

**71st  
ANNUAL REPORT  
2015-2016**

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**Shreno Limited**

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# SHRENO LIMITED

## Board of Directors

Mr. Chirayu R. Amin  
Chairman

Ms. Malika C. Amin  
Director

Ms. Yera R. Amin  
Director

Mr. C. R. Mukherjee  
Director

Mr. Mayur Jadeja  
Director

Mr. Nitin Bhawe  
Whole-Time Director

## Chief Financial Officer

Mr. Nilesh Mistry

## Company Secretary

Ms. Manisha Kathed

## Statutory Auditors

K. C. Mehta & Co.  
Chartered Accountants  
2<sup>nd</sup> Floor, Meghdhanush  
Beside Landmark Building  
Race Course Circle, Vadodara - 390 007.

## Bankers

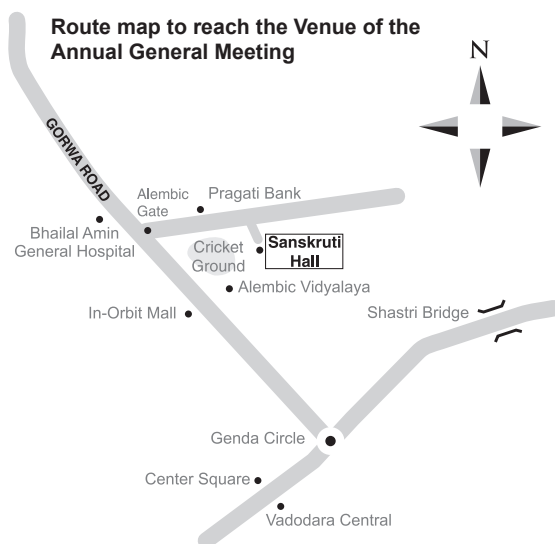
Bank of Baroda  
HDFC Bank Limited  
Yes Bank Limited  
RBL Bank Limited

## Registered Office

Alembic Road, Vadodara – 390 003.  
CIN: L51909GJ1972PLC044638  
Tel : +91 265 2280550  
Fax: +91 265 2282506  
Email: shreno.investors@alembic.co.in  
Website: www.shreno.com

## Registrar and Transfer Agents

M/s. Link Intime India Private Limited  
B-102/103, Shangrila Complex,  
1<sup>st</sup> Floor, Nr. Radhakrishna Char Rasta,  
Akota, Vadodara - 390 020.  
Tel : +91 265 2356573, 2356794  
Fax : +91 265 2356791  
Email : vadodara@linkintime.co.in



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## NOTICE

Notice is hereby given that the **Seventy First Annual General Meeting** of the members of Shreno Limited will be held at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003, on **Wednesday, the 10<sup>th</sup> August, 2016 at 4:00 p.m.** to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2016 including Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Malika C. Amin (DIN: 00242613), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify appointment of M/s. K. C. Mehta & Co., Chartered Accountants, Vadodara (FRN: 106237W) as Statutory Auditors of the Company in accordance with the resolution passed by the members at the 69<sup>th</sup> Annual General Meeting held on 11<sup>th</sup> August, 2014 and to authorise the Board of Directors to fix their remuneration.

### SPECIAL BUSINESS

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

#### **Ratification of Remuneration to the Cost Auditor for the F.Y. 2016-17**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Santosh Jejurkar & Associates, Cost Accountant (FRN: 102697) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2016-17 amounting to ₹ 0.40 Lac excluding service tax, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit, be and is hereby ratified and confirmed."

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

#### **Approval of charges for service of documents on the shareholders**

"**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder ('the Act'), whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the shareholders be and is hereby accorded to charge from the shareholder, the fee in advance, equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of service mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and the Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

### NOTES:

1. **ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
  2. **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, provided such person shall not act as a proxy for any other person or shareholder.**
  3. The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours
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## SHRENO LIMITED

Regd. Off.: Alembic Road, Vadodara - 390 003. CIN No.: U26100GJ1944PLC000345 Tel.: +91 265 2280550 Fax: +91 265 2282506 Website: www.shreno.com E-mail: shreno.investors@alembic.co.in

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before the time of commencement of the meeting.

4. The details of Ms. Malika C. Amin, Director, seeking re-appointment, pursuant to para 1.2.5 of Secretarial Standard-2 (SS-2), at the AGM on 10<sup>th</sup> August, 2016 is given in Annexure - A to this notice.
5. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturdays and holidays up to the date of Annual General Meeting.
6. The Register of Members of the Company will remain closed from 3<sup>rd</sup> August, 2016 to 10<sup>th</sup> August, 2016 (both days inclusive), for the purpose of Annual General Meeting.
7. All the work related to share registry in terms of both - physical and electronic – are being conducted by Company's R & T Agents – M/s. Link Intime India Pvt. Limited, B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390020. Tel: +91 265 2356573, 2356794 Fax: +91 265 2356791 Email Id: vadodara@linkintime.co.in. The Shareholders are requested to send their communication to the aforesaid address.
8. The Company has designated an exclusive Email Id: shreno.investors@alembic.co.in for redressal of Shareholders'/ Investors' complaints/grievance. In case you have any queries, complaints or grievances, then please write to us at the above mentioned e-mail address.
9. Updation of Email Id: The Shareholders are requested to intimate their Email Id to the Company or update their email registered with Depository Participants, if the same is changed.
10. **Voting Process and Declaration of Results:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the AGM venue ('remote e-voting') will be provided to the members by Central Depository Services (India) Limited (CDSL).

The Company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Chairman of the Company will declare the voting results based on the scrutinizer's report received on e-voting and voting at the meeting. The consolidated scrutinizer's report will be displayed on the (i) Company's website www.shreno.com; and (ii) CDSL website www.evotingindia.com.

**A. The 'Step by Step' procedure and instructions for casting your vote electronically are as under:**

- i. The e-voting period begins on 7<sup>th</sup> August, 2016 (9:00 a.m.) and end on 9<sup>th</sup> August, 2016 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as at the cut-off date of 3<sup>rd</sup> August, 2016, may cast their vote electronically. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on 3<sup>rd</sup> August, 2016, may obtain the login Id and password by sending request at helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting after 9<sup>th</sup> August, 2016 (5.00 p.m.).
  - ii. The shareholders should log on to the e-voting website www.evotingindia.com.
  - iii. Click on Shareholders.
  - iv. Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - v. Next enter the Image Verification as displayed and Click on Login.
  - vi. 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.
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## vii. If you are a first time user follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The Sequence Number is printed on address label/sticker affixed on the back page of the Annual Report.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction iv.</li> </ul>

## viii. After entering these details appropriately, click on "SUBMIT" tab.

- ix. Members holding shares in physical form will then directly reach 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN (160606001) for the relevant Company (SHRENO LIMITED) on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non-Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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- xix. 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xx. M/s. Samdani Shah & Associates, Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer for conducting the e-voting process.

By order of the Board,

Place: Vadodara

Date : 27<sup>th</sup> May, 2016

**Manisha Kathed**  
Company Secretary

### Explanatory Statement as required under Section 102 of the Companies Act, 2013.

#### Item No. 4

M/s. Santosh Jejurkar & Associates, Cost Accountant has been appointed by the Board of Directors of the Company, on the recommendation of the Audit Committee, to conduct the audit of the Cost Records of the Company for Real Estate and Engineering division for the financial year 2016-17.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (the Rules), the remuneration payable to Cost Auditor is to be ratified by the Members of the Company.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2016-17 as set out in the resolution for aforesaid services to be rendered by him.

The Board of Directors recommends passing of the Resolution as set out at Item No. 4 of the Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 4 of the Notice.

#### Item No. 5

As per the provisions of Section 20 of the Companies Act, 2013, a shareholder may request for any document through a particular mode, for which the shareholder shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., it is therefore proposed that actual expenses that may be borne by the Company for such dispatch will be paid in advance by the shareholder to the Company.

The Board of Directors recommends the resolution as set out at Item No. 5 of the Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 5 of this Notice.

By order of the Board,

Place: Vadodara

Date : 27<sup>th</sup> May, 2016

**Manisha Kathed**  
Company Secretary

**ANNEXURE – A**

Details of the Director seeking re-appointment at the Annual General Meeting pursuant to para 1.2.5 of the Secretarial Standard-2 (SS-2) and other applicable provisions are as under:

<b>Name of the Director</b>	<b>Ms. Malika C. Amin</b>
Age	61 years
Qualifications	Post Graduate in Arts
Experience	27 years
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	N.A.
Remuneration last drawn	N.A.
Nature of expertise in specific functional areas	Corporate Management & Administration
Date of first appointment on to the Board	25 <sup>th</sup> October, 2005
No. of Shares held in the Company as on 31 <sup>st</sup> March, 2016	1,71,462 Equity shares and 1,71,462 1% Optionally Convertible Preference Shares
Relationship with other Directors, Manager and other Key Managerial Personnel	Ms. Malika C. Amin is the wife of Mr. Chirayu R. Amin and sister in law of Ms. Yera R. Amin.
No. of Meetings of the Board attended during the year	3
Directorship in other Companies as on 31 <sup>st</sup> March, 2016	1) Alembic Limited 2) Sierra Investments Private Limited 3) Sierra Healthcare Limited
Chairperson / Member of Committees of other Board	1) Alembic Limited- Chairperson of CSR Committee. 2) Sierra Investments Private Limited - Chairperson of CSR Committee.

# SHRENO LIMITED

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## BOARD'S REPORT

To,

The Members,

Your Directors have pleasure in presenting their Seventy First Annual Report on the working of the Company together with the Audited Statement of Accounts for the year ended on 31<sup>st</sup> March, 2016.

### 1. Financial Summary and Highlights:

( ₹ in Lacs)

Particulars	Year ended on 31 <sup>st</sup> March, 2016	Year ended on 31 <sup>st</sup> March, 2015
Profit for the year before providing for Depreciation, Interest & Tax	3,037.01	2,045.67
<b>Deducting therefrom:</b>		
- Interest	737.64	781.92
- Depreciation/ Amortisation	830.86	752.83
<b>Profit Before Tax</b>	<b>1,468.51</b>	<b>510.92</b>
Less :		
Provision for Current Tax	160.00	-
Provision for Wealth Tax	-	3.00
(Excess)/Short Provision of tax in respect of earlier years	(0.09)	0.01
<b>Profit after Tax</b>	<b>1,308.59</b>	<b>507.91</b>
Add :		
Balance brought forward from last year	(1,339.47)	(1,823.54)
Less :		
Depreciation	-	23.84
<b>Surplus / (Deficit) carried to Balance Sheet</b>	<b>(30.88)</b>	<b>(1,339.47)</b>

### 2. Dividend:

In view of carried forward losses, your Directors do not recommend any dividend for the year ended on 31<sup>st</sup> March, 2016.

### 3. Operations and State of affairs of the Company:

The total income for the year ended on 31<sup>st</sup> March, 2016 was ₹ 17,182.75 Lacs as compared to ₹ 13,254.76 Lacs for the previous financial year ended on 31<sup>st</sup> March, 2015. The Profit before Depreciation, Interest & Tax was ₹ 3,037.01 Lacs for the year under review as compared to profit of ₹ 2,045.67 Lacs for the previous year. The Net profit after tax for the year was ₹ 1,308.59 Lacs as compared to the Net profit of ₹ 507.91 Lacs during previous year.

### 4. Subsidiaries, Associates and Joint Ventures:

Alembic Defence Systems Limited (formerly AGI Developers Limited) & Quick Flight Limited are subsidiaries of the Company. Sierra Investments Private Limited and Alembic Exports Limited are Associate Companies.

As required under Rule 8(1) of the Companies (Accounts) Rules, 2014, the Board's Report has been prepared on standalone financial statements and a report on performance and financial position of each of the subsidiaries and associates is included in the consolidated financial statements.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.shreno.com. Further, as per fourth proviso of the said section, audited annual accounts of each of the subsidiary companies have also been placed on the website of the Company www.shreno.com. Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary at the Company's registered office.

### 5. Directors:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Malika C. Amin (DIN:00242613), Director of the Company, will retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.



**6. Key Managerial Personnel:**

Mr. Nitin Bhave, Whole-Time Director, Mr. Nilesh Mistry, Chief Financial Officer and Ms. Manisha Kathed, Company Secretary are Key Managerial Personnel of the Company.

**7. Meetings of the Board:**

Four (4) Board Meetings were held during the financial year ended 31<sup>st</sup> March, 2016 on 11<sup>th</sup> May, 2015, 21<sup>st</sup> August, 2015, 18<sup>th</sup> November, 2015 and 11<sup>th</sup> February, 2016.

**8. Independent Directors:**

The Independent Directors of the Company have given the declaration to the Company that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

**9. Performance Evaluation:**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board and of the Committees of the Board, by way of individual and collective feedback from Directors.

**The following were the Evaluation Criteria:**

**(a) For Non-Executive and Independent Directors:**

- Knowledge and Skills
- Professional conduct
- Duties, Role and functions

**(b) For Executive Directors:**

- Performance as Member/Team Leader.
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key set Goals/KRA and Achievements
- Professional Conduct and Integrity
- Sharing of Information with the Board

The Directors expressed their satisfaction with the evaluation process.

**10. Audit Committee:**

The Audit Committee consists of Mr. Mayur Jadeja & Mr. C. R Mukherjee, Independent Directors & Ms. Yera R. Amin, Non-Executive Promoter Director. Mr. Mayur Jadeja is the Chairman of the Committee. The Committee inter alia reviews the Internal Control System, Reports of Internal Auditors and Compliance of various regulations. The Committee also reviews at length the financial statements before they are placed before the Board of Directors.

**11. Vigil Mechanism:**

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism or 'Whistle Blower Policy' for directors, employees and others stakeholders to report genuine concerns has been established. The same is also uploaded on the website of the Company.

**12. Internal Control Systems:**

The Company's internal control procedures which include internal financial controls, ensure compliance with various policies, practices and statutes and keeping in view the organization's pace of growth and increasing complexity of operations. The internal auditor's team carries out extensive audits throughout the year across all locations and across all functional areas and submits its reports to the Audit Committee of the Board of Directors.

**13. Corporate Social Responsibility:**

During the year, the Company along with other entities in the group, settled a Trust in the name of Alembic CSR Foundation and obtained requisite statutory approvals for enabling it to carry out CSR activities for the entire group.

In compliance with requirements of Section 135 of the Companies Act, 2013, the Company has laid down a CSR Policy. The composition of the committee comprises of Mr. Chirayu R. Amin (Chairman), Mr. C. R. Mukherjee and Mr. Mayur Jadeja.

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The Company had an average net loss of ₹ 71 Lacs during the three immediately preceding financial years ended 31<sup>st</sup> March, 2015. Therefore, the Company was not required to contribute towards CSR for the financial year 2015-16.

**14. Policy on Nomination and Remuneration:**

In compliance with requirements of Section 178 of the Companies Act, 2013, the Company has laid down a Nomination and Remuneration Policy. The composition of the Nomination and Remuneration Committee comprises of Mr. Mayur Jadeja (Chairman), Mr. C. R. Mukherjee and Mr. Chirayu R. Amin.

The contents of Nomination and Remuneration Policy of the Company prepared in accordance with the provisions of Section 178 of the Companies Act, 2013 are provided hereunder.

- **Policy on Directors' Appointment and Remuneration**

**1.1 Appointment criteria and qualifications:**

- (a) A person who is proposed to be appointed as Director of the Company should be eligible to be appointed as Director and must hold Director Identification Number issued by the Central Government and possess such qualification, expertise and experience as prescribed under the Act.
- (b) Without prejudice to generality of the above, a person who is proposed to be appointed as an Independent Director shall also be subject to compliance of provisions of section 149(6).
- (c) KMP or Senior Management personnel shall have adequate qualification, expertise and experience in the relevant field for which the appointment is proposed to be made.
- (d) The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

**1.2 Term / Tenure:****(a) Managing Director/Whole-time Director/Manager (Managerial Personnel):**

The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**(b) Independent Director:**

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

**1.3 Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at such interval as deemed fit.

**1.4 Removal:**

The Committee may recommend the Board for removal of a Director, KMP or Senior Management Personnel for reasons recorded in writing. The Procedure for removal of any Director shall be as per the provisions of the Act in this regard.

**1.5 Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Company will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**2.1 Remuneration Policy:**

- (a) The remuneration / compensation / commission etc. to the Managerial Personnel will be determined
-