## NOTICE

NOTICE is hereby given that the **Eighteenth** Annual General Meeting of the Members of **AGARWAL INDUSTRIAL CORPORATION LIMITED** will be held on **Saturday**, **29<sup>th</sup> September**, **2012** at the Registered Office of the Company at Unit No. 4, B-Wing, Sita Estate, Aziz Baug, Mahul Road, Chembur, Mumbai - 400 074 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Balance Sheet as at **31**<sup>st</sup> **March 2012** and Profit & Loss Account for the year ended **31**<sup>st</sup> **March, 2012** along with the Reports of the Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr. Jawahar D. Patil who retires by rotation, and being eligible, offers himself for reappointment.
- 3. To appoint a Director in place of Mr. Bhavin Shah who retires by rotation, and being eligible, offers himself for reappointment.
- 4. To appoint a Director in place of Mr. Lalit Agarwal who retires by rotation, and being eligible, offers himself for reappointment.
- 5. To appoint a Director in place of **Mr. Rajkumar Mehta** who retires by rotation, and being eligible, offers himself for reappointment.
- To appoint M/s. Rashmi Agrawal, Chartered Accountants (Firm Regs. No.104517) as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Next Annual General Meeting of the Company at such Remuneration as may be approved by the Board of Directors of the Company.

#### For and on behalf of the Board of Directors

Dated: 27/08/2012

Place: Mumbai.

#### REGISTERED OFFICE:

Unit No-4, B-Wing, Sita Estate, Aziz Baug, Mahul Road, Chembur, Mumbai- 400 074

JAIPRAKASH AGARWAL

Managing Director

#### 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 / herself and a proxy need not be a member of the company. The instruments appointing the proxy should, how ever, be deposited at the registered office of the company not less than forty- eight hours before the commencement of the Meeting.
- 2 Member who wants to seek any information or clarification on the Accounts are requested to send in written queries to the company at least one week before the date of the Annual General Meeting.
- 3 The Profiles of the Directors being reappointed under Item Nos. 2,3,4 & 5 of the Notice as required under Clause No.49 of the Listing Agreement with stock Exchange are annexed to this notice.
- 4 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.
- 5 The Company has already notified closure of Register of Members & Share Transfer Books from **Tuesday 25<sup>th</sup> September**, **2012 to Saturday 29<sup>th</sup> September**, **2012** (Both days inclusive).
- 6 Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company, The nomination form can be downloaded from the company's website <u>www.aicltd.in</u> under the section 'Investor Relations'.
- 7 In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.

(Formerly known as Bombay Baroda Roadways (India) Ltd.)

8 The Ministry of Corporate Affairs, Government of India, through its circular Nos. 17/2011 dated 21<sup>st</sup> April, 2011 and 18/ 2011 dated 29<sup>th</sup> April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its green initiatives in corporate governance.

Recognizing the spirit of the circular, it is proposed that henceforth document as mentioned above will be sent electronically to the email addresses provided by you and made available to the Company by the Depositories viz. NSDL/CDSL. As and when there are changes in your email address, you are requested to update the same with your depository participant.

For shares held in physical form, shareholders can register their email address with the Company at <u>www.aicltd.in</u> mentioning their name(s) and folio no(s).

- 9. 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 Ankit Consultancy, for consolidation into a single folio.
- 10 Prevention of Frauds : You are advised to exercise due diligence and notify your DP of any in address, Stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
- 11 Confidentiality of Security Details : Do not disclose your folio Nos./DP ID/Client ID to unknown persons. Do not hand over signed blank transfer deeds and delivery instruction slips to any unknown persons.
- 12 Annual Report and Attendance Slip will not be distributed at the Annual General Meeting, Shareholders are requested to bring the same along with them.

For and on behalf of the Board of Directors

Place: Mumbai. Dated: 27/08/2012

#### **REGISTERED OFFICE:**

Unit No-4, B-Wing, Sita Estate, Aziz Baug, Mahul Road, Chembur, Mumbai- 400 074

JAIPRAKASH AGARWAL Managing Director

# PROFILES OF DIRECTORS BEING REAPPOINTED AS REQUIRED BY CLAUSE 49 VI(G) OF THE LISTING AGREEMENT WITH STOCK EXCHANGES :

## Item No. 2, 3, 4 & 5 of the Notice

Name of the Director	Mr.Jawahar D. Patil	Mr. Bhavin Shah	Mr. Lalit Agarwal	Mr Rajkumar Mehta
Date of Birth	28.06.1956	21.09.1966	12.09.1968	04. 08.1957
Expertise in Specific Functional Areas	Technical	Administration	Finance	Liaisoning
Qualifications	B.Tech (Mechanical)	D.E.E. & D.B.M.	B.Com, M. Com	B.A.
List of other companies			1.Agarwal Petrocher	n R.K.Bulk Movers(I).
In which directorship			Pvt. Ltd	Pvt. Ltd
Held on as 31 <sup>st</sup> March 2012				
Chairman / Member of the				
Committee of The Board of				
other Companies in which				
he is a Director as on				
31'st March 2012				
No of Shares held	NIL	NIL	302000	NIL

## DIRECTOR'S REPORT

The Directors are pleased to present the **Eighteenth** Annual Report and Audited Accounts for the Year ended **March 31**<sup>st</sup>, **2012.** 

#### **FINANCIALS RESULTS**

(₹	In	Lacs	)
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	<u>2011-2012</u>	<u>2010-2011</u>
Total Income	7945.91	5668.95
Total Expenditure	7193.32	5338.54
Profit before Interest & Depreciation	752.59	637.92
Interest	123.41	95.41
Depreciation	332.17	307.51
Profit Before Tax	297.01	235.00
Provision for taxation		
a) Current tax	59.43	46.84
b) Deferred tax	(3.66)	19.72
Profit after Tax	241.24	168.44
Balance brought forward from earlier year	565.05	444.18
Profit available for appropriation	806.29	612.62
APPROPRIATION :		
Dividend on Equity Shares		40.93
Dividend Distribution Tax		6.64
Balance Carried to Balance Sheet	806.29	565.05
DIVIDEND:		

To enable the company to augment and conserve money for long term working capital requirement, the Board of Directors do not recommend Dividend in this year.

#### **OPERATIONS**:

The Operations of the Company are elaborated in the annexed Management Discussion and Analysis Report.

#### CORPORATE GOVERNANCE:

In terms of clause 49, of the listing agreement, the Corporate Governance report is annexed as "Annexure A" forming part of this report.

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management discussion and Analysis Report as required under clause 49 of the listing agreement is annexed as "Annexure B" forming part of this report.

#### FIXED DEPOSITS:

The Company did not take any Fixed Deposits from the public and no fixed deposits were outstanding or unclaimed as on March 31,2012.

#### LISTING OF SHARES:

The equity shares of the company are listed on the Stock Exchange, Mumbai. (BSE code 531921) the listing fees for the year 2012-13 have been duly paid.

#### **INDUSTRIAL RELATIONS:**

The Company remains committed to Developing and fostering a culture of participation, engagement and accountability, and takes pride in the initiative and team-work, and in the spirit of excellence, demonstrated by all its employees; they have displayed exemplary team-work, result-orientation, and motivation; and also a sense of accomplishment from their contribution to the Company's goals.

#### **COST AUDITORS :**

In Compliance with the Central Government's order No.52/26/CAB-2010 dated June 30, 2011, the Board has appointed M/s. Vinayak Kulkarni, Cost Accountants, Mumbai to carry out the cost audit in respect of insecticide products of the Company for the financial year 2011-12.

The Due date for filing of the Cost Audit Reports for the financial year 2011-12 is September 30, 2012.

#### (Formerly known as Bombay Baroda Roadways (India) Ltd.)

#### DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to section 217 (2AA) of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that:

- 1. In the preparation of annual accounts for the year ended, March 31, 2012 the applicable Accounting Standards have been followed. There are no material departures from the applicable accounting standards;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year under review and of the profit of the Company for that year;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4. The Directors have prepared Annual accounts for the year ended March 31, 2012 on a going concern basis.

#### DIRECTORS:

Mr. Jawahar D. Patil, Mr. Bhavin Shah, Mr. Lalit Agarwal and Mr. Rajkumar Mehta retires by rotation at the forth coming Annual General Meeting and being eligible offer themselves for re-appointment.

#### SUBSIDIARIES:

Bituminex Cochin Pvt Ltd (BCPL) is a wholly owned subsidiary of Agarwal Industrial Corporation Ltd.

#### CONSOLIDATED FINANCIAL STATEMENTS:

In accordance with Accounting Standard 21, issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements have been provided in the Annual Report. These Statements provide financial information about your Company and its subsidiary companies as a single economic entity. The Consolidated Financial Statements form part of this Annual Report.

#### STATUTORY DISCLOSURES:

Ministry of Corporate Affairs (MCA) vide circular No.51/12/2007-CL-III dated 8 February 2011 has given general exemption with regard to attaching of the balance Sheet, profit and loss account and other documents of its subsidiary companies subjects to fulfillments of conditions mentioned therein. The summary of the key financial of the company's subsidiaries is included in this annual report.

The annual accounts of the subsidiary companies and the related detailed information will be made available to the members of the company and its subsidiary company, seeking such information at any point of time. The annual accounts of the subsidiary company will be kept for inspection by any member of the company at its registered office and also at the registered office of the concerned subsidiary company.

#### CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

#### (A) Conservation of Energy and Technology Absorption:

The information required to be given U/s 217(i)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 are as under :

#### 1) Conservation of Energy:

- a) Measures :
  - (i) <u>Electrical Energy</u> :
    - (a) Reducing the maximum demand by evenly distributing the loads throughout the day and increasing efficiency of plant and equipments.
    - (b) Improving power factor by optimum choice of power factor improvement capacitors.

(c) Monitoring the overall energy consumption.

b) Additional Investments and proposals, if any, being implemented for reduction of consumption of energy.

The Company is reviewing various proposals for reduction in consumption of energy.

c) Impact of measures (a) and (b) above for reduction of energy consumption and Consequent impact on cost of production of goods are as under-

#### Total energy consumption -

#### **Power and Consumption**

a). Electricity

1. Purchase	
Unit	37,860
Total Amount (₹ Lacs)	2.18
Rate/Unit (₹)	5.91

b). Own generation

(Through D.G.Set)	
Diesel Oil Consumed (Ltrs)	902
Total Amount (₹)	41,115
Avg. Per Ltr. (₹)	45.58
Unit	3608

#### 2) Technology Absorption:

The Company has not imported any Technology. The Company has not yet established separate Research & Development facilities.

#### 3) Foreign Exchange Earnings and Outgo:

	(₹in Lacs)
Particulars	<u>2012-13</u>
Earnings	NIL
Outgo	2119

(Formerly known as Bombay Baroda Roadways (India) Ltd.)

# AUDITOR'S REPORT:

The observation made in the Auditor's Report, read together with the relevant notes thereon are self-explanatory and hence, do not call for any comments under section 217 of the Companies Act, 1956.

#### AUDITORS:

Your Company's Auditors M/s. RASHMI AGARWAL Chartered Accountants, hold office until the conclusion of the forthcoming Annual General Meeting. They have shown their willingness to accept the office as Statutory Auditors, if appointed. Your Company has received a written certificate from the Auditors to the effect that their re-appointment, if made, would be within the prescribe limit under section 224(1B) of the Companies Act, 1956.

#### INTERNAL CONTROL SYSTEMS & ITS ADEQUACY :

The Company has adequate internal control systems and procedures in place for effective and smooth conduct of business and to meet exigencies of operation and growth. The key business processes have been documented. The transactions are recorded and reported in conformity with generally accepted accounting practices. The Internal Control systems and procedure ensure reliability of financial reporting, Compliance with the company's policies and practices, governmental regulations and statues. Internal audit is conducted by Independent firm of Auditors. Internal Auditors regularly check the adequacy of the system, their observations are reviewed by the management and remedial measures, as necessary, are taken.

#### PARTICULARS OF EMPLOYEES:

There are no employees of the Company for whom the provisions of section 217(2A) of the Companies Act, 1956 are applicable.

#### ACKNOWLEDGMENT:

The Board of Directors express their sincere appreciation for the contribution and commitment of the employees of the company and for the excellent support provided by the shareholders, customers, distributors, suppliers, bankers and other service providers during the financial year under review.

Place: Mumbai. Dated: 27/08/2012 For and on behalf of the Board of Directors

JAIPRAKASH AGARWAL Managing Director

#### CORPORATE GOVERNANCE REPORT-ANNEXURE A

#### 1. Company's Philosophy on Corporate Governance.

The Company's Philosophy is to conduct business and its dealings with all stakeholders in compliance with law and high standards of business ethics and to exceed the statutory requirements with regard to Corporate Governance. The Company would continue o strengthen its principles of transparency, fairness and accountability to generate long-term value for its shareholders on a continue and sustainable basis in harmony with the interest of all the other stakeholders.

The Company is in compliance with all the regulations stipulated by the Companies Act, 1956, and Securities and Exchange Board of India (SEBI) with regard to Corporate Governance. The following together with information contained in Management Discussion and Analysis and other parts of Annual Report constitutes the Company's compliance with the Corporate Governance.

#### 2. Board of Directors

- (i) <u>Composition of the Board</u>
  - The Composition of the Board of Directors with reference to the number of Executive and Non-Executive Directors meets the requirement of code of Corporate Governance. The Board is headed by the Executive Managing Director.
- (ii) The composition of the Board of Directors of your Company along with the other Directorships(if any) held by each of the Directors is brought out in the following tables.

Category	Name of Director & Designation	Relation		No. of Other Directorship & Committee membership / Chairmanship.		
			Public Co.	Pvt. Co.	Committee	Chairmanship
Promoter & Executive Director	Mr. Jaiprakash Agarwal	Brother of Mr. Lalit Agarwal, Mr. Ram Chandra Agarwal & Mr. Mahendra Agarwal	-	1	-	-
Promoter & Director	Mr. Lalit Agarwal Whole Time Director	Brother of Mr. Jaiprakash Agarwal, Mr. Ram Chandra Agarwal & Mr. Mahendra Agarwal	-	1	-	-
Promoter & Director	Mr. Ram Chandra Agarwal Whole Time Director	Brother of Mr. Jaiprakash Agarwal, Mr. Lalit Agarwal & Mr. Mahendra Agarwal	-	1	-	-
Executive Director	Mr. Jawahar D. Patil Whole Time Director		-	-	-	-
Non Executive	Mr. Mahendra Agarwal	Brother of Mr. Jaiprakash Agarwal, Mr. Lalit Agarwal & Mr. Ramchandra Agarwal	-	1	-	-
Independent Non Executive	Mr. Bhavin A. Shah		-	-	-	-
Independent Non Executive	Mr. Jaswant D. Sharma		-	-	-	-
Independent Non Executive	Mr. Harikrishna Patni		-	-	-	-
Independent Non Executive	Mr. Rajkumar Mehta		-	1	-	-
Independent Non Executive	Mr. Alok Bharara		-	-	-	-

#### (iii) Board Meetings and Annual General Meeting:

During the financial year 2011-12, Nine Board Meetings were held on 6<sup>th</sup> May '11, 31<sup>st</sup> May 11, 31<sup>st</sup> July '11, 25<sup>th</sup> August'11, 30<sup>th</sup> September '11, 20<sup>th</sup> October '11, 15<sup>th</sup> November'11, 4<sup>th</sup> February'12, 23<sup>rd</sup> Mach'12.

The last Annual General Meeting of the company was held on 30<sup>th</sup> September' 2011. The details of attendance of Directors in Board Meetings and the last Annual General Meeting are as follows:-

Director		f meetings Attended	Attended last AGM
Shri Jaiprakash Agarwal	9	7	Yes
Shri Lalit Agarwal	9	9	Yes
Shri Mahendra Agarwal	9	7	Yes
Shri Ramchandra Agarwal	9	6	No
Shri.Bhavin Shah	9	9	Yes
Shri.Jaswant D.Sharma	9	8	Yes
Shri.Harikrishna Patni	9	6	Yes
Shri.Rajkumar Mehta	9	6	Yes
Shri Jawahar D. Patil	9	7	Yes
Shri Alok Bharara	9	5	No

#### (Formerly known as Bombay Baroda Roadways (India) Ltd.)

All the information as required pursuant to requirements of Code of Corporate Governance is place on regular basis at Board Meetings.

#### 3. Code of Conduct

The Board has laid down a code of conduct for all Board members and senior management of the company.

The Company has obtained the confirmation of the Compliance with the Code from all its Board members and senior management personnel. As required by Clause 49 of the Listing Agreement, the declaration on compliance of the Company's code of conduct signed by Whole-Time Managing Director forms a part of this Annual Report.

#### 4. Audit Committee

The Audit Committee is duly constituted in accordance with Clause 49 (II) of the Listing Agreement. Members of the Committee are: Mr. Mahendra Agarwal (Chairman), Mr. Bhavin Shah, Mr. Rajkumar Mehta & Mr. Jaswant D. Sharma are Independent/ Non- Executive Directors.

Members of the Audit Committee possess expert knowledge of Accounts, Audit and finance. The Audit Committee meetings were held on 31<sup>st</sup> May 11, 31<sup>st</sup> July '11, 15<sup>th</sup> November'11, 4<sup>th</sup> February 12.

The following table presents the details of attendance at the Audit Committee meetings held during the year 2011-12

Director	No. of Meetings Held	No of Meetings Attended
Mr. Mahendra Agarwal(Cl	hairman) 4	4
Mr. Bhavin Shah	4	4
Mr. Rajkumar Mehta	4	3
Mr. Jaswant D Sharma	4	3

The powers and role of the Audit Committee is in accordance with the provisions of clause 49 of the Listing Agreement and section 292A of the Companies Act, 1956, and includes oversight of the Company's financial process, reviewing the financial statements, review of significant related party transactions, adequacy of internal audit and look into such matters as mandated under the Listing Agreement as amended from time to time. The role of Audit Committee includes the discussion with internal and statutory auditors periodically about their scope of audit and adequacy of internal control systems.

In addition, the Committee also reviews the Managements Discussion and Analysis of the financial condition and results of operations, the financial statements, investments made and minutes of Board Meetings.

#### (II) <u>Remuneration Committee</u>

The Remuneration Committee consists of four Non Executive Directors, and they met one time during the year 2011-12 on 30<sup>th</sup> September 2011.

The following table presents the details of attendance at the Remuneration Committee meetings held during the year 2011-12.

Director	No of Committee Meetings Held	No of Meetings Attended	
Mr. Jaswant D. Sharma (Chairman)	1	1	
Mr. Harikrishna Patni	1	1	
Mr. Bhavin Shah	1	1	
Mr. Alok Bhara	1	1	

#### (III) Remuneration Policy

The Remuneration Committee of the Board constituted in compliance with the SEBI guidelines has framed the compensation structure for the working Directors and the Committee reviews the same from time to time based on certain performance parameters, like growth in business as well as profitability and in line with the best practices prevailing in the industry.

No

No

Details of Remuneration and Commission paid to all Directors in financial year 2011-2012.

Whole-time Directors

The details of payment to the Whole-time Directors for the financial year 2011-12 are as follows:

Name	<u>Salary</u> (₹)	<u>Commission</u>
Mr. Jaiprakash Agarwal	21,00,000 p.a.	NIL
Mr. Lalit Agarwal	9,00,000 p.a	NIL
Mr. Ramchandra Agarwal	9,00,000 p.a.	NIL
Mr. Jawahar D. Patil	5,65,000 p.a.	NIL

5 SHAREHOLDER/INVESTOR GREIVANCE TRANSFER COMMITTEE:

The Shareholders'/ Investors' Grievance Committee of the Company, inter-alia, reviews and considers the report of Link Intime India Private Limited regarding number of various types of complaints/ requests received, handled and balances, if any. Members of the Committee are : Mr. Bhavin Shah(Chairman), Mr. Jaswant D. Sharma, Mr. Rajkumar Mehta & Mr. Harikrishna Patni. The Committee meetings were held on 31<sup>st</sup> May'11, 30<sup>th</sup> September '11, 4<sup>th</sup> February '12 & 23<sup>rd</sup> March '12.

The attendance at these meetings was as under:

Director	No. of Meetings Held	No of Meetings Attended
Mr. Bhavin Shah(Chairman)	4	4
Mr. Jaswant D. Sharma	4	3
Mr. Rajkumar Mehta	4	4
Mr. Harikrishna Patni	4	3

There were no complaints received from shareholders/investors during the financial year 2011-12 and there were no pending shareholder/investor complaints as on March 31, 2012.

#### 6. GENERAL MEETING

Details of Annual general Meetings

a) The particulars of last three Annual General Meeting of the company are as under.

Date & Year Time Location	
30/09/2011 11.00 A.M Unit - 4, B-Wing, Aziz Baug, Mahul Road, Che	mbur, Mumbai - 400 074
30/09/2010 11.00 A.M Unit - 4, B-Wing, Aziz Baug, Mahul Road, Che	mbur, Mumbai - 400 074
30/09/2009 11.00 A.M Unit - 4, B-Wing, Aziz Baug, Mahul Road, Che	mbur, Mumbai - 400 074

b) Whether special resolutions were put through postal ballot last year? -

c) Are votes proposed to be conducted through postal ballot this year?

#### 7. DISCLOSURE

(i) Basis of Related-Party Transactions:

All the related party transactions are strictly done on arm's length basis. The Company places all the relevant details of related party transactions, entered in the normal course of business before the Audit Committee, from time to time. There was no material related party transaction, which are not in the normal course of the business, entered into by the Company during the year. Attention of the Members is drawn to the disclosures of transactions with related parties set our in Notes forming part of the Financial Statements.

 (ii) <u>Non-Compliance/ Strictures/ Penalties Imposed</u>: No non compliance/ strictures/ penalties have been imposed on the Company by Stock Exchange(s) or SEBI or any statutory authority on any matters related to capital markets during the last three years.

(iii) <u>Disclosure of Accounting Treatment</u>:
Your Company has followed all relevant Accounting Standards while preparing the Financial Statements.

(Formerly known as Bombay Baroda Roadways (India) Ltd.)

#### (iv) Risk Management:

Risk evaluation and management is an ongoing process within the Organization.

Your Company has a comprehensive risk management policy and it is periodically reviewed by the Board of Directors. During the period under review, a presentation n the critical risks and their mitigation plans devised by respective units were made to the Board.

#### (v) Management:

Management Discussion and Analysis Report is prepared in accordance with the requirements laid down in Clause 49 of the Listing Agreement and forms part of this Annual Report.

No Material transaction has been entered into by the Company with the Promoters, Directors or the Management, their relatives or its subsidiaries etc... that may have a potential conflict with interests with the Company.

#### (vi) Report on Corporate Governance :

A Separate section on Corporate Governance forms part of the Annual Report. The Certificate from the Statutory Auditors confirming compliance with all the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement forms part of this Report.

#### AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE 8.

Auditor's certificate with respect to compliance with Clause 49 of the listing Agreement relating to corporate Governance has been annexed to the end of this Report.

#### 9. **CEO/CFO CERTIFICATION**

As required under Clause 49 of the Listing Agreement, the CEO/CFO certificate was placed before the Board.

10.	General Shareholder's Information			
	1	Annual General Meeting Venue	September 30, 2012 at 11.00 hours 4-B, Sita Estate, Aziz Baug, Mahul Road, Chembur, Mumbai.	
	2	Financial Year	Financial Year is April 1 to March 31	
		Quarterly results will be declared as per the Following tentative schedule: * Un-audited Financial results for the quarter ending June 30, 2012	Will be published on or before 15 August, 2012	
		* Un-audited/Audited results for the quarter/half year ending September, 2012.	Will be published on or before 15 November, 2012	
		* Un-audited results for the quarter ending December 31, 2012.	Will be published on or before 15 February, 2013	
		* Audited results for the year ending March 31, 2013.	Will be published on or before 31st May, 2013	
	3.	Means of Communication Newspapers in which the results are published - Website on which the Results are uploaded -	Business Standard & Mumbai Lakshdeep. www.aicltd.in	
	4.	Dates of Book Closure	September 25, 2012 to September 29, 2012	
	5.	Listing on Stock Exchanges	The Shares of your Company are listed on Bombay Stock Exchange Limited 25th Floor , P. J. Towers, Dalal Street, Mumbai - 400001.	
	Your	Company has paid the annual listing fee for the Financial year 2011-12 to	o the exchange.	
	6.	Stock Code	Bombay Stock Exchange Limited: 531921	

ISIN: INE204E01012