

30th Annual Report, 2010

BOARD OF DIRECTORS

: ARVIND MACHHAR - CHAIRMAN CUM MANAGING DIRECTOR
: SANDEEP MACHHAR - DIRECTOR
: RAVI MACHHAR - DIRECTOR
: GHEVERCHAND M. BOTHARA - DIRECTOR
: BALAPRASAD TAPDIYA - DIRECTOR

AUDITORS

: M/S RATHI & BANGAD
Chartered Accountant, Aurangabad

BANKERS

: PUNJAB NATIONAL BANK

REGISTERED OFFICE

: J-18, MIDC, CHIKALTHANA,
AURANGABAD-,
Website: <http://www.aptpackaging.in>

LOCATION OF PLANT : CO-EXTRUDED TUBES DIVISION

1. Gut No. 72, Village Pharola, Post Beedkin, Tq.-Paithan,
Dist. - Aurangabad – 431105 (MS).
2. Khasra No 529, 5th KM Stone, Akabarpur Urd, Laksar-
Hardwar Road, Laksar, Distt:- Hardwar (Uttarakhand)

**REGISTRAR AND TRANSFER:
AGENT**

M/S LINK INTIME INDIA PVT. LIMITED
C-13, PANNALAL SILK MILLS COMPOUND
L.B.S. MARG BHANDUP (W), MUMBAI – 400078
Website: <http://www.linkintime.co.in>

Notice of Annual General Meeting

NOTICE is hereby given that the 30th **Annual General Meeting** of the members of **Apt Packaging Limited** will be held on Saturday, the 10th day of July, 2010 at 11:00 AM at the registered office of the Company situated at J-18, MIDC Area, Chikalthana, Aurangabad - 431006 (MS) to transact the following business:

ORDINARY BUSINESS

1. To consider, approve and adopt the Balance Sheet of the Company as on 31st March, 2010 and the Profit and Loss Account for the year ended on that date and the report of the Statutory Auditors and the Directors thereon.
2. To appoint a director in place of Mr. Ravi Machhar, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Sandeep Machhar, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s Rathi & Bangad, Chartered Accountants, as an Auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next annual general meeting and fix their remuneration.

SPECIAL BUSINESS

5. To consider, and if thought fit to pass with or without modification, the following resolution as special Resolution.

RESOLVED THAT subject to the provision of section 198,269,309 and other applicable provisions of the Companies Act, 1956 and subject to approval of the Central Government, if any the approval of the Company be and is hereby accorded to the re-appointment of Mr. Arvind Machhar as Managing Director of the company for a period of three years effective from 28th June 2010 on the terms and conditions, including remuneration, as set out in the agreement, with liberty to the board of Directors to alter and vary such terms and conditions, including remuneration subject to the eligibility for appointment within the maximum limit prescribed under part I and part II paragraph of Schedule XIII of the Companies Act, 1956 as amended from time to time

RESOLVED FURTHER THAT the above remuneration will be paid to Mr. Arvind Machhar as a minimum remuneration even if the company profits are inadequate or it has no profits any financial year.

By order of the board

Arvind Machhar

Chairman cum Managing Director

Place: Aurangabad

Date: 10.04.2010

NOTES:

- 1) A member entitled to attend and vote and is also entitled to appoint a proxy to vote instead of himself and the proxy need not be a member of the company and the proxy in order to be valid must be deposited with the company at least 48 hours before the time for the meeting.
- 2) The Register of Members and the Share Transfer Books of the company will remain closed from July 05th, 2010 to July 10th, 2010 (both days inclusive).
- 3) The members are requested to intimate to Share Transfer Agent of the Company, changes, if any, in their Registered Address at an early date and bring the copy of the Annual Report and attendance slip at the Annual General Meeting.
- 4) In all correspondence with the Company/Registrars, members are requested to quote their registered folio number.
- 5) All the documents referred to in accompanying notice are open for inspection at the Registered Office of the company on all working days except Sunday and Holidays between 11.00 a.m. to 5.00 p.m. up to the date of Annual General Meeting.
- 6) Section 109A of the Companies Act, 1956, has introduced provisions for nominations by the holders of shares. The prescribed nomination forms can be obtained from the Company's Registrar and Share Transfer Agent, in case of shares. The Members may take advantage of this facility, if need.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956**ITEM NO.5**

Mr. Arvind Machhar was appointed as Managing Director of the company in the 26th Annual General Meeting dated 30th September 2006 w. e .f. 28th June 2007 for the period of three years therefore his tenure come to an end on 27th June 2010. Mr. Arvind Machhar is proposed to be re-appointment as Managing Director of the company for a period of three year from 28th June 2010 on the terms and conditions including remuneration as set out in the agreement entered into between the company and Mr. Arvind Machhar. In recognition of his exposure and experience, the Board of Director of the Company has re-appointed him as Managing Director subject to the approval of the members and Central Government, if any, under Part I & II of Scheduled XIII to the Companies Act, 1956 the Board of Directors is of the opinion that this re-appointment as a Managing Director of the Company would be in the best interest of the company.

REMUNERATION

1. Salary : Rs. 1,00,000-25000-150,000
2. Perquisites as follows:
 - a. House Rent Allowances @ 20% of the salary per month
 - b. Reimbursement of Medical Expenses incurred for self& family subject to ceiling of one month salary every year
 - c. Leave Travel Assistance for self & family once in a year subject to ceiling of one moth salary every year
 - d. Company's contribution to Provident Fund is 12% of basic salary.
 - e. Superannuation Fund or Annuity Fund in accordance with the rules of company
 - f. Bonus is 1% of net profit of the Company.
 - g. Gratuity at the rate of half month's salary for each completed year of services.
 - h. Encashment of un-availed leave at the end of the tenure as per rules of the Company
 - i. Provision of telephone at residence, however, personal long distance calls shall be paid by him
 - j. Chauffeur driven car will be provided by the Company.

Your directors recommend the resolution to pass as ordinary resolution. Mr. Arvind Machhar is interested in this resolution.

DIRECTORS' REPORT

To,
The Members of
Apt Packaging Limited

Dear Shareholders

The Directors are pleased to present Thirtieth Annual Report on the performance of the company for the financial year ended on 31st March'2010.

1.FINANCIAL RESULTS

(Rs in Lacs)

PARTICULARS	YEAR ENDED ON 31.03.2010	YEAR ENDED ON 31.03.2009
Sales and other Income	1,996.61	1,982.74
Less: Operating Expenses	1,758.21	1,655.62
Profit before Interest and Depreciation	238.40	327.12
DEDUCTIONS		
Interest	91.75	95.48
Depreciation & Impairment	313.54	191.44
Transferred to resulting Company	-	(8.61)
Operational Profit before Tax	(166.91)	48.81
Previous Year Income / Expenses	0.49	11.41
Net Profit / (Loss)	(166.42)	60.22
Extra ordinary items -Waiver of Interest by Financial Institution	0.00	954.01
Income Tax (FBT)	0.00	(5.64)
NET PROFIT FOR THE YEAR	(166.42)	1,008.59

2. PERFORMANCE REVIEW

During the year under review the company has recorded Sales & Other Income of Rs 1996.61 lacs compared to the earlier year of Rs 1982.74 lacs. The export during the year increased to Rs 826.70 lacs (FOB) against the previous year Rs 495.67 lacs. As the turnover of the company remained more or less same, partly due to the increase in operative expenses, partly increase in depreciation and impairment of assets, the company has incurred a loss of Rs 166.42 lacs during the year as compared to the previous year profit of Rs 60.22 lacs.

3. PROGRESS ON SANCTION SCHEME BY HON'BLE BIFR

The company and the promoters have fulfilled most of the obligations envisaged in the Sanctioned Scheme by BIFR. However various reliefs and concession envisaged in the Sanctioned Scheme from other authorities/parties are yet to be consented for which the company is pursuing with them legally and otherwise. The Sanctioned Scheme to this extent has therefore remains to be implemented; this may affect the long term sustainability of the company.

4. OPERATIONAL PERFORMANCE

During the year under review 383.50 lacs tubes were produced as compared to the previous year production of 344.45 lacs tube. The company has put more emphasis on production of tubes of various new varieties such as nozzle, lip balm, oval size as per customer's specification which would result into higher value addition.

The commercial production from its plant set up at Laksar near Haridwar has commenced its commercial production from 24th March 2010. The Capacity of this Plant is 80 million tubes per annum. The Executives of the company have put their efforts to commence the production within time. This addition strengthens in the company in many ways which includes better customer service and increase revenue and profitability. The plant is eligible for exemption from payment of Central Excise Duty on sales for ten years and 100% of Income Tax for First five years and 30% deduction from Income on next five years.

5. DIVIDEND:

In view of unavailability of the profits, the Board of Directors expresses its inability to declare any dividend for the year ended 31st March 2010.

6. FIXED DEPOSIT:

Your Company has not accepted any deposits under section 58A of the Companies Act, 1956, from the public during the year.

7. INSURANCE:

All the properties of the Company including Plant & Machinery, Stores and Stocks, wherever necessary and to the extent required have been adequately insured.

8. DIRECTOR

Shri.Ravi Machhar Director of the Company is retiring by rotation and being eligible offers himself for re-appointment. The Board recommends his re- appoint.

Shri Sandeep Machhar Director of the Company is retiring by rotation and being eligible offers himself for re-appointment. The Board recommends his re- appoint.

9. APPOINTMENT/REAPPOINTMENT OF DIRECTORS

In view of recognition of their exposure and experience of Mr. Arvind Machhar Managing Director the Board of Directors of the Company is of the opinion that he should be reappointed for a further period of three years. The re-appointment as a Managing Director of the company would be in the best interest of the Company.

10. AUDITORS:

M/s. Rathi & Bangad, Chartered Accountants, Aurangabad, the Statutory Auditors of the Company are retiring at the forthcoming annual general meeting and they are eligible for re-appointment. The Board recommends their re-appointment.

11. PARTICULARS OF EMPLOYESS:

There are no employees drawing remuneration exceeding the monetary ceiling prescribed under Section 217(2A) of the Companies Act, 1956 read with the companies (Particulars of Employees) Rules 1975.

12. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of section 217(2AA) of the Companies Act, 1956, the Board confirms that:

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- a) The financial statement is in full conformity with the requirements of the Companies Act, 1956, and applicable accounting standards have been followed along with proper explanation relating to material departure.
- b) The directors have selected such accounting policies and applied them consistently and made judgment and estimates that were 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 and of the profit or loss of the Company for the year under review.
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for preventing and detecting fraud and other irregularities.
- d) The directors have prepared the Annual Accounts on a going concern basis.

13. INFORMATION TECHNOLOGY (IT)

The Company firmly believes that IT is the backbone of any industry in today's environment. The Company has taken it as a tool to improve the productivity, efficiency and reliability. The Company has implemented mini ERP programme at its manufacturing facility.

14. HEALTH, SAFETY AND ENVIRONMENT

The company also accords highest priority to Protection of Environment. The Company has effective waste management systems to prevent any hazards to the environment. The company has taken adequate steps to prevent occurrence of any accidents. The Company has also taken measures to ensure Health and Safety of its employees and work force. The company conducts regular medical check ups and counseling to ensure fitness of its employees.

15. AUDITORS' OBSERVATIONS:

Refer Point No.2(f) of the Auditors Report: In respect of unsecured creditors/debtors/statutory deposits/statutory liabilities the company is following the system of perpetual confirmation and reconciliation. Accordingly, all the accounts are reconciled and adjusted as and when a note of discrepancy is received from the concerned party. **Refer to note no.8 of schedule13.**

16. SUBSIDIARY COMPANY

A statement pursuant to section 212 of the Companies Act, 1956 in respect of the subsidiary company is appended to the Balance Sheet.

17. REPORT ON CORPORATE GOVERNANCE

A report on Corporate governance as required in terms of clause 49 of the Listing Agreement with the Bombay Stock Exchange, containing required details is annexed with corporate governance report and forming part of this report.

18. CORPORATE SOCIAL RESPONSIBILITY

The Company is making all efforts to continue the manufacturing activities and come out of BIFR and thereby continue to keep the employment of the employees, contribute towards the exchequer by way of direct and indirect taxes, generate foreign exchange for the country through exports and contribute to the productivity of the Country.

19. RELATION WITH EMPLOYEES

The relation with the employees continued to be cordial during the year. The directors wish to place on record their sincere appreciation for the excellent team spirit with which they have worked for the progress of the Company.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO ETC

a)**Conservation of Energy:** The Company consistently pursues reduction in energy consumption in its manufacturing process on an ongoing basis. The Company have been granted monetary Incentive from Govt. of Maharashtra for energy saving.

b)**Technology Absorption:** The Company has installed new Plant & Machinery with new technology during the year.

c)**Foreign Exchange Earning and Outgo:** Foreign Exchange earning of the Company is Rs. 826.70 lacs for the year under review, whereas the outgo is Rs.652.70 lacs.

21. ACKNOWLEDGEMENT

The Board place on records their sincere gratitude to the employees of the for their hard work and would like to compliment those Executives who were involved in starting timely production at Uttarakhand plant for their all out efforts, to Punjab National Bank as statutory Authority for their continual support and to the investors for their trust and confidence on the Management.

BY ORDER OF THE BOARD

PLACE: AURANGABAD

DATE : 10-04-2010

**ARVIND MACHHAR
CHAIRMAN CUM MANAGING DIRECTOR**

**STATEMENTS PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956
RELATING TO THE COMPANY'S INTEREST IN ITS SUBSIDIARY COMPANY,
M/s NAVNEET MACHINES MANUFACTURING COMPANY PVT. LTD**

- | | |
|---|--|
| 1. Name of the Subsidiary Company | : Navneet Machines Mfg. Co. Pvt. Ltd. |
| 2. Date from which it become subsidiary | : 16th May, 1985 |
| 3. Financial year of the subsidiary company ended | : 31 st March, 2010 |
| 4. (a) No. of equity shares held by Apt Packaging Limited and its Nominees in the subsidiary as at the end of the financial year of the subsidiary Company. | : 9980 Equity shares of Rs.10/- each |
| (b) Capital and reserves of the subsidiary as at the end of the financial year of the subsidiary Company. | |
| i) Capital | :Rs. 1,00,000/- |
| ii) Reserves and Surplus | :Rs. 17,116/- |
| (c) Extent of interest of Apt Packaging Limited. | :99.80% capital of subsidiary at the end of the financial year of the subsidiary company |
| 5. Net aggregate amount of profits of the subsidiary so far as they concern the members of the Apt Packaging Limited. | : |
| a) Profit for the subsidiary's Financial year ended on 31/03/2010 | : Nil |
| b) Profits for the previous Financial years of the subsidiary since it become the subsidiary of Apt Packaging Limited. | : Nil |
| 6. Net aggregate amount of the subsidiary's profits not dealt within the Accounts of Apt Packaging Limited. | : |
| a) For the subsidiary's Financial year ended on 31/03/2010 | : Nil |
| b) For its previous Financial year | : Nil |
| 7. Net aggregate amount of the subsidiary profits dealt within the Accounts of Apt Packaging Limited. | : |
| a) For the subsidiary's Financial year ended on 31.03.2010 | : Nil |
| b) For its previous Financial year | : Nil |

CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2010
(As required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

1. COMPANY'S PHILOSOPHY

The Company believes that the code prescribes a minimum framework for governance of a business in corporate framework. The company has set, as its mission, the implementation of a Corporate Governance system to ensure transparency, control, accountability and responsibility in all areas of operation. Corporate Governance is considered as, to protect and achieve enhanced value for all its stakeholders i.e. shareholders, employees, customers and society in general.

2. BOARD OF DIRECTORS

The Board of Apt Packaging Limited consisted of one executive directors, two non executive / promoter's group director, and two non-executive/independent directors, who are acknowledged as leading professionals in their respective fields.

The constitution of Board in the year under consideration is as under:

Director	Executive/Non-Executive/Independent*	No. of other Directorship#	Membership Committees/Chairmanship
Shri Arvind Machhar Chairman Cum Managing Director	Executive	Four	1/0
Shri Sandeep Machhar Director	Non-executive**	Six	NIL
Shri Ravi Machhar Director	Non-executive	Seven	NIL
Shri Gheverchand Bothara Director	Non-executive Independent	Two	2/2
Shri Balaprasad Tapdiya Director	Non-executive Independent	Nil	3/1

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None of the Director holds Directorship in more than 15 companies, Membership in Committees of Board in more than 10 Companies and Chairmanship of Committees of Board in more than 5 Committees.

- * An Independent Directors are directors who apart from receiving director's remuneration i.e. sitting fees does not have any material pecuniary relationship or transaction with the Company, its promoters or its management or its subsidiaries, which in the judgment of the Board may affect their independency of judgment.
- ** Shri Sandeep Machhar, WTD has resigned from the WTD wef 01-04-2009 and remains directors of the company.
- # This includes directorship held in private limited Companies.

Attendance of Directors at Board Meeting and Annual General Meeting

The Board of Company met five times during the last financial year, on the following dates:

(1) 31st May 2009 (2) 16th June 2009 (3) 25th July, 2009 (4) 31st October, 2009 (5) 30th January 2010.

The attendance at the Board Meetings and previous Annual General Meeting as under:

Name of Director	Attendance	
	Board Meeting	AGM / EGM
Shri Arvind Machhar	5	1
Shri Sandeep Machhar	3	1
Shri Ravi Machhar	3	0
Shri G. M. Bothara	4	1
Shri B.H. Tapdiya	4	1

3. AUDIT COMMITTEE

During the financial year 2009-10, four meetings were held on the following dates:

(1) 31st May 2009 (2) 25th July, 2009 (4) 31st October, 2009 (5) 30th January 2010.

The Constitution of the committee and the attendance of each member of the Committee are given below:

Name	Designation	Non-executive / Independent	Professional	Committee Meetings Attended
Shri G. M. Bothara*	Chairman	Non-executive / Independent	Consultant	Four
Shri B. H. Tapdiya*	Member	Non-executive / Independent	Consultant	Four

General Manager (F&A) of the Company is the secretary of the committee till January 2010, thereafter company secretary of the company is the secretary of the committee.

* Possesses expert knowledge in finance, accounts and taxation.

The Chairman of the Audit Committee attended the last Annual General Meeting of the Company held on 25th July, 2009.

The minutes of the Audit Committee were circulated to the Board, discussed and noted.

The terms of reference of the Audit Committee inter-alia include the following:

1. To hold periodic discussion with the Statutory Auditors and Internal Auditors of the Company concerning the accounts of the company, internal control system, scope of audit and observations of the Auditors/Internal Auditors;
2. To review compliances with internal control system;
3. To review quarterly, half yearly and annual financial results of the Company before submission to the Board;
4. To investigate into any matter in relation to item specified in section 292A of the Companies Act, 1956, or as may be referred to it by the Board and for this purpose to seek any relevant information contained in the records of the company and also seek external profession advice if necessary;
5. To make recommendations to the Board in relation to appointment and terms of Statutory Auditors and Internal Auditors
6. To make recommendations to the Board on any matter relating to the financial management of the Company including the Audit Report.

4. REMUNERATION COMMITTEE

The Board of Directors formed the Remuneration Committee, which consists of the following directors:

Name	Designation	Executive/Non-Executive/Independent
Shri G. M. Bothara	Chairman	Non-executive Independent
Shri B. H. Tapdiya	Member	Non-executive Independent

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General Manager (F&A) of the Company is the secretary of the committee till January 2010, thereafter company secretary of the company is the secretary of the committee.

During the financial year 2009-2010, one meeting was held on 31st October, 2009 which was attended by Shri G.M.Bothara and Shri B.H.Tapdiya as the members of the committee.

Details of remuneration paid/payable to directors for the year ended March 31, 2010 are as follows:

Director	Relation-ship with other directors	Business relation-ship with APL	Loans and advances from APL	Sitting fees* Rs.	Salary and Perquisites Rs.	Commission Rs.	Total
Shri Arvind Machhar	Related to Shri Sandeep Machhar	Promoter	NIL	Nil	12,11,006	Nil	12,11,006
Shri Sandeep Machhar	Related to Shri Arvind Machhar	Promoter	Nil	Nil	6,90,369	Nil	6,90,369
Shri Ravi Machhar	Related to Shri Arvind Machhar	Promoter	NIL	3,000	NIL	NIL	3,000
Shri G.M. Bothara	None	Professional	Nil	8,000	Nil	Nil	8,000
Shri B.H. Tapdiya	None	Professional	Nil	8,000	Nil	Nil	8,000

5. SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

The Board has constituted an Investors Grievances Committee which looks into shareholders and investors grievances. The following are the members of the committee:

Name	Designation	Executive/Non-Executive/Independent
Shri B. H. Tapdiya	Chairman	Non-Executive Independent
Shri Arvind Machhar	Member	Executive

General Manager (F&A) of the Company is the secretary of the committee till January 2010, thereafter company secretary of the company is the secretary of the committee.

The minutes of the Shareholders'/Investors' Grievance Committee Meeting were circulated to the Board, discussed and taken note of. Secretary to the Committee is also the looking after day to day working related to transfer of shares, correspondence with the shareholders, SEBI, etc.

The said committee administered the following activities:

- To look into and supervise the redress of shareholders/investors complaints like Transfer of shares, Transmission of shares, Issue of Duplicate Share Certificates, Change of Address, Change of Status, Change of Name Transposition of shares, etc.
- To consider and approve transfer of shares, dematerialization of shares deletion of name, splitting and consolidation of shares etc.
- To delegate any of its responsibilities to any officer of the company or to the Registrars and transfer Agents and to supervise the proper exercise of delegated powers.

During the financial year 2009-2010, one meeting was held on 31st October, 2009 which was attended by all the members of the committee.

6. GENERAL BODY MEETING

The locations and time of the Annual General Meeting held during the last 3 years are as follows:

Annual General Meeting	Date	Time	Venue	No. of Special Resolutions passed
Twenty Seventh	10/09/2007	11.00 AM	Gut No.72, Village Pharola, Post Beedkin, Aurangabad – 431105 (MS)	Two
Extraordinary General Meeting	30/04/2008	11.00 AM	Gut No.72, Village Pharola, Post Beedkin, Aurangabad – 431105 (MS)	NIL
Twenty Eighth	22/09/2008	11.00 AM	Gut No.72, Village Pharola, Post Beedkin, Aurangabad – 431105 (MS)	Four
Twenty Ninth	25/07/2009	11.00 am	Gut No.72, Village Pharola, Post Beedkin, Aurangabad – 431105 (MS)	NIL

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1. All the special resolutions indicated above were passed by show of hands.
2. The Company has passed 4 Nos of shareholder resolution through postal ballot during the year under notice dtd 16-06-2009 and scrutinizer Mr. Sheetal Kumar Dak, Company Secretary in Whole –Time Practice, has declared the result on July 24th, 2009.

Sr. No.	Description of the Resolution	PBF in favour of Resolution			PBF against the Resolution			Result
		No. of PBF	No. of Shares	% of total no. shares of valid PBF	No. of PBF	No. of Shares	% of total no. shares of valid PBF	
1	To Shift the Registered Office of the Company from the Gut No 72, Village Pharola, Post Beedkin, Dist Aurangabad to J-18, MIDC, Chikalthana, Aurangabad	67	703704	99.99	4	64	0.01	The votes casted in favor are 99.99% of the total valid votes polled and consequently the special resolution as mentioned in the notice of the postal ballot is passed by the requisite majority.
2	To alter the Object Clause of Memorandum of Association of the Company by inserting additional clause relating to carry on the business as manufacturers, importers, exporters, merchant exporters, wholesaler and retail dealers in all kind of merchandise, goods and articles including all kind of toys, men's, women's and children's clothing and wearing apparel of every kind, hosiery goods of every nature and description, and all or anything which can be merchant exported.	66	703438	99.95	5	330	0.05	The votes casted in favor are 99.95% of the total valid votes polled and consequently the special resolution as mentioned in the notice of the postal ballot is passed by the requisite majority.
3	To authorize the Board of Directors of the company to borrow funds up to an amount of Rs.25 crores, in terms of the provisions of Sub-clause (d) of sub-section (1) of section 293 of the companies Act, 1956.	65	703384	99.95	6	384	0.05	The votes casted in favor are 99.96% of the total valid votes polled and consequently the ordinary resolution as mentioned in the notice of the postal ballot is passed by the requisite majority.
4.	To authorize the Board of	64	703234	99.92	7	534	0.08	The votes

Directors of the Company to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of undertaking of a company up to an amount of Rs. 25 Crores, as specified under sub – clause (a) of sub-section(1) of section 293 of the Companies Act,1956.								casted in favor are 99.92% of the total valid votes polled and consequently the ordinary resolution as mentioned in the notice of the postal ballot is passed by the requisite majority.
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7. DISCLOSURES

- No Transaction of material nature has been entered into by the Company with Directors or Management and their relatives, etc. that may have a potential conflict with the interest of the Company. The Register of Contracts containing transaction, in which directors are interested, is placed before the Board regularly.
- There are the related parties transactions i.e. transactions of the Company with its Promoters, Directors and Management not conflicting with Company's interest, the details of which have been shown in **Note No 2 of Schedule 13** forming part of the Accounts for the year ended 31st March, 2010.
- There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence, the question of penalties or strictures being imposed by SEBI or the Stock Exchange does not arise.

8. NOTE ON DIRECTORS APPOINTMENT/RE-APPOINTMENT

Shri Ravi Machhar is liable to retire by rotation and being eligible offered him self for re-appointment. He is an Industrialist having vast knowledge & experience of business, industrialist and finance.

Mr. Sandeep Machhar, Director the Board of Directors of the Company is of the opinion that he should be reappointed as director of the company. He is an Industrialist having vast knowledge & experience of business, industrialist and finance.

9. MEANS OF COMMUNICATION

The Company had submitted its quarterly, half yearly and financial results to the stock exchange soon after its approval by the Board and published the same in leading national newspapers (i.e. Lokmat in English and Gavkari in Marathi). The Company did not display the financial results on its website.

10. GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting

- * Date, Day and Time : Saturday, July 10th, 2010 at 11.00 AM
- * Venue : J-18, MIDC, Chikalthana, Aurangabad (MS)

b) FINANCIAL CALENDER

The financial year of the company is April, 2009 to March, 2010.

Financial reporting for

- Quarter ending June 30, 2009	: Last week of July, 2009
- Half year ending September 30, 2009	: Last week of October, 2009
- Quarter ending December 31, 2009	: Last week of January, 2010
- Year ending March 31, 2010	: 2 nd week of May, 2010

ANNUAL GENERAL MEETING

For the year ending March 31, 2010 : July 10th, 2010

- c) **Date of book closure** : July 05th, 2010 to July 10th, 2010
(Both days inclusive)
- d) **Dividend Payment Date** : No dividend is declared for the year
- e) **Listing of Equity Shares on Stock Exchange:**
 - The Stock Exchange, Mumbai,
1st Floor, Rotunda Building, B.S. Marg, Fort Mumbai – 400001