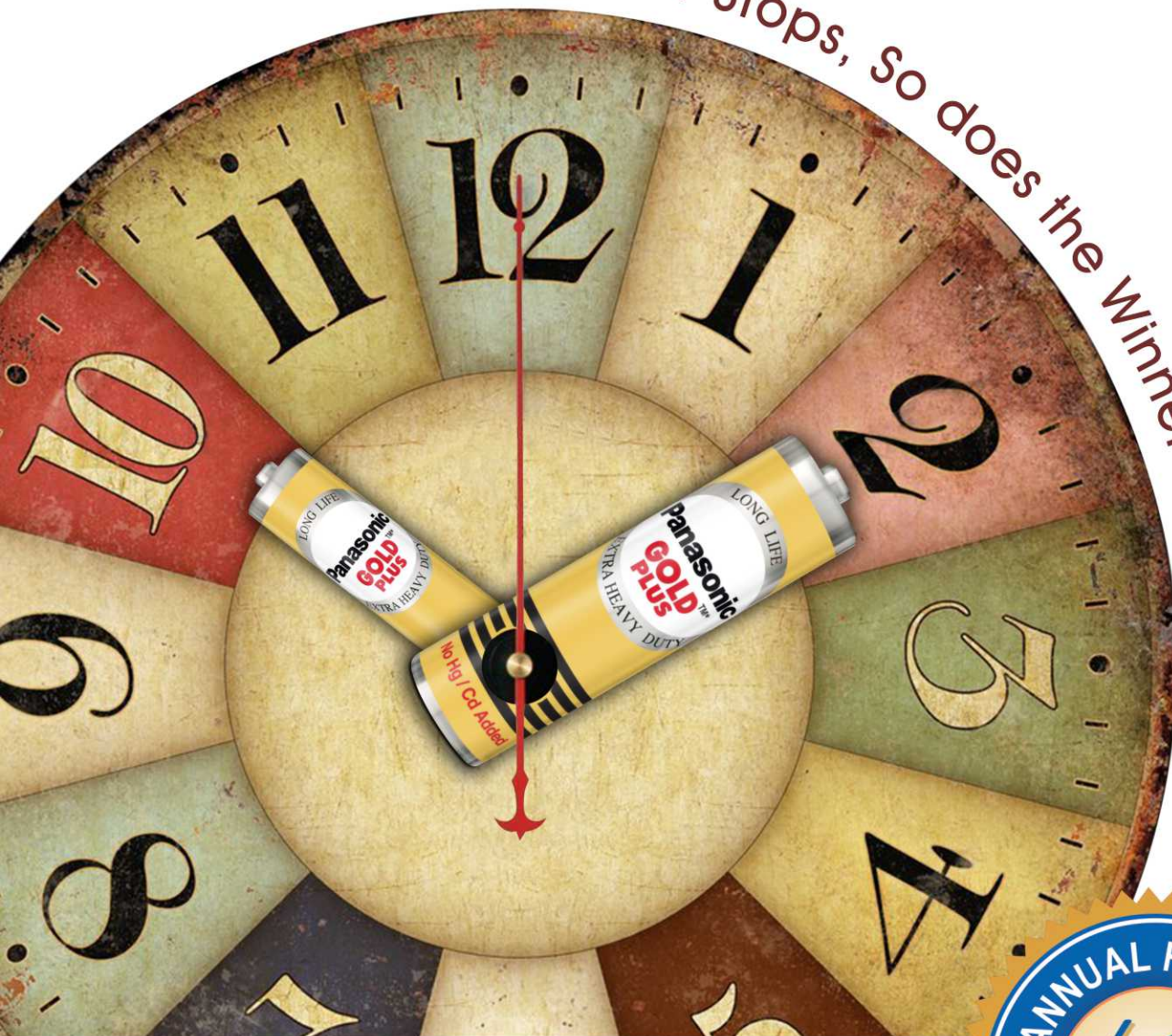


Panasonic

Batteries and Torches

Time Never Stops, So does the Winner



Panasonic Energy India Co. Ltd.
The **Only** Panasonic Battery Company in India



ENERGIZING

YOUR APPLIANCES



Panasonic Energy India Co. Ltd.

CIN : L31400GJ1972PLC002091

Corporate Information

BOARD OF DIRECTORS

Chairman & Managing Director

Mr. S. K. Khurana

Directors

Mr. P. P. Shah

Mr. D. J. Thakkar

Mr. G. N. Punj

Ms. G. A. Goradia (W.e.f. May 21, 2014)

Mr. M. Shigeta (W.e.f. Feb 04, 2014)

Mr. C. R. Amin (Upto May 09, 2014)

Mr. H. Aota (Upto Jan 01, 2014)

Mr. T. Nonaka (Upto May 16, 2014)

COMPANY SECRETARY

Ms. Susheela Maheshwari

AUDITORS

M/s K. C. Mehta & Co.

Chartered Accountants, Vadodara

BANKERS

State Bank of India

The Bank of Tokyo-Mitsubishi UFJ Ltd.

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.

B-102 & 103, Shangrila Complex, First Floor, Opp.

HDFC Bank, Near Radhakrishna Char Rasta,

Akota, Vadodara - 390 020,

Gujarat - India

REGISTERED OFFICE

GIDC, Makarpura,

Vadodara – 390 010, Gujarat - India

WORKS

1. GIDC Makarpura,
Vadodara – 390 010, Gujarat - India

2. Plot No. 112, Sector III,
Pithampur Industrial Area,
Dist. Dhar-454774, Madhya Pradesh - India

42nd Annual General Meeting of the Company is scheduled to be held on **Monday, July 28, 2014 at 11:00 a.m. at C. C. Mehta Auditorium, M. S. University, Sayajigunj, Vadodara 390 002.**

As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the meeting.

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NOTICE is hereby given that the **42nd ANNUAL GENERAL MEETING** of the members of Panasonic Energy India Co. Ltd. will be held at C. C. Mehta Auditorium, M. S. University, Sayajigunj, Vadodara – 390 002 on Monday, July 28, 2014, at 11:00 a.m. to transact, with or without modifications, as may be permissible, the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, and the Profit & Loss Account for the year ended on that date together with the Directors' and Auditors' Report thereon.
2. To declare dividend on equity shares for the year ended March 31, 2014.
3. To re-appoint M/s K. C. Mehta & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the third consecutive Annual General Meeting i.e. 45th AGM (for FY 2016-17) and to fix their remuneration subject to the ratification by the shareholders at every AGM.

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. M. Shigeta (holding DIN 06792203) who was appointed as an additional director of the Company pursuant to section 161 of the Companies Act, 2013 and Article 134 of the Articles of Association of the Company who holds office upto the date of ensuing Annual General Meeting and in respect of whom, the Company has received a notice under section 160 of the Companies Act, 2013 from a member, in writing, proposing his candidature for office of director, be and is hereby appointed as a Non-executive Director of the Company liable to retire by rotation."

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

"RESOLVED THAT Ms. Geeta Goradia (holding DIN 00074343) who has been appointed as an additional director of the Company pursuant to section 161 of the Companies Act, 2013 and Article 134 of the Articles of Association of the Company and who holds office up to the date of ensuing Annual General Meeting and in respect of whom, the Company has received a notice under section 160 of the Companies Act, 2013 from a member, in writing, proposing her candidature for office of director, be and is hereby appointed as an Independent Director of the Company pursuant to sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, with effect from July 28, 2014 for a period of upto five years."

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

"RESOLVED THAT Mr. Dilip J. Thakkar (holding DIN 00007339) an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchange and whose term of office was liable to be determined by retirement of director by rotation, be and is hereby appointed as an Independent Director of the Company pursuant to sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, with effect from April 01, 2014 for a period of upto five years."

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

"RESOLVED THAT Mr. Pradip P. Shah (holding DIN 00066242) an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchange and whose term of office was liable to be determined by retirement of director by rotation, be and is hereby appointed as an Independent Director of the Company pursuant to sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, with effect from April 01, 2014 for a period of upto five years."

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

"RESOLVED THAT Mr. Gautam N. Punj (holding DIN 00048225) an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchange and whose term of office was liable to be determined by retirement of director by rotation, be and is hereby appointed as an Independent Director of the Company pursuant to sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, with effect from April 01, 2014 for a period of upto five years."

9. 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 section 198, 269, 309, 310, and that of Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of all concerned authorities, if any necessary, including that of the Central Government and subject to the relevant guidelines issued by Central Government from time to time and upon recommendation by the Remuneration Committee, and as approved by the Board of Directors at its meeting held on September 25, 2013, approval of the Company be and is hereby given to the re-appointment of Mr. S. K. Khurana (holding DIN 00843882) as Chairman & Managing Director of the Company for a further period of two years with effect from October 01, 2013 upto September 30, 2015 on such terms and conditions including his remuneration as set out in the agreement executed on September 25, 2013 between Mr. Khurana of the one part and the Company of the other part by affixing its Common Seal thereon in accordance with the relevant provisions contained in the Articles of Association of the Company.”

“FURTHER RESOLVED THAT the Board be and are hereby authorized to revise the terms of his remuneration and in particular give annual increments in his monthly salary in such an amount as the Board thinks fit subject to upper limit of Rs. 30,000/- per increment with appropriate increase in the perquisites related to such monthly salary but subject to the limitations in that behalf as per the said Schedule XIII and as specified in the said Agreement and broad details of which are given in the Explanatory Statement in respect of this item of Notice, with liberty to agree to modifications, if any, to the above terms as may be suggested by any authority wherever applicable and as agreed to by the Board of Directors and Mr. Khurana.”

By Order of the Board

Registered Office
GIDC, Makarpura, Vadodara – 390 010
Gujarat, India
CIN : L31400GJ1972PLC002091
e-mail: company.secretary@in.panasonic.com

Susheela Maheshwari
Company Secretary & Manager (Legal)
Mumbai, May 21, 2014

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, July 14, 2014 to Monday, July 28, 2014 (both days inclusive) for the purpose of determining payment of dividend.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 4 to 9 of the accompanying Notice is annexed hereto.
4. Dividend on Equity Shares as recommended by the Directors, if declared at this Annual General Meeting, will be paid on Wednesday, August 20, 2014 to those members whose names appear on the Company's Register of Members at the close of business on Monday July 28, 2014.
5. Dividend payment
 - a) Members holding shares in electronic mode may please note that the dividend payable to them would be paid through National Electronic Clearing Services (NECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their Depository Participants (DPs). In absence of availability of NECS facility, the dividend will be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations.

- b) In respect of shares held in physical form, members desirous of receiving dividend by way of direct credit to their bank accounts through NECS may authorize the Company with their NECS mandate. The shareholders desirous of obtaining the NECS mandate may download it from the website of the Company at www.panasonicenergy.in or may write to the Company Secretary at the Registered Office of the Company.
6. Unclaimed dividend
- a) All unclaimed dividends upto the financial year ended on March 31, 1995 (paid in the year 1995) have been deposited with the General Revenue Account of the Central Government and shareholders may claim the same from the Registrar of Companies, Gujarat.
- b) Unclaimed dividends for the years 1995-96 to 2005-06 have been transferred to the Investor Education and Protection Fund pursuant to Sections 205A and 205C of the Act and that of 2006-07 will be transferred in July, 2014.
- c) Shareholders who have not en-cashed their dividend warrants for the year 2006-07 are requested to claim the amount immediately from the Company before July, 2014 and for the years from 2007-08 to 2012-13, are requested to claim the same at the earliest.
7. Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (form 2B) to Link Intime India Pvt. Ltd., Vadodara (Company's Registrar & Share Transfer Agent) or to the Company Secretary at the Registered Office of the Company.
8. Members are requested to notify immediately:
- (a) any change in their residential address.
- (b) Income-Tax permanent Account Number (PAN).
- (c) Bank details – Name and address of the Bank; A/c No.; type of A/c
- (d) E-mail ID for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
9. Members holding shares in more than one folio in the same order of name(s) are requested to send the details of their folios along with the Share Certificates so as to enable the Company to consolidate their holdings into one folio.
10. Members are requested to bring their copies of the Annual Reports along with duly filled attendance slip to the meeting.
11. Members seeking any information or clarification with regard to the accounts are requested to write to the Company at least TEN DAYS in advance of the meeting so that the information required can be made readily available at the Meeting.
12. **E-Voting:**

The Company is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 42nd Annual General Meeting of the Company dated May 21, 2014 (the AGM Notice). The Company has appointed Mr. Vijay Bhatt, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

Electronic Voting Sequence Number (EVSN): 140625011

The instructions for members for voting electronically are as under:-

In case of members receiving an e-mail from Company's Registrars (Link Intime India Pvt. Ltd.) for members whose email ID's are registered with the Company / Depository Participant(s) :

- (i) Log on to the e-voting website www.evotingindia.com during the voting period from Monday, July 21, 2014 at 10.00 a.m. to Wednesday, July 23, 2014 at 06.00 p.m.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Panasonic Energy India Co. Ltd." from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID), Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Those members who have not registered their PAN are requested to enter a common PAN i.e. PECIN28714
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. • Those members who have not registered their date of birth are requested to enter a common date of birth i.e. 21/05/2014.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN (140625011) for the “Panasonic Energy India Co. Ltd.” on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolution.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy (For members whose email IDs are not registered with the Company / Depository Participant(s):

- Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- The voting period begins on Monday, July 21, 2014 at 10.00 a.m. and ends on Wednesday, July 23, 2014 at 06.00 p.m. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. commencement of Book Closure date (Monday, July 14, 2014), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

In terms of the Collaboration Agreement with Panasonic Corporation, Japan, Mr. M. Shigeta had been appointed as an additional director of the Company w.e.f. February 04, 2014 pursuant to section 161 of the Companies Act, 2013 and Article 134 of the Articles of Association of the Company. Mr. Shigeta holds office upto the date of this Annual General Meeting.

The Company has received notice in writing from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Shigeta for the office of director pursuant to section 160 of the Companies Act, 2013.

He has gained vast experience by working on various senior positions in different core areas. Currently, he is heading the worldwide operations of "Panasonic" battery business in his capacity as Director of Energy Device Business Division, Automotive and Industrial Systems Company, Panasonic Corporation.

The Board of Directors accordingly recommends the passing of the resolution at item No. 4 of the accompanying notice.

Pursuant to the requirements of the Listing Agreement on appointment of Director, a statement containing briefly the details of Mr. Shigeta is given in Report on Corporate Governance.

None of the Directors/KMP/their relatives except Mr. Shigeta is any way, concerned or interested in the said resolution.

ITEM NO. 5

Ms. Geeta Goradia has been appointed as an additional director on the board of the Company w.e.f. May 21, 2014. Ms. Goradia holds office upto the date of this Annual General Meeting.

Ms. Goradia is a successful entrepreneur. She is the immediate Past President of Federation of Gujarat Industries (FGI), first lady President in 92 years since its inception in 1918. Currently, she is Managing Director of Jewel Consumer Care Pvt. Ltd. Vadodara, and Director of Pioneer Furnaces Pvt. Ltd. Vidyanagar. She was a Lecturer in M.S University in Faculty of Commerce from 1984 to 1992. She is actively associated with United Way of Baroda and other educational Institutes.

Your Board is of the opinion that Ms. Goradia fulfills the conditions specified in the Act and the rules made thereunder for appointment as Independent Director of the Company and she is independent of the management..

The Company has received notice in writing from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Ms. Goradia for the office of director pursuant to section 160 of the Companies Act, 2013.

The Board of Directors accordingly recommends the passing of the resolution at item No. 5 of the accompanying notice.

Pursuant to the requirements of the Listing Agreement on appointment of Director, a statement containing briefly the details of Ms. Goradia is given in Report on Corporate Governance.

None of the Directors/KMP/their relatives except Ms. Goradia is any way, concerned or interested in the said resolution.

ITEM NO. 6 to 8

As per the present Board Structure, Mr. Dilip J. Thakkar, Mr. Pradip P. Shah & Mr. Gautam N. Punj are Non-executive Independent Directors of the Company.

Section 149(4) of the Companies Act, 2013 states that every listed public company shall have at least one-third of the total number of directors as Independent Directors. Section 149(5) also provides that every company existing on or before the date of commencement of this Act shall, within one year from such commencement or from the date of notification of the rules in this regard as may be applicable; comply with the requirements of the provisions of sub-section (4) of section 149.

Section 149 (10) of the Companies Act, 2013, inter alia, provides that subject to the provisions of Section 152, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company. It is further clarified in the proviso to sub-sections (10) and (11) of section 149 of the Act that, any tenure of an Independent Director on the date of commencement of this Act shall not be counted as a term under those sub-sections (10) and (11).

Your Board is of the opinion that all of the above mentioned Directors fulfill the conditions specified in the Act for appointment as Independent Directors of the Company. All are eminent personalities in their respective fields. Your Board considers that their continued association would be of immense benefit to the Company. In view thereof, the Board has recommended them to be classified as Independent Directors.

Accordingly, the Board recommends the approval of the shareholders, under item nos. 6 to 8 of the accompanying notice, the classification of the aforementioned Directors as Independent Directors pursuant to section 149 of the Companies Act, 2013 read with rules made thereunder, with their respective term of office to be for a period of upto five years with effect from April 01, 2014.

Concerned Directors are interested in their respective resolutions being related to their own appointments. Other than the aforesaid, none of the Directors/KMP/their relatives is concerned or interested in the Resolutions as set out in item Nos. 6 to 8 of the accompanying Notice.

Details in respect of the Directors, who are proposed to be appointed as Independent Directors, are furnished in the Report on Corporate Governance.

ITEM NO. 9

Mr. S. K. Khurana is a B.E. (Mechanical), F.I.E., Chartered Engineer and has been working with your Company since December 01, 1972 in different capacities.

The members at their 35th Annual General Meeting held on July 12, 2007 had approved the appointment of Mr. Khurana as the Managing Director of the Company for a period of five years with effect from October 01, 2006 to September 30, 2011. Members had also approved the re-appointment of Mr. Khurana as the Managing Director of the Company for a period of two years with effect from October 01, 2011 to September 30, 2013 at their 40th Annual General Meeting held on July 25, 2012. During this term Mr. Khurana was re-designated as Chairman & Managing Director of the Company w.e.f. July 01, 2012.

Considering Mr. Khurana's immense contribution to the Company and future challenges, Panasonic Corporation, Japan had proposed to re-appoint him for a further period of 2 years.

The Board of Directors at their meeting held on September 25, 2013 approved the re-appointment of Mr. Khurana as Chairman & Managing Director for a further period of 2 years i.e. from October 01, 2013 to September 30, 2015 on following terms and conditions:

A. Salary:

Rs. 1,86,000 (One lac eighty six thousand only) per month with liberty to the Board to sanction annual increments in his monthly salary in such amount as the Board think fit, subject to the upper limit of Rs. 30,000 per increment with appropriate increase in the perquisites related to such monthly salary.

B. Special Allowance:

Rs. 57,000 (Fifty seven thousand only) per month.

C. Commission:

In addition to salary, commission payable shall be an amount subject to the upper limit of 1% of the net profits of the Company in a particular financial year as may be determined by the Board of Directors every year.



D. Perquisites:

- i. In addition to the salary and commission, Mr. Khurana shall be entitled to perquisites such as accommodation or house rent allowance in lieu thereof; furniture, furnishings, medical expenses for self and family including surgical and hospitalisation expenses, medical/accident insurance, leave travel concession etc. in accordance with the rules of the Company, if any, or as may be agreed to by the Directors and Mr. Khurana; the monetary value of such perquisites will be restricted to the maximum amount of his annual salary. For the purpose of calculating the above ceiling perquisites shall be evaluated as per Income-tax rules, wherever applicable and in the absence of any such rules, the same shall be evaluated at actual cost.
- ii. Use of Company's car and telephone at residence.
- iii. The Chairman & Managing Director shall also be eligible for the following perquisites which shall not be included in computation of the ceiling on perquisites specified hereinabove.
 - a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act. 1961.
 - b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service with effect from July 01, 1996 when new terms were agreed to between him and the Company on this issue.
 - c. One month's leave on full pay and allowances for every eleven months of service. However, no encashment of leave shall be permitted at the end of the tenure.
 - d. Reimbursement of entertainment, hotel and other expenses actually and properly incurred for the legitimate business of the Company.

EXPLANATION: "Family" means the spouse, dependent children and dependent parents of the managerial person.

E. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Khurana, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the restrictions set forth in Section II of Part II of Schedule XIII of the Companies Act, 1956.

F. Notice for termination of the Agreement:

Either party has option to terminate this appointment by giving a Notice in writing to the other party of his intention to resign at least 3 months in advance.

G. Compensation for loss of office:

The Chairman & Managing Director shall be entitled to compensation for loss of office or for early retirement from the office (except where he himself terminates the Agreement on his own accord) in accordance with the provisions of section 318 of the Companies Act, 1956.

H. Sitting fees:

The Chairman & Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof from the date of his appointment.

I. Chairman & Managing Director not liable to retire by rotation:

Subject to the provisions of the Act, Chairman & Managing Director shall not while he continues to hold office of the Chairman & Managing Director be subject to retirement by rotation of Directors and he shall not be reckoned as a Director for the purpose of determining the rotation or retirement of Director or in fixing the number of Directors to retire, but he shall ipso facto and immediately cease to be the Chairman & Managing Director if he ceases to hold office of Director for any cause.

Any member desirous of having inspection of the Agreement referred to in the resolution may do so on any working day during office hours upto the date of the ensuing Annual General Meeting of the Company.

None of the Directors/KMP/their relatives except Mr. Khurana is in any way, concerned or interested in the said resolution.

Pursuant to the requirement of the SEBI Committee on Corporate Governance on appointment of the Director, a statement containing briefly, the details of Mr. Khurana is given in Report on Corporate Governance, forming part of Directors' Report.