



**PUNJAB CHEMICALS AND  
CROP PROTECTION LIMITED**

reaping  
happiness



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**33<sup>rd</sup>**  
**ANNUAL REPORT**  
**AND ACCOUNTS**  
**2008 - 2009**

उद्यमेन हि सिध्यन्ति  
कार्याणि न मनोरथैः



20.7.1932-18.12.1997

**S D SHROFF**

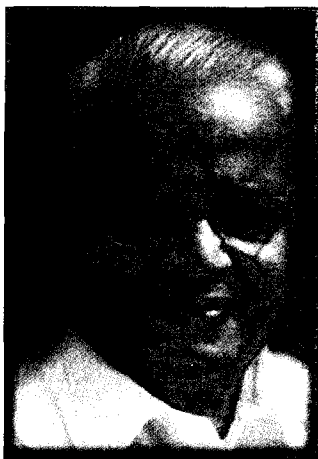
(Known to all as 'Sasubhai')

*He dared.*

*He cared.*

*He shared.*

*His vision to grow the company remains.....*



## Chairman's Message

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*Dear Members,*

*It is indeed a matter of happiness to interact with you through this column and share the information about the Company.*

*We all know that the world is passing through a difficult time because of the recession. The economies of US and European countries were badly affected and brought meltdown in the Indian Economy. Our Economy growth which was around 9.4% in the year 2006-07 came down to 6.7% in 2008-09. No doubt India, somehow, could withstand this challenge on the basis of its unique domestic strength. However, Indian industry which is dependent on exports could not overcome the debacle. The decline in economic growth has affected the sentiments of the people. In this scenario, your Company also had a difficult time and could not meet the exports target with less turnover and low realization than last year.*

*The unprecedented fluctuation in exchange rates during the year and spurt in the interest cost affected the bottom line of the Company during the year. This has forced the management to pay dividend of 15% against 40%, paid last year.*

*It is a matter of satisfaction that the steps taken by the Company in the last few years including diversification of business, thrust to increase domestic turnover, cost effective processes and other measures enabled the Company to sustain reasonably.*


*We are not to get too much depressed about this economic scenario. Team - PCCPL has already taken possible steps to sustain and work for improvement, growth and welfare of all the stakeholders. Hopefully, the difficult time will pass and we shall again be back on the same growth level with our hard work, sincerity and shall look for new opportunities in our operational areas. The diversified business of the Company which is now fairly distributed in domestic and export operations should provide a good scope.*

*The key overseas acquisitions of the Company has facilitated the entry into the regulated formulation market of Europe and South America and also provided an opportunity to cross sell its products and enhance the product range, revenue and growth potential. As your Company is in the process of consolidation of various businesses, we hope that with your support and dedicated work of "Team-PCCPL" our Company will become a 'True Indian Global Company' in the near future.*

*It is my pleasure to acknowledge with gratitude your Co-operation to the management of the Company for understanding, supporting and guidance from time to time.*

*On behalf of the Board of Directors and employees at all levels in the Company, I assure you that we will continue to work for the growth of the Company and achieve new heights every time.*

*With warm regards,*

  
**G. Narayana**



## Managing Director's Message

Dear Members,

The year 2008 started very well with fairly good half year operational and financial results. However, several events thereafter impacted the business in view of global meltdown. In the second half of the year, the raw material prices started shooting up, exchange rates became highly volatile, supply of inputs were uncertain and there were poor off take of export goods. In this scenario, during the year under review, the standalone sales turnover of the Company was Rs. 464 crores against Rs. 434 crores of previous year and consolidated turnover at Rs. 713 crores against Rs. 562 crores of previous year. The exports were less at Rs. 148 crores as compared to Rs. 167 crores of previous year. The provision of Rs. 15.38 crores for mark to market on derivative contracts and increased interest cost had affected the bottom line and brought down the PAT to Rs. 6.76 crores against Rs. 29.49 crores. The consolidated working results were also affected due to provision of amortization and exchange rate variation in the overseas Companies.

We understand that the results for the year 2008-09 are not encouraging, but we are determined to improve and will adopt the strategy to overcome recessionary affect and to regain glory. Your Company has risen to this level after great efforts, diversifying its business, acquiring overseas Companies for synergy to become fast growing Agro Chemicals and Formulation Company. Our comprehensive portfolio with strong brand and a wide distribution net work with presences in 60 countries should provide ample opportunities. We have all season business situation with diversified product range. The products manufactured are in compliance with Good Manufacturing Practices (cGMP's) with plants at different locations having specific advantages. The Company is capable of responding to the multi-fold opportunities with a diversified presence across all verticals of the agrochemicals business, i.e. intermediates for technicals and their bulk formulations, small pack branded formulations (Insecticides, Herbicides, Fungicides). Pharma Division has improved its working with manufacturing of additional API and other derivatives.

In the conclusion, I would like to mention that your Company has lot of potential and barring unforeseen circumstances it will be back on the same path of growth in the near future.

I wish to place on record the unstinted support of all the Directors with their valuable suggestions from time to time. On behalf of the Company and myself, I thank all our Shareholders, Suppliers, Bankers and working members who have given their full support to the Company.

Thanking you,

Shalil Shroff

**COMPANY INFORMATION****BOARD OF DIRECTORS**

G. Narayana, Chairman  
Shaili Shroff, Managing Director  
Atul G Shroff  
Capt. S.S. Chopra (Retd.)  
Mukesh D Patel  
Jagdish R Naik  
Vijay Rai  
Ajit R Sanghvi  
Jai Parkash Bhambhani  
Avtar Singh, Director (Operations & Business Development)  
Shiv Shanker Tiwari, Whole Time Director  
Rupam Shroff, Whole Time Director

**Sr. V.P. (FINANCE) & SECRETARY**

Punit K. Abrol

**CHIEF FINANCIAL OFFICER**

Vipul Joshi

**AUDITORS**

S.V. Ghatalia & Associates, Chartered Accountants, Mumbai  
J.R. Khanna & Co., Chartered Accountants, Chandigarh  
(Branch Auditor)

**BANKERS**

State Bank of India  
Bank of Baroda  
AXIS Bank Ltd.  
EXIM Bank

**REGISTERED OFFICE**

SCO: 417-418, Sector-35C  
Chandigarh-160 022.  
Ph.: 0172-2600955, 2603120  
Fax: 0172-2603621  
E-mail: [info@chd.pcplsts.com](mailto:info@chd.pcplsts.com)

**CORPORATE OFFICE**

Plot No.: 645-646, 4th/5th Floor  
Oberoi Chambers II  
New Link Road, Andheri (W)  
Mumbai-400 053, Tel.: 022-2674 7900 (30 lines)  
Fax: 022-26736178, 2673 6193  
E-mail: [enquiry@pcplsts.com](mailto:enquiry@pcplsts.com)

**OTHER OFFICES****NEW DELHI**

1012, Ansal Bhawan  
K.G. Marg, New Delhi-110 001  
Ph.: 011-23314867, 23312406  
Fax: 011-23314890  
E-mail: [rs@chd.pcplsts.com](mailto:rs@chd.pcplsts.com)

**AHMEDABAD**

Supath-II Complex  
Ashram Road,  
Near Vadaj Bus Terminus, Ahmedabad  
Tel.: 079-27552583, 27561127  
E-mail: [kalendu@chd.pcplsts.com](mailto:kalendu@chd.pcplsts.com)

**HYDERABAD**

414, Navketan Complex  
Opp. Clock Tower  
52, S.D. Road, Secunderabad  
Tel.: 040-27805662  
Fax: 040-27805663  
E-mail: [jose@chd.pcplsts.com](mailto:jose@chd.pcplsts.com)

**MANUFACTURING SITES**

Agro Chemicals Division - PCCPL - Derabassi  
Pharma Division - Alpha Drug - Lalru  
Industrial Chemical Division - Excel Phospho Chem I - Tarapur  
Industrial Chemical Division - Excel Phospho Chem II - Pune  
Agro Formulation Division - IA & IC Chem - Chiplun





## PUNJAB CHEMICALS AND CROP PROTECTION LIMITED

### INFORMATION FOR SHAREHOLDERS

#### 33rd Annual General Meeting

Friday, the 25th September, 2009 at 10.30 A.M.

at PHD House

Sector - 31, Chandigarh

#### Book Closure Dates

17th September, 2009 to 25th September, 2009

#### Registrar and Share Transfer Agent

Alankit Assignment Ltd.

RTA Division

2E/21, Anarkali Market, Jhandewalan Extension

New Delhi-110 055.

Tel.: 011-42541234, 23541234, Fax: 011-23552001

E-mail : ifno@alankit.com

#### Share Transfer System

Share transfer would be registered and returned within a period of 30 days from the date of receipt, if the documents are in order in all respects.

#### Assistance

For assistance regarding share transfers and transmission, change of address, duplicate/missing share certificates and other matters, please write to the Registrar & Share Transfer Agent, Registered Office or Corporate Office of the Company.

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#### A REQUEST

We are sure you will read with interest the Annual Report for the year 2008-09. You may desire to have some clarification or additional information at the ensuing Annual General Meeting. We shall very much appreciate, if you will kindly write to us atleast ten days in advance in order to enable us to keep the information ready for you at the Meeting. We solicit your kind co-operation.

Shares of the Company are listed on Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. and the listing fees has been paid.

The trading in the equity shares of the Company is compulsorily in dematerialised form since 28th August, 2000. Therefore, the same should be got dematerialised, if not done so far.

**Website: [www.punjabchemicals.com](http://www.punjabchemicals.com)**



**PUNJAB CHEMICALS AND CROP PROTECTION LIMITED**  
**Regd. Office: SCO: 417-418, (1st and 2nd Floor), Sector-35C, Chandigarh-160 022.**

**NOTICE**

Notice is hereby given that the 33rd Annual General Meeting of the members of Punjab Chemicals and Crop Protection Limited will be held on Friday, the 25th September, 2009, at PHD House, Sector-31, Chandigarh at 10.30 A.M. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Profit and Loss Account of the Company for the financial year ended 31st March, 2009, the Balance Sheet as at that date, and the Report of the Directors and the Auditors Report thereon.
2. To declare a dividend.
3. To appoint a Director in place of Shri G. Narayana, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri M.D. Patel, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Capt. S.S. Chopra (Retd.), who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

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

"RESOLVED THAT M/s S.R. Batliboi & Co., Chartered Accountants be and they are hereby appointed as Auditors of the Company, in place of the retiring Auditors, M/s S.V. Ghatalia & Associates who have given to the Company a notice in writing of their unwillingness to be re-appointed and that M/s S.R. Batliboi & Co. shall hold office as Auditors of the Company from conclusion of this Meeting until the conclusion of the next Annual General Meeting and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration of the Auditors."

**SPECIAL BUSINESS:**

7. **Reappointment of Shri Shalil Shroff as the Managing Director of the Company and to fix his remuneration.**

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

"RESOLVED THAT pursuant to the provisions of sections 198, 269, 309 and 311 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and pursuant to the resolution passed by the Remuneration Committee of Directors of the Company and subject to such other approvals as may be necessary, consent of the Company be and it is hereby accorded to the reappointment of Shri Shalil Shroff as the Managing Director of the Company for a term of 3 (three) years with effect from 15.01.2009 to 14.01.2012 on the terms and conditions including remuneration as reproduced in the relevant explanatory statement annexed to the notice of this meeting.

RESOLVED FURTHER THAT the remuneration payable to Shri Shalil Shroff as aforesaid shall be payable as minimum remuneration in case of absence or inadequacy of profit in any financial year, but subject to the ceiling laid down in this behalf in the said schedule XIII."

8. **Reappointment of Shri S.S. Tiwari as the Whole-Time Director of the Company and to fix his remuneration.**

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

"RESOLVED THAT pursuant to the provisions of sections 198, 269, 309 and 311 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and pursuant to the resolution passed by the Remuneration Committee of Directors of the Company and subject to such other approvals as may be necessary, consent of the Company be and it is hereby accorded to the reappointment of Shri S.S. Tiwari, as the Whole-Time Director of the Company for a term of 3 (three) years with effect from 06.04.2009 to 05.04.2012 on the terms and conditions including remuneration as reproduced in the relevant explanatory statement annexed to the notice of this meeting.

RESOLVED FURTHER THAT the remuneration payable to Shri S.S. Tiwari as aforesaid shall be payable as minimum remuneration in case of absence or inadequacy of profit in any financial year, but subject to the ceiling laid down in this behalf in the said schedule XIII."

9. **Reappointment of Smt. Rupam Shroff as the Whole-Time Director of the Company and to fix his remuneration.**

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

"RESOLVED THAT pursuant to the provisions of sections 198, 269, 309 and 311 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and pursuant to the resolution passed by the Remuneration Committee of Directors of the Company and subject to such other approvals as may be necessary, consent of the Company be and it is hereby accorded to the reappointment of Smt. Rupam Shroff as the Whole-Time Director of the Company for a term of 3 (three) years with effect from 06.04.2009 to 05.04.2012 on the terms and conditions including remuneration as reproduced in the relevant explanatory statement annexed to the notice of this meeting.

RESOLVED FURTHER THAT the remuneration payable to Smt. Rupam Shroff as aforesaid shall be payable as minimum remuneration in case of absence or inadequacy of profit in any financial year, but subject to the ceiling laid down in this behalf in the said schedule XIII."

**Notes:**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- The instrument appointing proxy should be deposited at the Registered Office of the Company not later than forty eight (48) hours before the commencement of the meeting.
- Members, who hold shares in dematerialised form, are requested to bring their Client ID and DPID numbers for easy identification of attendance at the meeting.
- Members desiring any information on the business to be transacted at the Meeting are requested to write to the Company at least 10 days in advance to enable the Management to keep the information, as far as possible, ready at the Meeting.
- Members are requested to notify immediately any change in their addresses to their depository participants (DPs) in respect of their electronic share accounts quoting Client ID No. and to the Company in respect of their physical shares quoting Folio No. and giving complete address in block capitals with pin code of the postal address.
- The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, the 17th September, 2009 to Friday, the 25th September, 2009 (both days inclusive).
- Payment of dividend, as recommended by the Board of Directors, if declared at the meeting, will be made on or after 25th September, 2009, to those members, whose names stand on the Register of Members on 25th September, 2009 and in respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per the details furnished by NSDL and CDSL at the close of business hours on Wednesday, the 16th September, 2009.
- Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, the amounts of dividends remaining unclaimed for a period of seven years from the date they become due for payment are required to be transferred to Investors Education & Protection Fund. The details of the same are as under:

FINANCIAL YEAR	DIVIDEND %AGE	TYPE	DATE OF DECLARATION	DUE DATE OF TRANSFER
<b>PCCPL</b>				
2002-03	25	Final	08.09.2003	07.10.2010
2003-04	50	Final	18.08.2004	17.09.2011
2004-05	40	Final	28.12.2005	27.01.2013
2005-06	40	Final	07.09.2006	06.10.2013
2006-07	25	Final	30.08.2007	29.09.2014
2007-08	40	Final	29.08.2008	28.09.2015
<b>ERSTWHILE STS CHEMICALS LTD. (NOW AMALGAMATED WITH THE COMPANY)</b>				
2002-03	20	Interim	31.03.2003	30.04.2010
2002-03	6	Final	18.08.2003	17.09.2010
2003-04	6	Final	02.09.2004	01.10.2011
2004-05	6	Final	29.12.2005	28.01.2013

- The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of the Special Business to be transacted at the meeting is annexed hereto. (Annexure I)
- Information and Disclosures pursuant to Clause 49 IV (G) of the Listing Agreement for the Directors who are being appointed / re-appointed is annexed as Annexure II to this notice.

By order of the Board

Place: Chandigarh  
Date: 20th August, 2009

**Punit K Abrol**  
**Sr. V.P. (Finance) & Secretary**





## ANNEXURE- I

### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

#### ITEM NO. 6

At the 32nd Annual General Meeting of the Company held on 29th August, 2008, the members had re-appointed M/s S.V. Ghatalia & Associates, Chartered Accountants, as the Auditors and Mr. Anil Khanna, Proprietor, J.R. Khanna & Co., as the Branch Auditor of the Company. Both of them hold office until the conclusion of the ensuing Annual General Meeting. M/s S.V. Ghatalia & Associates have given a notice in writing to the Company of their unwillingness to be re-appointed as the Auditors.

It is now proposed to appoint one Auditor of the Company and accordingly M/s S.R. Batliboi & Co., Chartered Accountants, are proposed to be appointed as the Auditors of the Company. M/s S.R. Batliboi & Co., have informed the Company that their proposed appointment as Auditors will be within the limit prescribed under Section 224(1B) of the Companies Act, 1956.

The Board commends the resolution for acceptance by the Members.

Copies of the notice given by M/s S.V. Ghatalia & Associates and the letter given by M/s S.R. Batliboi & Co., referred to above, are open for inspection by the Members at the Registered Office of the Company on every working day between 2.00 p.m. and 4.00 p.m. up to the date of the meeting.

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

#### ITEM NO. 7

##### **Reappointment of Shri Shaili Shroff as the Managing Director of the Company and to fix his remuneration.**

The Remuneration Committee and the Board of Directors of the Company in their respective meetings held on 20th January, 2009, in accordance with the provisions of Sections 198, 269, 309 and 311 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the members of the Company in General Meeting, have reappointed Shri Shaili Shroff as the Managing Director of the Company for a period of 3 years w.e.f. 15.01.2009 to 14.01.2012 on the terms and conditions including remuneration as reproduced below:

##### **1. Salary:**

Rs. 2,00,000/- per month in the pay scale of Rs. 2,00,000-Rs. 4,00,000. The annual increments will be effective from 1st April each year and shall be decided by the Remuneration Committee and the Board of Directors.

##### **2. Commission :**

Commission on net profits of the Company as may be determined and fixed by the Board of Directors subject to a limit of 1% (one percent) of the net profits of each financial year.

##### **3. Perquisites:**

a) Perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession for himself and his family, club fees, medical insurance, etc. in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Shri Shaili S Shroff; such perquisites for each year not to exceed his annual salary. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at the actual cost.

The provision of Company's car and telephone at residence for official duties shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

b) Company's contribution to Provident Fund and Superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure as per the rules of the Company applicable to senior executives and the same shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

##### **4. Minimum Remuneration:**

If, in any financial year, the Company has no profits or its Profits are inadequate, then in such event, the remuneration by way of salary and perquisites as specified above will be paid as minimum remuneration, subject to the ceilings and the conditions set out in Section II of Part II of the Schedule XIII of the Companies Act, 1956 and shall be subject to the approval of the Central Government, if required in terms of Section II of Part II of Schedule XIII of the Companies Act, 1956.

##### **5. Other Benefits:**

a) Leave : On full pay and allowance, as per the rules of the Company but not exceeding one month's leave for every 11 months of service.



- b) Reimbursement of entertainment and/or travelling, hotel and other expenses actually incurred by him in performance of duties.
- c) The appointment may be terminated by either party by giving ninety days notice in writing, or such shorter notice as may be mutually agreed between him and the Company.
- d) In the event of any dispute or difference arising at any time between Shri Shalil S Shroff and the Company in respect of the terms of his appointment or the construction thereof, the same will be submitted to and be decided by arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996.

The resolution is being proposed for approval as a special resolution in compliance with the requirements of Schedule XIII, Part II, Section II, Clause 1 (B) and proviso (iii) to sub clause (B) of the Companies Act, 1956. A statement to this effect is separately given in the Notice.

The abstract of the terms of the remuneration pursuant to Section 302 of the Companies Act, 1956, together with the memorandum of concern or interest have already been sent to the members.

Shri Shalil S Shroff, himself, Smt. Rupam S Shroff and Capt. S S Chopra (Retd.), being relatives are concerned or interested in the aforesaid arrangement. None of the other Directors of the Company are concerned or interested in the aforesaid appointment and remuneration.

#### ITEM NO. 8

##### **Reappointment of Shri S.S. Tiwari as the Whole-time Director of the Company and to fix his remuneration.**

The Remuneration Committee and the Board of Directors of the Company in their respective meetings held on 20th January, 2009, in accordance with the provisions of Sections 198, 269, 309 and 311 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the members of the Company in General Meeting, have reappointed Shri S.S. Tiwari as the Whole-Time Director of the Company for a period of 3 years w.e.f. 06.04.2009 to 05.04.2012 on the terms and conditions including remuneration as reproduced below:

#### **1. Salary:**

Rs. 1,45,000/- per month in the pay scale of Rs. 1,00,000-Rs.3,00,000.

The annual increment will be effective from 1st April each year taking into account the Company's performance and as decided by the Remuneration Committee and the Board of Directors.

#### **2. Commission:**

Commission on net profits of the Company as may be determined and fixed by the Board of Directors subject to a limit of half percent (½%) of the net profits of each financial year.

#### **3. Perquisites:**

- a) Perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with utilities such as gas, electricity, water, furnishings and repairs; medical reimbursement, leave travel concession for himself and his family, club fees, medical insurance, etc. in accordance with the Rules of the Company or as may be agreed to by the Board of Directors and Shri S.S. Tiwari; such perquisites for each year not to exceed his annual salary. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.
- b) Company's contribution to Provident Fund and Superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the Rules of the Company and encashment of leave at the end of his tenure as per the Rules of the Company applicable to senior executives and the same shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

#### **4. Minimum Remuneration:**

If, in any financial year, the Company has no profits or its Profits are inadequate, then in such event, the remuneration by way of salary and perquisites as specified above will be paid as minimum remuneration, subject to the ceilings and the conditions set out in Section II of Part II of the Schedule XIII of the Companies Act, 1956, and shall be subject to the approval of the Central Government, if required in terms of Section II of Part II of Schedule XIII of the Companies Act, 1956.

#### **5. Other Terms:**

- a) Leave: On full pay and allowance, as per the rules of the Company but not exceeding one month's leave for every 11 months of service.
- b) Reimbursement of entertainment and/or travelling, hotel and other expenses actually incurred by him in performance of duties.
- c) The appointment may be terminated by either party giving to the other party ninety days' notice in writing.
- d) In the event of any dispute or difference arising at any time between Shri S S Tiwari and the Company in respect of the terms of his appointment or the construction thereof, the same will be submitted to and be decided by arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996.