

ZODIAC CLOTHING COMPANY LIMITED

CIN : L17100MH1984PLC033143

Registered Office: Nylloc House, 254, D-2, Dr. Annie Besant Road, Worli, Mumbai -400 030.
Tel : 66677000 Fax: 66677279 Website: www.zodiaconline.com email id : contactus@zodiacmtc.com

NOTICE OF 30TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth Annual General Meeting of Zodiac Clothing Company Limited will be held on Tuesday, 12th August, 2014 at 3.00 p.m. at Nehru Centre, Hall of Culture, Dr. Annie Besant Road, Worli, Mumbai - 400018, to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. A.Y. Noorani (DIN: 00041686), who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Auditors

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

“**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any of the Companies Act 2013 and the Rules framed thereunder, as amended from time to time, Deloitte Haskins and Sells, LLP Chartered Accountants (Registration No. 117366W/W-100018), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at remuneration of ₹ 18.25 lacs plus service tax and reimbursement of out of pocket expenses.”

SPECIAL BUSINESS

5. **Re-appointment of Mr. A.Y. Noorani (DIN: 00041686) as Vice-Chairman & Managing Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. A.Y.Noorani (DIN: 00041686) as Vice-Chairman and Managing Director of the Company, for a period of 3 (three) years with effect from 1st March, 2014, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. A.Y. Noorani, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **Re-appointment of Mr. S.Y. Noorani (DIN: 00068423) as Managing Director & President of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. S.Y. Noorani (DIN: 00068423) as Managing

Director & President of the Company, for a period of 3 (three) years with effect from 1st March, 2014, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. S.Y. Noorani, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. **Appointment of Mr. Yogendra Premkrishna Trivedi (DIN: 00001879) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Yogendra Premkrishna Trivedi (DIN: 00001879), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 12th August, 2014 up to 11th August, 2019.”

8. **Appointment of Mr. Madhav Laxman Apte (DIN: 00003656) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Madhav Laxman Apte (DIN: 00003656), a non-executive Director of the Company, who has

submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 12th August, 2014 up to 11th August, 2019.”

9. **Appointment of Mr. Susim Mukul Datta (DIN: 00032812) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Susim Mukul Datta (DIN: 00032812) , a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 12th August, 2014 up to 11th August, 2019.”

10. **Appointment of Mr. Subramaniam Ramachandran Iyer (DIN: 00580437) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Subramaniam Ramachandran Iyer (DIN: 00580437), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 12th August, 2014 up to 11th August, 2019.”

11. **Appointment of Mr. Bernhard Steinrucke (DIN: 01122939) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Bernhard Steinrucke (DIN: 01122939), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 12th August, 2014 up to 11th August, 2019.”

12. **Appointment of Dr. Heinrich Dieckmann (DIN: 01596834) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. Heinrich Dieckmann (DIN: 01596834), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 12th August, 2014 up to 11th August, 2019.”

13. **Approval of payment of Remuneration to the Cost Auditors for the Financial Year ending 31st March, 2015**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, as amended from time to time and such other permissions as may be necessary, the members hereby ratify the remuneration of ₹ 75,000/- plus service tax payable to N. Ritesh & Associates, Cost Accountants, who are appointed by the Board of Directors of the Company to conduct audit of the Cost records maintained by the Company for the Financial Year ending 31st March, 2015.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board of Directors

Place : Mumbai,
Dated : 11 July, 2014

KUMAR IYER
Company Secretary

Registered Office:

Nyloc House, 254,
D- 2, Dr. Annie Besant Road,
Worli, Mumbai - 400 030.
Tel : 66677000 • Fax: 66677279
Website: www.zodiaconline.com
email id : contactus@zodiacmtc.com
CIN: L17100MH1984PLC033143

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the “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 forty-eight 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. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in Details of Directors seeking Appointment/ Re-appointed at the Annual General Meeting annexed to this Notice.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. (a) The Company has notified closure of Register of Members and Share Transfer Books from Friday, 1st August, 2014 to Tuesday, 12th August, 2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
(b) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between 19th August, 2014 to 22nd August, 2014 to those members whose names shall appear on the Company's Register of Members on 31st July, 2014; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.
11. The Company has transferred unclaimed amounts of dividends paid upto 2006-07 (Interim), to the Investor Education and Protection Fund (IEPF) of the Central Government as required under Section 125(3) of the Companies Act, 1956. Members may please note that if unpaid dividend is not claimed from the Company for seven years from the date when it became due, it shall be transferred to the Investor Education and Protection Fund as stated above and it cannot be claimed from that Fund.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Agreements with the Stock Exchanges, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by KARVY. The instructions of e-voting are provided separately.
17. The e-voting shall remain open for 3 days from 4th August, 2014 to 6th August, 2014. During e-voting period, the shareholders of the Company holding shares either in physical form or in demat form as on the record date may cast their vote electronically provided once the vote on the resolution(s) is cast by the members, they will not be allowed to change it subsequently.
18. In case of members who are entitled to vote but have not been able to exercise their right to vote by electronic means, in the larger interest of the members, the Chairperson of the Company may order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all the businesses specified in the Notice. For abundant clarity, in the event of poll, please note that the members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company. The poll process shall be conducted and scrutinizer report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item Nos. 5 and 6

The Board of Directors of the Company (the 'Board') vide the Circular Resolutions dated 24th February, 2014, has subject to the approval of the members, has re-appointed Mr. A.Y. Noorani as Vice-Chairman & Managing Director and Mr. S.Y. Noorani as Managing Director & President, for a period of 3 (three) years w.e.f. 1st March, 2014 to 28th February, 2017, at the remuneration recommended by the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek the members' approval for the re-appointment and the remuneration payable to Mr. A.Y. Noorani as Vice-Chairman & Managing Director and Mr. S.Y. Noorani as Managing Director & President, in terms of the applicable provisions of the Companies Act, 2013.

Broad particulars of the terms of re-appointment and the remuneration payable to Mr. A.Y. Noorani and Mr. S.Y. Noorani are as under:

a. (i) Salary:

Basic salary ₹ 6,00,000/- per month.

Subject to the Board of Directors reviewing the increase in such salary from time to time.

b. Performance Linked Bonus:

Such percentage of the net profits of the Company or such amount as may be decided by the Board of Directors for each financial year or part thereof.

Provided however that the aggregate amount of salary and performance linked bonus for each financial year or part thereof from time to time shall be subject to such limits as may be permissible under Companies Act, 1956 or under the relevant provisions of the Companies Act, 2013.

c. Perquisites:

i. Medical Reimbursement:

Medical Expenditure incurred by the Managing Director(s) and his family as per the rules of the Company.

Explanation: Family shall mean the Managing Director's wife and his dependent children.

ii. Provident Fund & Superannuation Fund:

Contribution to:

- (i) Provident Fund as per the rules prevailing under the Provident Fund Act from time to time
- (ii) Superannuation Fund, if any as per the rules prevailing from time to time

iii. Encashment of Leave:

30 days in a calendar year and encashment of leave at the end of tenure would be permitted.

iv. Gratuity:

Gratuity payable as per the law/rules relating to payment of Gratuity from time to time.

Minimum Remuneration:

Where any remuneration in excess of the minimum remuneration payable under the Act is paid to Managing Director, the same would be subject to the approval of the Central Government, if required.

v. Company Car:

The Managing Directors would be entitled to Company car with driver, the perquisites of which, if any, would be computed as per Rule 3 of the Income Tax Rules, 1962.

The Managing Directors so long as they function as such shall not be paid any sitting fees for attending meetings of the Board or any Committee thereof.

The Managing Directors shall not so long as they function as such become interested or otherwise concerned directly or through their wife and / or minor children in any selling agency of the Company without prior approval of the Government.

Notwithstanding anything to the contrary contained in this Agreement, either of the Managing Directors shall be entitled to determine this Agreement by giving not less than six calendar months' notice in writing in that behalf to the company, and on the expiry of the period of such notice this Agreement shall stand terminated and the Managing Director shall cease to be a Directors of the Company. However, the Board of Directors would need to approve the termination of service of any of the Managing Director. In lieu of six calendar months' notice the Company would be entitled to forthwith determine this Agreement by paying to the concerned Managing Director six months' last drawn salary.

Mr. A.Y. Noorani and Mr. S.Y. Noorani satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. They are not disqualified from being appointed as Directors in terms of Section 164 of Companies Act, 2013.

The abstract setting out the terms of re-appointment of Mr. A.Y. Noorani and Mr. S.Y. Noorani under Section 302 of the Companies Act, 1956, dated 10th March 2014 has already been sent to the members.

The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of remuneration of Mr. A.Y. Noorani & Mr. S.Y. Noorani as required under Section 190 of the Companies Act, 2013.

Brief resume of Mr. A.Y. Noorani and Mr. S.Y. Noorani, nature of their expertise in specific functional areas and the names of Companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the "Details of Directors seeking Appointment / Re-appointment at the Annual General Meeting" as annexed to this Notice.

Mr. M.Y. Noorani father of Mr. A.Y. Noorani and Mr. S. Y. Noorani is concerned or interested in the above appointments and payment of remuneration to both of them. Also, Mr. A.Y. Noorani and Mr. S.Y. Noorani are concerned or interested since it relates to their appointments and the remuneration payable to each one of them.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board of Directors recommend the passing of the resolution set out in Item No. 5 & 6 of the accompanying Notice as it feels the same is in the interest of the Company.

Item Nos. 7 to 12:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Yogendra Premkrishna Trivedi, Mr. Madhav Laxman Apte, Mr. Susim Mukul Datta, Mr. Subramaniam Ramachandran Iyer, Mr. Bernhard Steinrucke, Dr. Heinrich Dieckmann, as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Companies Act, 2013 (Act) which came in to effect from 1st April, 2014, Zodiac Clothing Company Limited is required to have at least one-half of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nominations & Remuneration Committee has recommended the appointment of these directors as Independent Directors from 12th August, 2014 up to 11th August, 2019 .

Mr. Yogendra Premkrishna Trivedi, Mr. Madhav Laxman Apte, Mr. Susim Mukul Datta, Mr. Subramaniam Ramachandran Iyer, Mr. Bernhard Steinrucke, Dr. Heinrich Dieckmann, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these Independent Directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Brief profile of the Independent Directors to be appointed is given in Directors Biographies, forming part of Annual Report and the nature of their expertise in specific functional areas and the names of companies in which they hold directorships and memberships / chairmanships of Board / Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the "Details of Directors seeking Appointment / Re-appointment at the Annual General Meeting" as annexed to this Notice.

The Board recommends the Ordinary Resolution set out at Item Nos. 7 to 12 of the Notice for approval by the Members.

The above Independent Directors are interested in the Resolutions mentioned at the Item Nos. 7 to 12 of this Notice with regard to their respective appointments. Other than the above Independent Directors, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in Resolutions mentioned at the Items No. 7 to 12 of this Notice.

Item No. 13

The Board had on 19th March, 2014 on the recommendation of the Audit Committee, approved the appointment & remuneration of M/s N. Ritesh & Associates, the Cost Auditors to conduct the audit of the Cost records maintained by the Company for the Financial Year ending 31st March, 2015 and remuneration of ₹ 75,000 plus service tax has been fixed for this purpose.

In accordance with the provisions of the Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, ratification of the remuneration payable to the Cost Auditors for the Financial Year 2014-15 by way of an ordinary Resolution is being sought from the members as set out at the Item No. 13 of the Notice.

The Board recommends the Ordinary Resolution set out at the Item No. 13 of the Notice for the approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution set out at Item No. 13 of the Notice.

By Order of the Board of Directors

Place : Mumbai,

KUMAR IYER

Dated : 11 July, 2014

Company Secretary

Registered Office:

Nyloc House, 254,

D- 2, Dr. Annie Besant Road,

Worli, Mumbai - 400 030.

Tel : 66677000 • Fax: 66677279

Website: www.zodiaconline.com

email id : contactus@zodiacmtc.com

CIN: L17100MH1984PLC033143

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT
AT THE ANNUAL GENERAL MEETING**

Particulars	Mr. A.Y. Noorani	Mr. S.Y. Noorani	Mr. Yogendra Trivedi	Mr. Madhav Apte	Mr. Susim Datta	Mr. Subramaniam Iyer	Mr. Bernhard Steinrucke	Mr. Heinrich Dieckmann
Date of Birth	11/12/1950	15/03/1963	06/01/1929	05/10/1932	01/07/1936	25/05/1940	29/06/1955	19/05/1935
Date of Appointment	14/06/1984	14/05/1993	29/01/2000	01/02/1994	25/06/1996	22/06/2002	28/11/1997	30/09/2003
Qualifications	B.Com., Advance Management Programme at Harvard Business School	B.Com.	B.Com., LL.B.	B.A.	Hons. In Chemistry, PG in Science & Technology, Chartered Engineer, Fellow of the Institution of Engineers (India)	B.SC., C.A.I.I.B.	Hons.Degree-law,university of Heidelberg, Germany	Doctorate-law
Expertise in specific functional areas	Industrialist with rich Business Expertise	Industrialist with rich Business Expertise	Expertise in Law	Wide experience across Industries	Wide experience across varied Industries	Expertise in Banking & Finance	Expertise in law, banking & finance	Expertise in International Economic Affairs
Directorship held in other companies	<ul style="list-style-type: none"> Zodiac Finsec and Holdings Ltd Elite Clothing Company Private Ltd 	<ul style="list-style-type: none"> Zodiac Finsec and Holdings Ltd Elite Clothing Company Private Ltd 	<ul style="list-style-type: none"> Reliance Industries Ltd Supreme Industries Ltd Emami Ltd New Consolidated Construction Ltd Sai Services Station Ltd- Chairman Metro Exporters Pvt Ltd Trivedi Consultants Pvt. Ltd – Chairman Seksaria Biswan Sugar Factory Ltd 	<ul style="list-style-type: none"> Grasim Industries limited Bajaj Hindustan Limited Standard Industries Limited The Bombay Burmah Trading Corporation Limited The Raja Bahadur International Limited Kulkarni Power Tools Limited 	<ul style="list-style-type: none"> Philips Electronics India Limited - Chairman Castrol India Limited – Chairman The Peerless General Finance & Investment Co Ltd IL&FS Investment Managers Limited - Chairman Reach (Cargo Movers) Private Limited - Chairman Transport Corporation of India Limited – Chairman Chandras' Chemicals Enterprises Private Ltd Atul Limited Bhoruka Power Corporation Limited Rabo India Finance Limited Peerless Hotels Ltd. Speciality Restaurants Limited - Chairman Door Sabha Nigam Limited Peerless Financial Products Distributors Limited – Chairman 	<ul style="list-style-type: none"> IDMC Limited KSK Energy Venture Limited KSK Power Venture PLC PN Writer and Company Private Ltd Writer Lifestyle Private Ltd Kannada Prabha Publication Ltd Writer Safeguard Pvt Ltd Can Fin Homes Ltd - Chairman Wardha Power Company Ltd KSK Mahanadi Power Company Ltd Waterfield Advisors Pvt Ltd - Chairman Waterfield Financial and Investment Advisors Private Ltd – Chairman 	<ul style="list-style-type: none"> HDfC Ergo General Insurance Ltd FAG Bearings India Limited Bosch Limited Apollo Munich Health Insurance Company Limited Nuremberg messe India Pvt Ltd 	NIL
Membership/ Chairmanships of Audit and Shareholders/ Investor Grievance Committee	NIL	NIL	Audit Committee <ul style="list-style-type: none"> Reliance Industries Ltd – Chairman Seksaria Biswan Sugar Factory Ltd Shareholders Grievance Committee <ul style="list-style-type: none"> Reliance Industries Ltd, 	Audit Committee <ul style="list-style-type: none"> Grasim Industries Ltd The Bombay Burmah Trading Corporation Ltd Standard Industries Ltd Shareholders Grievance Committee <ul style="list-style-type: none"> The Bombay Burmah Trading Corporation Ltd 	Audit Committee <ul style="list-style-type: none"> Bhoruka Power Corporation Ltd Castrol India Ltd Transport Corporation of India Ltd Peerless Gen. Fin & Inv. Co Ltd Rabo India Finance Ltd Shareholders Grievance Committee <ul style="list-style-type: none"> Castrol India Ltd IL&FS Investment Managers Ltd 	Audit Committee <ul style="list-style-type: none"> IDMC Limited – Chairman KSK Energy Ventures Limited – Chairman KSK Power Venture PLC, Isle of Man – Chairman PN writer and Company Private Ltd – Chairman Writer Lifestyle Private Ltd – Chairman Writer Safeguard Private Ltd - Chairman 	NIL	NIL
Number of shares held in the Company (As on 31.03.2014)	24,065	13,334	23,625	19,125	30,000	7,604	19,125	NIL
Relationship with Directors	Son of Mr. M.Y. Noorani & Brother of Mr. S.Y. Noorani	Son of Mr. M.Y. Noorani & Brother of Mr. A.Y. Noorani	NIL	NIL	NIL	NIL	NIL	NIL