

remuneration of Shri Shamit Bhartia as aforesaid without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 12

To re-appoint Shri Rajiv Verma as Whole-time Director of the Company designated as Chief Executive Officer– Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), and such other consents and approvals as may be required, consent of the Company be and is hereby accorded for re-appointment of Shri Rajiv Verma (holding DIN: 00017110) as Whole-time Director of the Company designated as Chief Executive Officer, for a period of 5 (five) years with effect from 1st April, 2014, including payment of remuneration on the terms and conditions as set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:-

1.	Salary and Special Pay	Rs.22,26,667/- per month including Salary of Rs. 13,75,000/- per month, with authority to Chairperson to revise the Salary and Special Pay from time to time, subject however to a ceiling of Rs. 40,00,000/- per month.
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2.	Housing	Either Company's owned/hired/leased fully-furnished residential accommodation, or House Rent Allowance of equivalent amount in lieu thereof, or a combination of both, the cost of which shall not exceed Rs. 5,41,667/- per month, with authority to Chairperson to revise the limit from time to time, subject however to a ceiling of Rs. 12,00,000/- per month.
3.	Gas/ Water/ Electricity	Reimbursement of actual expenditure upto a maximum of Rs. 15,00,000/- per annum.
4.	Medical re-imburement	Re-imburement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's salary in a year or three months' Salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company upto a maximum of Rs. 8,00,000/- per annum with authority to Chairperson to revise the Leave Travel Allowance from time to time, subject however to a ceiling of Rs. 20,00,000/- per annum.
6.	Club Fees	Membership of two clubs in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Wholetime Director on any official trip as per Rules of the Company.
8.	Car & Telephone	The Company shall provide two car(s) with driver and telephone at the residence of the Wholetime Director, for the Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed Rs. 10,00,000/- per annum.

