



B2B SOFTWARE

TECHNOLOGIES LTD

PEOPLE . VALUES . TECHNOLOGIES

15th Annual Report
2008 - 2009



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DIRECTORS

1. Mr. Anil Kumar V Epur
2. Dr. Satyanarayana Y
3. Dr. Ashok Kumar Agarwal
4. Dr. Ram Nemani
5. Mr. Sharath Reddy J
6. Mr. M. Gopal Krishna
7. Dr. Murthy Mutyale
8. Mr. V.V. Nagendra
9. Mrs. Samantha Reddy P

Chairman
 Director
 Director
 Director
 Director
 Director
 Director
 Executive Director
 Managing Director

REGISTERED OFFICE:

6-3-906/A/2, Somajiguda,
 Hyderabad – 500 082, A.P. INDIA.
 Website: www.b2bsoftech.com
 email: investorservice@b2bsoftech.com

BANKERS:

ICICI Bank Ltd.
 Khairatabad, Hyderabad – 500 004

State Bank of Hyderabad,
 Bellavista Branch,
 Hyderabad – 500 082

STATUTORY AUDITORS:

M. ANADAM & CO
 Chartered Accountants,
 7A, Surya Towns,
 SP Road, Secuderabad - 500 003.

HSBC,
 Banjara Hills Br., Rajbhavan Road, Hyd'bad.

**SHARE TRANSFER AGENTS AND
 DEMAT REGISTRARS:
 CIL SECURITIES LIMITED,**
 214, Raghava Ratna Towers, Chirag Ali Lane,
 Hyderabad – 500 001
 Ph. : 23203155, Fax : 66661267
 E-mail : cilsec@rediffmail.com



NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the members of B2B Software Technologies Limited will be held on Wednesday the 30th of September, 2009 at its Registered Office situated at 6-3-906/A/2, Somajiguda, Hyderabad 500 082 at 11.00 A. M., to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at March 31, 2009 and the Profit and Loss account for the Financial Year ended on that date together with the schedules and notes thereon and the Directors' and Auditor's Report thereof
2. To consider and appoint Dr. Ashok Kumar Agarwal who retires by rotation and being eligible offers himself for reappointment.
3. To consider and appoint Dr. Y. Satyanarayana who retires by rotation and being eligible offers himself for reappointment.
4. To consider and appoint M/s M. Anandam & Co, Chartered Accountants as Statutory Auditors of the Company to the hold office until the conclusion of next Annual General Meeting at such remuneration as may be decided by the Board of Directors.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 257 read with Section 255 & 256 and other applicable provisions, if any, of the Companies Act, 1956 and pursuant to Regulation 96 of the Articles of Association of the Company Mr. M. Gopalakrishna be and is hereby appointed as Director to liable to retire by rotation."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 257 read with Section 255 & 256 and other applicable provisions, if any, of the Companies Act, 1956 and pursuant to Regulation 96 of the Articles of Association of the Company Dr. Murthy Mutyala be and is hereby appointed as Director to liable to retire by rotation."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 257 read with Section 255 & 256 and other applicable provisions, if any, of the Companies Act, 1956 and pursuant to Regulation 96 of the Articles of Association of the Company Mr. V. V. Nagendra be and is hereby appointed as Director to liable to retire by rotation."
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 269 read with Schedule XIII, 309 and 310 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the members in the General Meeting Mr. V. V. Nagendra be and is hereby appointed as the Executive Director of the Company for a period of 5 years with effect from 1st October, 2008."

"FURTHER RESOLVED THAT the remuneration payable to Mr. V. V. Nagendra during his tenure as Executive Director would be as follows:

 - a. Salary of Rs.80,000/- per month
 - b. Provision of Car with a
 - c. Reimbursement of internet and cell phone charges.

By order of the Board

P. SAMANTHAREDDY
MANAGING DIRECTOR

Dated: 17.07.2009
Place: Hyderabad

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
2. Pursuant to the provisions of Section 154 of the Companies Act, 1956, the Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2009 to 30th September, 2009 (both days inclusive).
3. Members holding shares in physical form are requested to intimate the change, if any, in their Registered Address to the Company quoting their Registered Folio. If the shares are held in Demat form, intimation regarding the change of address, if any, has to be notified to the concerned Depository Participant where the Shareholder is maintaining the Demat Account.
4. Explanatory Statement as required under the provisions of Section 173 (2) of the Companies Act, 1956 is annexed herewith.
5. Members / Proxies should bring the Attendance slips duly filled in for identification for attending the meeting.
6. Members desiring any information on the Accounts are requested to write to the Company at least one week before the Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Meeting.

PROFILE OF DIRECTORS RETIRING BY ROTATION AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT:**PROFILE OF Dr. Y. SATYANARAYNA:**

Dr. Y. Satyanarayana is a doctor in general medicine and specialization in dermatology. He has vast experience in the field of medicine in successful practice. He does not hold any shares in the Company.

PROFILE OF Dr. ASHOK KUMAR AGARWAL:

Dr. Ashok Kumar Agarwal is a gold medalist in Mechanical Engineering from BITS, Pilani who completed his Masters and Doctorate programme from University of Minnesota. He started his career with Bell Telephone Laboratories followed by Indian Institute of Management, Calcutta as a professor of MIS during 1969 to 1986. He taught various courses in MBA and Ph.D., programmes covering Computer Sciences, Operations Research, Probability and Statistics, Management Information Systems and Decision Support Systems. He was involved in guiding Doctorial candidates for the doctoral programmes.

Dr. Agarwal was involved in setting up various IT organizations in India like ACS Technologies Limited, Era Software Systems Private Limited and Cybermedia India Limited. He was the founder of SQL Star International and worked there as Managing Director till 2003. During his tenure, the Company was listed on BSE and grew to more than 400 professionals with subsidiaries in Singapore, UK and USA.

Dr. Ashok Kumar Agarwal does not hold any shares in the Company.

PROFILE OF DIRECTORS BEING APPOINTED AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT:**PROFILE OF MR. M. GOPALA KRISHNA:**

Mr. M. Gopalakrishna is graduate in science and law and did his advanced management at Banff School of Management, Canada. He has joined in the Indian Administrative Service in 1962 and served in various capacities with Governments of Assam, Andhra Pradesh and Government of India.

During his service he received many awards for his service from the Government as well as from private organizations and management bodies. He was the founder Managing Director of Godavari Fertilisers and Chemicals Limited.

He has retired in 1997 and at present is Director in charge of Andhra Pradesh Gas Power Corporation Limited and acting as an Independent Director in few Public Limited Companies. He is also the member of the Board of School of Management Studies, University of Hyderabad and also the Chairman of Confederation of Kisan Organisations, an NGO involved in Rural Development.

PROFILE OF DR. MURTHY MUTYALA:

Dr. Murthy Mutyala is a graduate in Medicine from Rangaraya College, Kakinada and he is presently Chief of Medicine and Chief of Staff, V.A. Medical Center, Marlin, Texas.

He has got many awards during his career including Gold Medal from the Chief Minister of Andhra Pradesh in the year 2008 and very actively involved in community services for the upliftment of poor people.



B2B Software Technologies Limited

PROFILE OF Mr. V. V. NAGENDRA:

Mr. V. V. Nagendra is a graduate in Mechanical Engineering from Gulbarga University. He started his career with Vijaya Engine Valves Private Limited as Project Engineer.

He is also having Software experience and started learning software to make use of day-to-day operations in Reporting so learned AutoCAD, Visual Basic 5, VBA coding in MS Access in the Year 1998. He Joined B2B Software Technologies Limited in the year 2000 as Software Engineer and under gone training in areas like navision Technical, Software testing, Testing tools and worked in various areas like web designing using flash action script, web development, GIS and Quality Assurance. He promoted as project lead for projects 4 no's on languages like vb.net, php and asp also worked as MR for ISO 9001:2000 and successfully completed 6 surveillance audit including one certification audit. He is presently heading the Genius Doc team.

EXPLANATORY STATEMENT AS REQUIRED UNDER THE PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956:

Item No.5:

Mr. M. Gopalakrishna was appointed as Additional Director of the Company in the Board Meeting held on 30th September' 2008, and holds office till the date of the ensuing Annual General Meeting. The management is of the opinion that continuation of Mr. M. Gopalakrishna as Director would immensely benefit the Company from his rich experience and expertise of four decades in administration and management of Companies. The Company has received a notice from the member of the Company along with a deposit of Rs.500/- under Section 257 of the Companies Act, 1956 proposing the appointment of Mr. M. Gopalakrishna as Director of the Company liable to retire by rotation. Appointment of Mr. M. Gopalakrishna as Director liable to retire by rotation requires the approval of members by way of Ordinary Resolution. Hence this resolution is placed before you for approval

None of the Directors other than Mr.M. Gopalakrishna is concerned or interested in this resolution.

Item No. 6:

Dr. Murthy Mutyala was appointed as Additional Director of the Company in the Board Meeting held on 30th September' 2008, and holds office till the date of the ensuing Annual General Meeting. The Company has received a notice from the member of the Company along with a deposit of Rs.500/- under Section 257 of the Companies Act, 1956 proposing the appointment of Dr. Murthy Mutyala as Director of the Company liable to retire by rotation. Appointment of Dr. Murthy Mutyala as Director liable to retire by rotation requires the approval of members by way of Ordinary Resolution. Hence this resolution is placed before you for approval

None of the Directors other than Dr. Murthy Mutyala is concerned or interested in this resolution.

Item No. 7:

Mr. V. V. Nagendra was appointed as Additional Director of the Company in the Board Meeting held on 30th September' 2008, and holds office till the date of the ensuing Annual General Meeting. The Company has received a notice from the member of the Company along with a deposit of Rs.500/- under Section 257 of the Companies Act, 1956 proposing the appointment of Mr. V. V. Nagendra as Director of the Company liable to retire by rotation. Appointment of Mr. V. V. Nagendra as Director liable to retire by rotation requires the approval of members by way of Ordinary Resolution. Hence this resolution is placed before you for approval

None of the Directors other than Mr. V. V. Nagendra is concerned or interested in this resolution.

Item No. 8:

Considering the services rendered by Mr. V. V. Nagendra from the date of joining the Company, the Board of Directors thought it fit to appoint him as the Executive Director with the remuneration as mentioned in the resolution for a period of 5 years with effect from 1st October, 2008. Appointment of Whole time Director requires the approval of members by way of Ordinary Resolution as mentioned under Section 269 read with Schedule XIII of the Act.

None of the Directors other than Mr. V. V. Nagendra is concerned or interested in this resolution.

By Order of the Board

**P. SAMANTHA REDDY
MANAGING DIRECTOR**

Dated: 17.07.2009
Place: Hyderabad



DIRECTORS' REPORT

To,

The Members,
B2B Software Technologies Limited

Your Directors hereby present the Fifteenth Annual Report of your Company together with the Audited Accounts including Consolidated Accounts for the financial year ended March 31, 2009 and the report of the Auditors thereon.

FINANCIAL RESULTS:

(In Rupees)

PARTICULARS:	2008 - 2009	2007 - 2008	Consolidated 2008 - 2009
Total Income	52,970,668	50,632,298	86,691,936
Expenditure	65,441,763	47,185,550	97,011,439
Profit/(Loss) before tax	(12,471,096)	3,446,748	(10,319,503)
Less: Provision for tax	—	—	-
Fringe Benefit Tax	108,255	86,584	246,031
Deferred Tax	—	—	-
Profit/(Loss) after tax	(12,579,351)	3,360,164	(10,565,534)
Add: Brought forward from previous year	(28,987,699)	(32,347,863)	(43,725,598)
Transfer to Balance Sheet	(41,567,050)	(28,987,699)	(54,291,132)

OPERATIONS & FUTURE PROSPECTS

It forms part of the Management discussion and analysis annexed to this report

PARTICULARS REGARDING SUBSIDIARY COMPANY

As required by section 212 of the Companies Act, 1956 documents relating to the Company's subsidiaries are annexed to this report.

CORPORATE GOVERNANCE:

The Corporate Governance Report and a certificate by the Statutory Auditors regarding compliance of the conditions of corporate governance by your Company as stipulated in clause 49 of the Listing Agreement with Stock Exchanges, are annexed to this Report.

DEPOSITS:

During the year under review the Company has not invited/accepted any deposits from the public as defined in Section 58A read with Companies (Acceptance of Deposit) Rules, 1975.

BOARD OF DIRECTORS:

Dr. Ashok Kumar Agarwal and Dr. Y. Satyanarayana, Directors of the company retire by rotation and being eligible offer themselves for re appointment. The Board recommends their re appointment.

During the year Mr. M. Gopala Krishna, Dr. Murthy Mutyala and Mr. V. V. Nagendra were appointed as Additional Directors of the Company and hold office till the date of the ensuing Annual General Meeting. The Company has received notice from a member proposing them to be appointed as Directors. Mr. V. V. Nagendra was also appointed as the Executive Director of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- (i) in the preparation of the Annual Accounts for the year ended March 31st, 2009, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;



- (ii) 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 and of the loss of the Company for the year ended on March 31st, 2009;
- (iii) 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;
- (iv) annual accounts have been prepared on a going concern basis.

REPLIES TO AUDIT OBSERVATIONS:

1. The auditors are unable to comment on the extent of recoverability of a loan amounting to Rs.4,91,03,406/- as at the end of the year due from a related company. Decision for writing off the amount to be taken at Board Meeting.

Reply: Decision for written off will be taken in subsequent Board Meeting

2. The auditors are unable to comment on the carrying value of investment in subsidiary, B2B Software Technologies Kassel GmbH Germany amounting to Rs.62,50,862 in view of substantial erosion of net worth. The Company has entered an agreement to sell 80% of the share for a consideration of Euro 20,000/-, the loss to be incurred on this sale will be accounted after completion of this transaction.

Reply: The sale consideration of EURO 20,000/- has received. The loss has to be written off in next financial year.

AUDITORS:

M/s. M. Anandam & Co., Chartered Accountants, the Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a notice stating that they would be within the limits as prescribed under the provisions of Section 224 (1B) of the Companies Act, 1956 The Board recommends their re-appointment

PERSONNEL:

During the period under report, there were no employees drawing remuneration in excess of the limits laid down in Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employee's) Rules, 1975.

TECHNOLOGY ABSORPTION, ENERGY CONSERVATION & FOREIGN EXCHANGE EARNINGS AND OUTGO:

The disclosures required under Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988, for the year ended March 31, 2009 are as follows:

A. Conservation of energy:

- a. Adequate measures have been taken to conserve energy wherever possible.
- b. Additional investments and proposals, if any, being implemented for reduction of consumption of energy: NIL
- c. Impact of measures for reduction of energy consumption / energy conservation: NIL

B. RESEARCH AND DEVELOPMENT

1. Specific areas in which research & development is carried out: NIL
2. Benefits derived: NIL
3. Future plan of Action: NIL
4. Expenditure on R & D: NIL

C. TECHNOLOGY ABSORPTION:

- a. Efforts in brief made towards Technology absorption, adoption and innovation
- b. Benefits derived as result of the above efforts e.g., product improvement, cost reduction, production development, import substitution etc.

D. In case of imported technology, imported during the last 5 years reckoned from the beginning of the financial year, following information may be furnished:

- a. Technology Imported: NIL
- b. Year of Import: NIL
- c. Has technology fully absorbed areas where this has not been taken place, reasons thereof and plan of action: NIL



B2B Software Technologies Limited

F FOREIGN EXCHANGE EARNINGS AND OUTGO:

- a. Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services, and export plans:
- b. Total Foreign Exchange used and earned:

Sl. No	Particulars of the transaction	2008 2009 (in Rs.)	2007 2008 (in Rs.)
1.	Total Foreign Exchange earnings	19,214,983	16,860,389
2.	Foreign Exchange outgo		
	a. on account of purchase of software	204,741	6,584,116
	b. on account of Travel	582,339	580,609
	c. other expenses	417,200	395,503
	Total Foreign Exchange Outgo	1,204,280	7,560,228

ACKNOWLEDGEMENTS:

Your Directors place on record their appreciation for the assistance and co-operation extended by the Bankers, STPI, Customs and Central Excise and various State and Central Government Agencies. Your Directors also thank all the Customers, Members and Employees for their valuable support and confidence in the Company.

Place : Hyderabad
Date : 17.07.2009

For and on behalf of the Board
P. SAMANTHA REDDY
Managing Director

Dr. Y. SATYANARAYANA
Director

ANNEXURE FOR DIRECTORS REPORT**ESOP Scheme 2007**

Sl. No.	Description	ESOP Scheme 2007
1.	Options granted	31,000
2.	The Pricing formula	The Exercise price shall be the average of the daily closing price of equity shares of the Company at BSE during the period of six Months immediately preceding the date on Which the options are granted. However, The exercise price shall not be less than Rs. 10/-, Face value of Equity Share.
3.	Options Vested	31,000
4.	The total number of shares arising as a result of exercise of option	The employees have not exercised the option granted
5.	Options lapsed	31,000
6.	Variation of terms of Options	N. A.
7.	Money realised by exercise of Options	Since employees have not exercised the same
8.	Total Number of Options in force	Nil
9.	Employee wise details of options granted to i. Senior Management Personnel ii. Any other employee who receives a grant in any one year of option amounting to 5% or more options granted during the year iii. Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil Nil
10.	Diluted Earning Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with (Accounting Standard AS – 20 Earnings Per Share)	N. A.
11.	i. Method of calculation of employee compensation cost ii. Difference between the employee compensation cost so computed at (i) above and employee compensation cost that shall have been recognized if it had used the fair value of the options iii. The impact of this difference on profits and EPS of the Company	The Company shall use the intrinsic value method for valuation of the options granted. N. A. N. A.
12.	Weighted average exercise prices and weighted average fair values of options shall be disclosed separately for options whose exercise price either equals to or exceeds or is less than the market price of the stock.	N. A.
13.	Description of the method and significant assumption used during the year to estimate the fair value of options, including the following weighted average Information A.Risk free interest rate b.Expected life C.Expected volatility d.Expected dividends; and e.The price of the underlying share in market at the time of option grant.	N. A.



MANAGEMENT DISCUSSION AND ANALYSIS

Snap shot of Performance:

B2B India has ended the financial year 2008-9 with revenue of 513 lacs and consolidated revenue of 867 lacs. The constant Endeavour is to build a business around revenue from new customers and annuity business coming in from our existing customers through repeat orders and BREP renewals.

B2B in the Microsoft Dynamics world

B2B has the distinction of being the only Indian Microsoft Dynamics partner with the largest number of clients in the Indian Sub Continent through product sales.

In addition to projects, B2B is continuously upgrading its pharma vertical and Add ons while building an extensive reseller network

- 1) Resellers - Total number of International resellers to date is 8 including countries such as Netherlands, Singapore and the USA
- 2) Tie up with L.S Retail - B2B Software Technologies is now reseller and implementer of LS Retail and Hospitality solutions. LS Retail provides retail and hospitality solutions based on Microsoft Dynamics NAV/AX for the international arena.
- 3) Extending Services - B2B has extended services to offer Share point and Microsoft CRM along with Infrastructure services. The focus is on MOSS (Microsoft Office and Share point services).
- 4) Add on products - New add-ons are in the pipeline to be launched shortly. A separate budget is allocated for the same. B2B Add on Solutions is profiled on Microsoft Solution profiler available to a worldwide base of Microsoft partners. B2B is in the process of getting its products CFMD (Certified for Microsoft dynamics)

CFMD is a certification for packaged business management solutions built on Microsoft Dynamics & is Microsoft Corporation highest standard for partner developed solutions.

B2B - Health Care Division

B2B has a MOU with GeniusDoc Inc, USA to share part license fee for sale of "Genius Doc" product suite and to be entitled for part share of value assigned to copyright of "Genius Doc" product suite. In addition B2B has a development contract to develop and upgrade "Genius Doc" product suite as per the specifications and direction given by "GDI" from time to time.

GeniusDoc EHR and Practice Management solution targets small and medium sized Health care providers. The Software caters to specialties like Internal Medicine, Family Practice, Cardiology, Pulmonologist, Pediatrics, Obstetrics, Gynecology, Orthopedics, Hematology and Oncology.

GeniusDoc Oncology proved to be a niche product for Oncology and was selected by American Society of Clinical Oncology (ASCO's) panel to be presented at the EHR Lab during the ASCO 2009 Annual Meeting in Orlando, FL. GD was one of ten EHR vendors selected to demonstrate ASCO's EHR Guidelines and quality initiatives during the 2009 EHR Lab at ASCO's Annual Meeting in Orlando.

Currently several implementations are in the pipeline fueled by recent enactment of AARA Act and E-prescription incentive payments.

OUTLOOK:

B2B has been affected by the market slowdown. This year's company budget and projections are not very encouraging. We are hopeful that the market will turn around towards the end of this financial year and we can improve our company financials & performance. The company has adequate cash flows and existing pipeline to sustain through the down turn through this financial year. B2B is on a cost cutting exercise.

Risks and Risk Mitigations:

Microsoft dynamics being a growing business, new entrants into the market and competition will continue to exert pricing pressure undermining industry profitability. Strategic positioning and generating higher levels of economic value by continuing to build IP and offer value added services around verticals and add ons is mandatory.

Scale of operations is limited to the existing level unless a fresh funding route is identified.



CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's Corporate Governance philosophy is woven around its total commitment to the ethical practices in the conduct of its business.

The Corporate Governance policies of your Company recognizes the accountability of the Board vis-à-vis its various constituents including Customers, Shareholders, Investors, Employees, Government and other Regulatory Authorities, with prime objective to deliver "Superior Shareholder Value".

The schedule of implementation of Corporate Governance Code mentioned in Clause 49 of the Listing Agreement lays down certain mandatory requirements, which your Company has implemented. Your Directors are pleased to report the same.

2. BOARD OF DIRECTORS:

Composition and Functions:

The Board consists of 9 Directors with considerable professional experience and expertise in various fields. The Board of Directors has the ideal composition with more than half the directors being non-executive directors. Since the Company has a non-executive Chairman, the Board's composition meets the stipulated requirement of at least one-third of the Board comprising independent directors.

None of the non-executive directors have any pecuniary relationship or transactions with the Company, except receiving sitting fee of Rs.5,000/- for attending each Board Meeting.

The number and dates of the Board Meetings held during the year under review: Seven Board Meetings were held during the financial year 2008-2009 on the following dates:

1. 25.04.2008
2. 27.06.2008
3. 30.07.2008
4. 30.09.2008
5. 24.10.2008
6. 20.01.2009
7. 25.03.2009

During the year under review the time gap between any two consecutive meetings did not exceed four months.

The details of the attendance of directors at meetings of the Board and annual general meeting, held during the year (April 2008 to March 2009), along with the details of Committee memberships and their other directorships are furnished below: