRECTOR:

- a. Leave/s as per rules in force in the Company from time to time.
- b. Benefits under loan and other schemes, in accordance with the practices, rules and regulations in force from time to time.
- c. Such other benefits as may be provided by the Company to other senior officers from time to time.

The aforesaid remuneration proposed to be paid as minimum remuneration (except commission) to Mr. Dharmil Bodani, Managing Director in case of loss or inadequacy of profit for any financial year during the tenure of his appointment.

And as per Schedule XIII, Part II, Clause 1(B)(iii) in case of no profits (loss) or inadequacy of profits, a Special Resolution should be passed at the general meeting by the members of the Company for payment of remuneration for a period not exceeding three years.

To comply with the requirements for payment of minimum remuneration as prescribed under Schedule XIII, the Remuneration Committee and Board of Directors of the Company at their meeting have approved the payment of minimum remuneration.

In respect of item no. 6, Mr. Dharmil A. Bodani is interested in the resolution to the extent of remuneration, perquisites and benefits, he would enjoy and Mr. Anil K. Bodani and Mr. Shyamal A. Bodani are also interested in this item of business.

The Board of Directors recommended the resolution for the approval of members.

Item No. 7

The Board of Directors at its meeting held on 12th August, 2013 has re-appointed Mr. Shyamal A. Bodani as Executive Director of the Company for a period of five years w.e.f. 22nd August, 2013 on terms and conditions as recommended by remuneration committee.

The terms and conditions of his appointment including remuneration in terms of Schedule XIII of the Companies Act, 1956 are contained in the agreement entered between the Company and Mr. Shyamal A. Bodani subject to Rs. 40,00,000 p.a. and which is specifically sanctioned with liberty to Board of Directors to alter and vary terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors and Mr. Shyamal A. Bodani, are as under:

- a) **Salary:** Gross salary of Rs. 2,15,000/- per month.
- b) **Perquisites:** Perquisites classified in the PART A & B are included in the gross salary (as above) and perquisites classified in PART C are in addition to salary of the Executive Director, which are as under: -

PART A

- i. **Medical Reimbursement:** Reimbursement of expenses incurred by the Executive Director for self and family subject to a ceiling of one month's basic salary in a year or five months' basic salary over a period of five years, which is included in the gross salary.
- ii. **Leave Travel Concession:** Reimbursement of expenses incurred by the Executive Director for self and family subject to a ceiling of one month's basic salary in a year or five months' basic salary over a period of five years, which is included in the gross salary.

PART B

- i. **Provident Fund and Superannuation Fund:** Company's contribution to Provident Fund and Superannuation Fund in accordance with the rules and regulations in force in the Company from time to time.
Contribution to these funds 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, 1961.
- ii. **Gratuity:** Benefits in accordance with the rules and regulations in force in the Company from time to time, but shall not exceed half a month's salary for each completed year of service.

PART C

- i. **Car:** Provision of car for use on Company's business. Personal use of car shall be billed by the Company individually to the Executive Director.
- ii. **Telephone:** Provision of Telephone, at residence and mobile phone will not be considered as a perquisite.
Personal long distance calls on telephone, mobile phone shall be billed by the Company individually to the Executive Director.

OTHER BENEFITS:

- a) Leave as per rules in force in the Company from time to time.
- b) Benefits under loan and other Schemes, in accordance with the practices, rules and regulations in force from time to time.
- c) Such other benefits as may be provided by the Company to other senior officers from time to time.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the remuneration and other terms will be subject to Schedule XIII of the Companies Act, 1956.

In respect of item no. 7, Mr. Shyamal A. Bodani is interested in the resolution to the extent of remuneration, perquisites and benefits, he would enjoy and Mr. Anil K. Bodani and Mr. Dharmil A. Bodani are also interested in this item of business.

The Board of Directors recommended the resolution for the approval of members.

Item No. 8

The Board of Directors at its meeting held on 12th August, 2013 has re-appointed Mr. Devendra Singh Raghava as Executive Director-Operations of the Company for a period of five years w.e.f. 30th April, 2014 on terms and conditions as recommended by remuneration committee.

The terms and conditions of his appointment including remuneration in terms of Schedule XIII of the Companies Act, 1956 are contained in the agreement entered into between the Company and Mr. Devendra Singh Raghava are as under subject to Rs. 24,00,000 p.a.,

- a) **Salary:** Gross salary of Rs. 2,00,000/- per month.
- b) **Perquisites:** Perquisites classified in the PART A & B are included in the gross salary (as above) and perquisites classified in PART C are in addition to salary of the Executive Director-Operations, which are as under: -

PART A

- i. **Medical Reimbursement:** Reimbursement of expenses incurred by the Executive Director-Operations for self and family subject to a ceiling of one month's basic salary in a year or five months' basic salary over a period of five years, which is included in the gross salary.
- ii. **Leave Travel Concession:** Reimbursement of expenses incurred by the Executive Director-Operations for self and family subject to a ceiling of one month's basic salary in a year or five months' basic salary over a period of five years, which is included in the gross salary.

PART B

- i. **Provident Fund and Superannuation Fund:** Company's contribution to Provident Fund and Superannuation Fund in accordance with the rules and regulations in force in the Company from time to time.

Contribution to these funds 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, 1961.

- ii. **Gratuity:** Benefits in accordance with the rules and regulations in force in the Company from time to time, but shall not exceed half a month's salary for each completed year of service.

PART C

- i. **Car:** Provision of car for use on Company's business. Personal use of car shall be billed by the Company individually to the Executive Director-Operations.
- ii. **Telephone:** Provision of Telephone, at residence and mobile phone will not be considered as a perquisite.

Personal long distance calls on telephone, mobile phone shall be billed by the Company individually to the Executive Director-Operations.

OTHER BENEFITS:

- a) Leave as per rules in force in the Company from time to time.
- b) Benefits under loan and other Schemes, in accordance with the practices, rules and regulations in force from time to time.
- c) Such other benefits as may be provided by the Company to other senior officers from time to time.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of the Executive Director-Operations the Company has no profits or its profits are inadequate, the remuneration and other terms will be subject to Schedule XIII of the Companies Act, 1956.

In respect of item no. 8, Mr. Devendra Singh Raghava is interested in the resolution to the extent of remuneration, perquisites and benefits, he would enjoy and none other director is interested in this item of business.

The Board of Directors recommended the resolution for the approval of members.

DIRECTOR'S REPORT

Your Directors have pleasure in submitting the 41st Annual Report together with the Audited Accounts of your Company for the year ended 31st March, 2013.

Financial Results:

Rs. in lacs

Particulars	Year Ended on 31.03.2013	Year Ended on 31.03.2012
Profit before Interest, Depreciation and Tax	3847.58	777.32
Deduction		
Interest	57.47	193.99
Depreciation	314.16	274.46
Provision for Income Tax and Deferred Tax	1077.40	83.71
Income Tax for earlier year	4.74	12.82
Net Profit after Tax	2393.81	212.34
Add: Balance brought forward from last year	2163.16	1951.10
Profit available for appropriation	4556.97	2163.44
Your Directors recommend following Appropriation:		
General Reserve	-	-
Proposed Dividends	-	-
Corporate Tax on Proposed Dividend	-	0.28
Balance carried to Balance Sheet	4556.97	2163.16

REVIEW OF OPERATIONS:-

The Company's sales revenue has increased marginally during the year, the Company has achieved turnover of Rs. 21,681.51 Lacs which is increased by 7.21% as compared to last year turnover of Rs. 20,223.59 Lacs.

The Company earned a Profit after tax of Rs.2,393.81 Lacs during the year which is increased by 1027.35% as compared to last years' Profit after tax of Rs.212.34 Lacs.

Your Company has performed well during the year by efficiently managing the resources, which result into improved performance and better sales realization, despite steep hike in price of main imported raw materials other inputs like power, natural gas, coal etc.

Furthermore your Company has sold surplus land during the year.

DIVIDEND:

Keeping in mind the financial positions/liquidity of the Company and the near future requirements of funds, your directors' prefer not to recommend dividend on equity shares of the Company for the F.Y. ended 31.03.2013. In the previous year the dividend was not recommended.

FIXED DEPOSIT:

Your Company has neither accepted any new deposit nor renewed any old deposit during the year.

Repayment of matured and unclaimed 5 Deposits amounting to Rs. 90,000/- were made during the year compared to last year's repayment of 104 Deposits amounting to Rs. 1,22,50,000/-.

During the year, the Company has transferred 2 deposits amounting Rs. 20,000/- to Investor Education Protection Fund which were matured and remained unclaimed for the period more than seven years.