

30th
Annual Report
2011-12



ADDI INDUSTRIES LIMITED

BOARD OF DIRECTORS	:	Shri C.L. Jain	-	Chairman & Managing Director
	:	Dr. B.K. Behera	-	Director
	:	Shri V.B. Aggarwal	-	Director
	:	Shri S.R. Sharma	-	Director
	:	Shri Hari Bansal	-	Director

MANAGER FINANCE & COMPLIANCE OFFICER : Shri Atul Jain

BANKERS : Punjab National Bank

AUDITORS : M/s S.R. Dinodia & Co.
Chartered Accountants
K-39 Connaught Circus
New Delhi-110 001

REGISTERED OFFICE : 23, Eastern Avenue, Maharani Bagh,
New Delhi - 110 065

WORKS & CORP. OFFICE : A-105, 106, Sector IV
Noida – 201 301 (U.P.)

WORKS : B-1,2,3, Hosiery Complex
Phase-II, Noida (U.P.)

Pursuant to circular no. 2/2011 dated 8th February, 2011 of the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit & Loss Account and other documents of the subsidiary companies are not required to be attached with the Balance Sheet of the Company. The annual accounts of the subsidiary companies and the related detailed information will be made available upon request by the members of the Company and of its subsidiary companies. These documents will be available for inspection by any member at the Registered Office of the Company and also at the Registered Offices of the Subsidiary Company concerned.

CONTENTS	PAGE NO.
1. Notice	2
2. Directors' Report	8
3. Management Discussion and Analysis Report	11
4. Report on Corporate Governance	12
5. Auditors' Report	18
6. Balance Sheet	21
7. Statement of Profit and Loss	22
8. Cash Flow Statement	23
9. Notes to Financial Statements	24
10. Consolidated Financial Statements	36
11. Statement Pursuant To Section 212 of the Companies Act, 1956, Relating To Company's	58

NOTICE

NOTICE IS HEREBY GIVEN THAT the 30th Annual General Meeting of the Members of Addi Industries Ltd. will be held on **Saturday, the 29th day of September, 2012, at 9.00 A.M. at Community Centre, Nehru Nagar, New Delhi-110065** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2012, Statement of Profit & Loss for the year ended on that date & the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Dr. B.K. Behera, who retires by rotation, and being eligible, offers him for re-appointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. S.R. Dinodia & Co, the retiring Auditors are eligible for re-appointment.

SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass, with or without modification (s) the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT Mr. Sukh Raj Sharma, who was appointed by the Board of Directors as Additional Director w.e.f. May 26, 2012 and who holds office pursuant to Section 260 of the Companies Act, 1956 (hereinafter referred to as "the Act") read with Articles of Association of the Company, upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of a Director pursuant to Section 257 of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
5. To consider, and if thought fit, to pass, with or without modification (s) the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (herein after referred to as Act', which term shall include any statutory modifications or re-enactment thereof for the time being in force) and subject to all the applicable provisions of the other enactments, if any, and in accordance with the provisions of the Articles of Association of the Company and subject to the approval of the Central Government, the consent of the Shareholders of the Company be and is hereby accorded to ratify the appointment of Mr. Chaman Lal Jain, as Chairman & Mg. Director of the Company for a period of 3 years w.e.f. October 1, 2011 on the terms and conditions as set out here in below and in the Explanatory Statement annexed to the Notice with liberty and authority to the Board of Directors (including any Committee thereof) to alter, vary, modify and revise the terms and conditions of the said appointment and/or the remuneration, from time to time within limit laid down in the then subsisting respective provisions of the Act:

Sl. No.	Remuneration	Rs. (Per Month)	Rs. (Per Annum)
(i)	Salary (Basic)	1,50,000	18,00,000
(ii)	Perquisites & Allowances – classified into two categories A & B		
	Category-A Rent Free Furnished Accommodation with Servant, Gas, Electricity and Water	1,50,000	18,00,000
		3,00,000	36,00,000
	Category-B The following perquisites as per the Rules of the Company a) Contribution to Provident Fund. b) Gratuity payable shall not exceed half a month salary for each completed year of service. c) Earned/Privilege Leave. d) Chauffer driven Car for official use. e) Membership of 2 Clubs. f) Personal Accident Insurance g) Communication facilities at home including reimbursement of Mobile Phone expenses for official use.		

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter to be referred to as the 'Board', which term shall include Remuneration Committee thereof) may in its absolute discretion and subject to the requisite approvals, as may be required, increase the remuneration payable to Mr. C.L. Jain not exceeding 20% of the total remuneration payable to him per annum.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits of the Company in any financial year during the tenure of Mr. C.L. Jain as Chairman & Managing Director of the Company, he shall be paid the above Remuneration as minimum remuneration during such financial year in which there is loss or inadequate profit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things including entering into such agreement(s), deed(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including to sub-delegate all or any of the powers herein conferred on it, in order to give effect to this Resolution or as otherwise considered by the Board to be in the best interest of the Company."

For & on behalf of the Board

Regd. Office:

23, Eastern Avenue, Maharani Bagh,
New Delhi-110 065
Dated: August 14, 2012

C.L. Jain
Chairman & Mg. Director

Notes:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
- b) The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, the 27th day of September, 2012 to Saturday, the 29th day of September, 2012(both days inclusive).
- c) The Equity Shares of Rs. 10 each of the Company have been sub-divided/ splitted-up into 2 new Equity Shares of Rs. 5 each fully paid-up. All those Shareholders, who are still holding the Shares in physical form and have not yet got their Share Certificates of Rs. 10 each exchanged for new Share Certificates of Rs. 5 each, are requested to send the same to the Regd. Office of the Company at 23, Eastern Avenue, Maharani Bagh, New Delhi-110 065 for exchange thereof.
- d) Dividend @ 10% i.e. Re. 0.50 per Equity Share of Rs.5/- was declared for the financial year 2004-05. Those Shareholders who have not yet got their Dividend warrant/s encashed are requested to send the same to the Regd. Office of the Company for re-validation. **Please note that the dividend for the FY 2004-05, is required to be transferred to Investors Education & Protection Fund established u/s 205C of the Companies Act, 1956, if it remains unpaid or unclaimed upto 03.10.2012.**
- e) The Company's Equity Shares continue to remain listed on the Bombay Stock Exchange Ltd., and the listing fee has been duly paid.
- f) The Equity Shares of the Company are dematerialised and the trading has to be compulsorily in demat mode. Those Shareholders who have not yet got their equity shares dematerialised may approach the Depository Participant with whom they are maintaining account, for getting their Shares dematerialised.
- g) A Statement u/s 212 of the Companies Act, 1956, in respect of the Subsidiary Company, Aum Textfab Pvt. Ltd., is contained hereinafter with the Consolidated Financial Statements. The Company undertakes that the Annual Accounts of the Subsidiary Company and the related detailed information will be made available to the Holding and Subsidiary Company Investors seeking such information at any point of time. The Annual Accounts of the Subsidiary Company has been kept open for inspection by any investor at the Registered Office of the Company and the Registered Office of the Subsidiary Company i.e. Aum Textfab Private Limited on all working days between 10.00 A.M. to 12.00 'O' Clock.
- h) **NOMINATION** : Pursuant to the Section 109A inserted in the Companies Act, 1956, individual Shareholders holding Shares of the Company singly or jointly may nominate an individual to whom all the rights in the Shares of the Company shall vest in the event of death of the sole/all joint Shareholders.
- i) **REGISTRAR & TRANSFER AGENTS** : The Company has appointed M/s. Beetal Financial & Computer Services (P) Ltd., Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Das Mandir, New Delhi- 110 062, as its Registrar & Transfer Agents. Shareholders may write to them also directly, or communicate with the Company at its Regd. Office, as they may like.
- J) The explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business set out above is annexed hereto and forms part of the notice.
- k) Pursuant to Clause 49 of the Listing Agreement(s) pertaining to Corporate Governance, the particulars of Directors proposed to be re-appointed vide item Nos. 2 of the Notice, are as follows:

S. No.	Particulars	Dr. B. K. Behera	Shri C.L. Jain	Mr. S.R. Sharma
1.	Date of Birth	17.04.1959	08.09.1944	01.01.1938
2.	Date of Appointment	28.06.2004	01.10.1988	26.05.2012
3.	Qualification	Ph.D. M. Tech, B. Tech	B.Com	Grad.(Eco.), FCS, FCMA
4.	Expertise in specific functional area	Please refer Corporate Governance Report 2011-12.	Please refer Corporate Governance Report 2010-11.	Please refer Corporate Governance Report 2011-12.

S. No.	Particulars	Dr. B. K. Behera	Shri C.L. Jain	Mr. S.R. Sharma
5	Directorship held in other Public Companies*	Seasons Textiles Ltd.	Nil	Nil
6.	Membership/Chairmanship of Committees**	Nil	Nil	Nil
7.	No. of Equity Shares held in the Company	Nil	16,89,818	Nil
8.	Relationship with other directors	N.A.	Related to Shri Hari Bansal (Father-Son)	N.A.

*excluding Foreign & Private Limited Companies.

**Includes only Audit and Shareholders/Investor Grievance Committee other than Addi Industries Limited

EXPLANATORY STATEMENT
(Pursuant to Section 173 (2) of the Companies Act, 1956)

Item No. 4 of the Notice

The Board of Directors of your Company had co-opted Mr. Sukh Raj Sharma and appointed him as Additional Director of the Company with effect from May 26, 2012, as per the provisions of Section 260 of the Companies Act, 1956 (hereinafter referred to as "the Act") read with Articles of Association of the Company, will hold office upto the date of the ensuing Annual General Meeting. The Company has received notice in writing from one of the shareholders of the Company proposing his candidature for the office of a Director pursuant to Section 257 of the Act.

The Board of Directors, therefore recommend passing of the resolution as set out at Item No.4.

None of the Directors except Mr. S.R. Sharma is interested or concerned in this resolution.

Item No. 5 of the Notice

The Shareholders had earlier, at their 29th Annual General Meeting held on September 30, 2011 approved the appointment and payment of remuneration to Shri Chaman Lal Jain as Chairman & Managing Director of the Company, then it had moved an Application to the Central Government u/s 269, 198, 309 & 310 read with Schedule XIII of the Companies Act, 1956 for making payment to Mr. Jain, as the Company does not have adequate profit to pay. The Central Govt. vide its letter No. SRN No.B28069946/4/2011-CL-VII, dated May 8, 2012 has rejected this proposal due to the fact that the Remuneration Committee of the Company did not consists of three Non Executive Independent Directors. Thereafter the Board was reconstituted on May 26, 2012 by induction of Mr. S.R. Sharma as independent director and reconstituted the remuneration committee by appointing Mr. Sharma as one of its member. The reconstituted Remuneration Committee in its meeting held on May 26, 2012 has ratified and recommended the appointment of Mr. C.L. Jain with effect from October 1, 2011 for a period of 3 years and it was also decided that the representation to be made to the Central Government to reconsider the matter.

Mr. Chaman Lal Jain, as Chairman cum Managing Director of the Company, being the promoter director has been associated with the Company since 1985 and has been contributing significantly to the growth of the business of the Company. The Company has made rapid strides and upward surge in its business activities, turnover / exports and profitability over the years and his day-to-day monitoring and effective control over the affairs of the Company, helps to achieve its targets.

Mr. Chaman Lal Jain, drawing the same remuneration as last approved by the Members & the Central Govt. & keeping in view the status enjoyed and the standard of living of the Managing Director, the Remuneration Committee in its meeting held on May 26, 2012 thought it expedient, reasonable and quite justified to and, therefore, fixed the same remuneration with a time-scale as set out in the resolution, for the term from 1st October, 2011 to 30th September, 2014 which has been approved by the Board of Directors, subject to your and the Central Govt. approval.

Accordingly, based on the recommendations of the Remuneration Committee, the Board of Directors of the Company vide their resolution dated May 26, 2012 have approved and ratified the appointment and the remuneration payable to Mr. Chaman Lal Jain, as Chairman & Mg. Director for a period of 3 years, w.e.f. October 1, 2011 subject to the approval of the Shareholders and the Central Government under the provisions of Section 198, 269, 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956.

Mr. Chaman Lal Jain is a graduate & from commerce stream. He is in the textile industry since 1968 and has in depth knowledge and knows the knitty gritties of the textile industries. He is the overall in charge of the affairs of the Company and has more than 44 years of rich experience in this business. He has been entrusted with the following responsibilities:

- ❖ Overall in-charge of the affairs of the Company.
- ❖ Responsible for delivery of Business Plans, Objectives & Budgets.
- ❖ Ensure smooth operations of the business as per the relevant law, rules and regulations pertaining to Textile business.
- ❖ Ensure quality of goods exported.
- ❖ Responsible for increasing turnover and business operations.
- ❖ Responsible for Customer Satisfaction.

- ❖ Ensure Fire / Safety / Security SOP's are implemented and to ensure all legal & regulatory compliances are met,
- ❖ All statutory compliances with respect to the above.

The contributions made by Mr. Chaman Lal Jain in the day to day operations, decision making and growth initiatives of the Company are remarkable. The proposed remuneration of Mr. Chaman Lal Jain is in line with the trend in the industry benchmarks. The proposed remuneration is on the same terms and conditions as he was drawing earlier and is commensurate with the qualifications, experience, of Mr. Jain.

In compliance of the provisions of Schedule XIII to the Companies Act, 1956 the required information is placed before the Members in the General Meeting for their consideration.

General Information:

1.	Nature of industry			Textile Industry including spinning, knitting and dyeing.		
2.	Date of or expected date of commencement of commercial production			Existing Company.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus			Not Applicable		
4.	Financial Performance on the given indicators: (Rs. In Lakhs)					
	Year Ended March 31	Turnover & other income	Sales	Operating Profit/(Loss)	Profit/(Loss) Before Tax	Profit/(Loss) After Tax
	2012	1306.81	1177.36	(298.27)	(267.38)	(259.25)
	2011	3422.89	3152.89	39.83	14.22	57.49
	2010	2416.76	2199.07	25.74	11.23	14.08
5.	Export performance based on the given indicators:					(Rs. In Lakhs)
	Particulars		2011-12	2010-11	2009-10	
	Foreign Exchange Earned		931.88	2916.52	2078.29	
	Foreign Exchange Used		76.04	229.20	195.10	
6.	Foreign investments or collaborations, if any			The Company has no foreign investments or foreign collaborations. The Company has not made any foreign investments or has any collaboration overseas.		

Information about the appointee:

1.	Background Details:	<p>Qualifications:</p> <p>Mr. Chaman Lal Jain holds Bachelor degree in commerce.</p> <p>Experience:</p> <p>About 44 years of rich experience in Textile Industry. Work experience inter-alia includes the Setting up of the existing textile business and make it possible for an upward surge in its business activities, turnover / exports and profitability over the years and efficiently manage day-to-day monitoring and exercise effective control over the affairs of the Company, helps to achieve its targets. Shri Jain has taken several initiatives to focus on growth, value addition and cost effectiveness besides overseeing the Company's business. He has successfully and in a sustained way, contributed significantly towards improvement and growth of the Company.</p> <p>Expertise:</p> <p>Due to above indicated experience of 44 years in all facets of textile business, he has gained rich techno-commercial expertise. He being the Chairman & Mg. Director of the Company is a promoter director and has been managing the affairs efficiently and in the best possible manner.</p>
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2.	Past Remuneration:	2009-10 : Rs.19,80,000.00 2010-11 : Rs.19,80,000.00 2011-12 : Rs.19,80,000.00
3.	Recognition or Awards:	During his stewardship the Company got the best exporter Award from Apparel Export Promotion Council of India.
4.	Job Profile & His Suitability:	<p>Having regard to the vast experience and expertise of Mr. Chaman Lal Jain, he is a perfect person to handle the following responsibilities:</p> <ul style="list-style-type: none"> ❖ Overall in-charge of the affairs of the Company. ❖ Responsible for delivery of Business Plans, Objectives & Budgets. ❖ Ensure smooth operations of the business as per the relevant law, rules and regulations pertaining to Textile business. ❖ Ensure quality of goods exported. ❖ Responsible for increasing turnover and business operations. ❖ Responsible for Customer Satisfaction. ❖ Ensure Fire / Safety / Security SOP's are implemented and to ensure all legal & regulatory compliances are met, ❖ All statutory compliances with respect to the above.
5.	Remuneration proposed:	As mentioned in the Resolution.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:	Mr. Chaman Lal Jain having unique experience and back ground, which is not easily available in Indian Industry, has successfully handled various assignments of management and operations of textile business throughout his career. Hence, it is not easy to compare such qualifications, experience and background as they are unique. Mr. Chaman Lal Jain is a well recognised and substantially awarded person which elaborated elsewhere in this statement. There are not many persons of such merits and repute available for employment. Such person commands a gross remuneration of upwards of the proposed remuneration.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:	Mr. Hari Bansal, Director being the son of Mr. Chaman Lal Jain and apart from this no other managerial person is concerned or interested in the appointment of Mr. Jain. Mr. Chaman Lal Jain as an individual holds 16,89,818 Equity Shares of Rs.5/- each which constitute 15.65% of the Equity Share Capital of the Company. The total Shareholding of Promoters along with the person acting in concert is 80,18,175 Equity Shares of Rs.5/- each which constitutes 74.27% of the existing Equity Share Capital of the Company.

Other Information:

1.	Reasons of loss or inadequate profits	<p>a) Huge input cost of raw material and consequent increase in operational cost.</p> <p>b) High interest cost on the working capital loan.</p> <p>c) High Volatility in foreign exchange market coupled with global recession which lead to lack of demand and drop in consumer sentiments.</p> <p>d) Overall Textile industries is in a bad shape, due to cheaper import from China and other neighbouring countries.</p> <p>All these factors adversely affected the Company's operations to a greater extent.</p>
2.	Steps taken or proposed to be taken for improvement	<p>a) To achieve better effectiveness on operations.</p> <p>b) Better control on both variable & fixed costs.</p> <p>c) Bifurcating the business into different Profit Centres for having better operational effectiveness.</p> <p>d) Hiring best talent available in the industry to run each Profit Centre effectively and proposed to make the Company profitable.</p>
3.	Expected increase in productivity and profits in measurable terms	<p>The current economic scenario across the globe has badly affected the Indian Textile Industry. The Company has taken several initiatives to improve upon the Company's profitability by reducing the cost of production at the best possible level. There is an improvement in financial performance in the Company for the year under review where losses have reduced. Turnover of the Company has been improving marginally.</p>

None of the Directors except Mr. Chaman Lal Jain as the matter pertains to his appointment and Mr. Hari Bansal being relative to Mr. Jain is concerned or interested in this resolution.

The Board recommends the passing of the resolution as a Special Resolution for approval.

The relevant documents referred in the resolution are open for inspection by the Members at the Registered Office of the Company on all working days, and shall be available at the meeting.

For and on behalf of the Board of Directors

Place : New Delhi
Dated : August 14, 2012

C.L. Jain
Chairman & Mg. Director

DIRECTORS' REPORT

Dear Members

The Directors of your Company present their 30th Annual Report & the Audited Statements of Account of the Company for the year ended on 31st March, 2012.

Financial Results

The performance of your Company for the financial year ended on 31st March, 2012 is summarized below: (Rs./Lakhs)

Particulars	2011-2012	2010-2011
Turnover & other Income (incl. Exports)	1306.81 (955.13)	3422.89 (3060.28)
Gross Profit before financial exp. & depreciation	(171.48)	171.88
Less: Financial Expenses	30.03	68.15
Depreciation	81.41	88.43
Exceptional Items	(15.54)	1.08
Net Profit/(Loss) before Tax	(267.39)	14.22
Less : Provision for Taxation		
Income Tax adj. for earlier years	Nil	(35.92)
Less: Adj. for deferred tax	(8.13)	(7.35)
Net Profit /(Loss) after tax	(259.25)	57.49
Add: Amount b/f from last year	11.66	(45.83)
Balance transferred to Balance Sheet	(247.59)	11.66

Dividend

In view of losses incurred during the year, the Directors are not in a position to recommend any dividend for the financial year 2011-12.

Operations

The performance of your Company during the financial year under review has been impacted substantially, due to scale-down of operations, higher input costs, low export orders and subdued cotton & textile markets.

Technology upgradation, modernisation-cum-diversification

The Company has incurred nominal capital expenditure of Rs. 1.55 lakhs on technology upgradation & modernization of machinery and equipment, wherever considered necessary, during the year under report, as against Rs. 15.46 lakhs incurred in the preceding year.

Future Prospects

During the first quarter ended on 30th June, 2012, the Company has achieved a very low turnover of Rs.11.37 Lacs as against Rs. 406.62 Lacs in the corresponding first quarter of the previous year. Strict monitoring is being done to cut down costs and overheads wherever feasible to make the product more price competitive.

Finances

Your Company continues to have the support of its Bankers, Punjab National Bank, for the working capital requirements commensurate with its business activities.

Deposits

The Company has neither invited nor accepted any deposits from the Public within the meaning of the Companies (Acceptance of Deposits), Rules, 1975 during the year under report.

Directors

Dr. B.K. Behera., Director, retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. Mr. S. R. Sharma was appointed as Additional Director and whose term of office expires on the ensuing Annual General Meeting. The Company has received a notice u/s 257 of the Companies Act, 1956 from the shareholder, proposing his appointment as Director of the Company. Board of Directors recommends their re-appointment.

Mr. Hari Bansal has resigned from the Whole-time Directorship of the Company, but agreed to continue to act as Director of the Company with effect from August 14, 2012.

Auditors

M/s. S.R. Dinodia & Company, Chartered Accountants, New Delhi, retire and being eligible, offer themselves for re-appointment as Auditors

of the Company for the current financial year 2012-13, to hold office till the conclusion of the next Annual General Meeting. The Company has received the consent and the requisite Certificate u/s 224(1B) of the Companies Act, 1956, from them.

Subsidiary Company

During the year under review, M/s Aum Texfab Pvt. Ltd. continues to be a Subsidiary of the Company and the contribution of the said Subsidiary Company was insignificant. The consolidated financial statements of the Company and its above said subsidiary, form part of the Annual Report. In terms of the Circular no.2/ 2011 dated 8th February, 2011 issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet,

Profit & Loss Account and other documents of the subsidiary companies are not required to be attached with the Balance Sheet of the Company. The said documents/details shall be made available upon request to any member of the Company and will also be made available for inspection by any member of the Company at the registered office of the Company between 10.00 A.M. to 12 'O' Clock up to the date of the Annual General Meeting.

Corporate Governance

The Management Discussion & Analysis Report and the Report on Corporate Governance, along with the Certificate from the Auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is given in the Annexure, forming part of this Report.

Directors' Responsibility Statement

As required u/s 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, the Directors hereby confirm for the financial year ended March 31, 2012 that:

- i) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) the accounting policies have been selected and applied consistently and judgments and estimates have been reasonably and prudently made when required so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- iii) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and preventing and detecting any fraud or other irregularities; and
- iv) the annual accounts for the financial year have been prepared on a going concern basis.

Particulars of Employees

There was no employee who was in receipt of remuneration for the financial year under report in the aggregate of not less than Rs. 60 Lacs per annum, if employed throughout the year or Rs. 5 lacs per month, if employed for part of the financial year, within the meaning of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings & Outgo

The relevant information & data required to be disclosed u/s 217 (1)(e) read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given in the Annexure and forms part of this Report.

Acknowledgements

Industrial relations continue to be cordial during the year under report. The Directors appreciate the effort and contribution made by the Workers, Staff Members and Executives at all levels for the improvement in the Company's performance. The Directors would also like to thank the Shareholders, Bankers, Customers, and Suppliers & Vendors for the continuous support given by them to the Company, and their confidence in its management.

For and on behalf of the Board of Directors

Place : New Delhi
Dated : August 14, 2012

C.L. Jain
Chairman & Mg. Director