



Dear Shareholder,

Re: Abstract pursuant to Section 302 of the Companies Act, 1956

At the Board Meeting held on 25.7.2013, pursuant to Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, your Directors have reappointed Shri H R Kilachand as Chairman & Managing Director of the Company for a period of 3 years from 14.8.2013 to 13.8.2016 subject to Special Resolution to be passed by the Members at the ensuing Annual General Meeting. As required under Schedule XIII, the payment of Remuneration, inter-alia Minimum Remuneration to Shri H R Kilachand, as given hereunder, was approved by the Board of Directors on the recommendation of the Remuneration Committee, subject to approval of the Members.

As required under Section 302 of the Companies Act, 1956, an Abstract of the main terms and conditions of his reappointment together with the Memorandum of Interest is given hereunder:

I. SALARY:

[A] In case of sufficient Net Profit in any financial year:

- a. Salary upto Rs.4,00,000/- per month or Rs.48,00,000/- per annum [or any higher limit as may be revised from time to time under the Act] as may be decided by the Board based on the performance of the Company subject to specified ceiling limit of the Net Profit;
- b. Incentives, not exceeding the specified ceiling limit of the Net Profit of the Company for each financial year, subject to the overall ceiling laid down under Section 198 and 309 of the Companies Act, 1956 after deducting Salary & Perquisites as provided herein.

OR

[B] In case of no profits or its profits are inadequate:

Salary upto Rs.4,00,000/- per month or Rs.48,00,000/- per annum [or any higher limit as may be revised from time to time under the Act] as Minimum Remuneration as per Para (B) of Part II of Schedule XIII.

II. PERQUISITES:

House Rent Allowance [not exceeding 60% of the salary], gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, Company maintained car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income Tax Rules being restricted to an amount equal to the annual salary payable to Shri Kilachand, subject however to the limit of overall Minimum Remuneration as prescribed under Para (B) of Part II of Schedule XIII.

The following perquisites shall not be included in the computation of the ceiling limit of remuneration.

- i. The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund.
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of the tenure.

Shri H R Kilachand shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.

Shri H R Kilachand shall not be liable to retire by rotation as Director of the Company.

The remuneration, as per Para I [B] above, shall nevertheless be paid to Shri Kilachand as the minimum remuneration, but not exceeding overall ceiling limits specified in Schedule XIII to the Act or any amendments thereto from time to time, notwithstanding that in any financial year, the Company may have no profits or inadequate profits.

Shri Kilachand shall not be entitled to any sitting fee for attending meetings of the Board and / or Committee of Directors.

Shri H R Kilachand is also reappointed as Whole-time Director designated as Executive Chairman of Kesar Terminals & Infrastructure Ltd. [KTIL] on a remuneration as approved by the Remuneration Committee, the Board of Directors and the Shareholders of KTIL, however, the total remuneration drawn by Shri Kilachand from KTIL & the Company, shall not exceed the higher maximum limit as admissible from any one of the Companies i.e. KTIL or the Company in terms of Section III of Part II of Schedule XIII to the Companies Act.

Memorandum of Interest:

None of the Directors of the Company are in any way, concerned or interested in the above matter except Shri H R Kilachand and his wife Smt. MH Kilachand.

A copy of the above is available at the Registered Office of the Company for inspection on all working days between 10:00 a.m. to 1:00 p.m. except Saturdays and holidays.

Registered Office :

Oriental House,
7, Jamshedji Tata Road,
Churchgate,
Mumbai 400 020.
25th July, 2013

By Order of the Board of Director

D J Shah
Sr. Vice President (Legal)
& Company Secretary