

**NOTICE TO THE MEMBERS**

**Abstract of the terms of revision in the remuneration of Mr. Vinod Mehta, Manager of the Company and memorandum of interest pursuant to Section 302 of the Companies Act, 1956.**

It is notified for the information of the Shareholders that the Board of Directors at their meeting held on 23<sup>rd</sup> January, 2010 have revised the remuneration payable to Mr. Vinod Mehta, Manager with effect from 1<sup>st</sup> April, 2009 till the remaining tenure of his appointment i.e. upto 22<sup>nd</sup> January, 2013, subject to the approval of the Shareholders of the Company at the General Meeting. The revision in the remuneration payable to him is governed by Section 269 of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956.

An abstract of the terms of revision in the remuneration of Mr. Vinod Mehta and Memorandum of Interest is given hereunder:

**DETAILS OF REMUNERATION INCLUDING PERQUISITES PAYABLE TO MR. VINOD MEHTA, MANAGER OF THE COMPANY**

1. Salary : Rs.84,000/- per month or such sum not exceeding Rs.1,25,000/- per month as may be determined by the Board from time to time.
2. Special Allowance : Rs.10,720/- per month
3. Perquisites : In addition to salary and special allowance, Mr. Vinod Mehta, shall be entitled to the following perquisites:

**Category 'A'**

- i) Housing :
  - a) The expenditure incurred by the Company on hiring unfurnished accommodation for him shall be subject to a ceiling, namely, 40% of the salary, over and above 10% payable by him, or
  - b) In case the accommodation is owned by the Company 10% of the salary shall be deducted by the Company, or
  - c) In case no accommodation is provided by the Company, a house rent allowance subject to a ceiling laid down in (a) above shall be paid.
- ii) Medical Reimbursement :
 

Expenditure incurred for the Manager and his family, subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
- iii) Leave Travel Concession :
 

For the self and family once in a year incurred in accordance with the rules specified by the Company, subject to a ceiling of one month's salary in a year.

iv) Personal Accident Insurance :

Of an amount, the annual premium of which not to exceed Rs.4,000/-  
For the purpose of this category "family" means the spouse, the dependent children and dependent parents.

**Category 'B'**

- i) Provident Fund :
 

Company's contribution to Provident Fund shall be as per the rules of the Company.
- ii) Superannuation/Annuity Fund :
 

Company's contribution to Superannuation /Annuity fund shall be in accordance with the scheme of the Company.
- iii) Gratuity :
 

Payable as per the rules of the Company.

**Category 'C'**

- i) Car :
 

Provision of car for use on Company's business. Use of car for private purpose shall be billed by the Company.
- ii) Telephone :
 

Telephone at residence. Personal long distance calls be billed by the Company.

Mr. Vinod Mehta be paid remuneration as approved by the Board as above pending approval of the members. In case there is any change by the members, the change will be given effect to accordingly

**MINIMUM REMUNERATION**

Notwithstanding anything to the contrary hereinabove contained, where, any financial year during the currency of the tenure of the Manager, the Company has no profits or has inadequate profits, the Company would pay remuneration to the Manager, by way of salary, perquisites and allowances not exceeding the sum specified in Para 1(A) of Section II of Part II of the Schedule XIII of the Companies Act, 1956.

**MEMORANDUM OF INTEREST**

None of the Directors of the Company are deemed to be interested in the proposed revision in the remuneration of Mr. Vinod Mehta, Manager of the Company.

By order of the Board  
For Cheslind Textiles Limited

**Radhika. S**  
Company Secretary

Date : 06<sup>th</sup> February, 2010  
Place : Bangalore