

37th Annual Report 2006-07



BAJAJ HINDUSTHAN SUGAR AND INDUSTRIES LIMITED

CONTENTS

Board of Directors & General Information	1
Chairman's Letter	2
Notice	3
Directors' Report	9
Corporate Governance Report	21
Certification by Chief Executive Officer	33
(CEO)/Chief Financial Officer (CFO) of the Company	
Auditors' Certificate on compliance	33
with the conditions of Corporate Governance under Clause 49 of the Listing Agreement	
Auditors' Report	34
Balance Sheet	36
Profit & Loss Account	37
Cash Flow Statement	38
Schedules to Financial Statements	39
Balance Sheet Abstract and	50
Company's General Business Profile	

BOARD OF DIRECTORS

Kushagra Bajaj, Chairman
Dr. Swatantra Singh Kothari
Purshottam L. Dadheech
Pradeep Kumar Mittal (w.e.f. 23.4.2007)
Gautam Ashra (w.e.f. 28.9.2007)
Rakesh Bhartia (w.e.f. 30.7.2007)
K.S.Vaidyanathan (w.e.f. 30.7.2007)
Pradeep Parakh
Manish Dokania (upto 23.4.2007)
Dr. Sanjeev Kumar (up to 23.4.2007)

MANAGER & COMPANY SECRETARY

Chandresh Chhaya

BANKERS

Central Bank of India
Punjab National Bank

AUDITORS

DALAL & SHAH
Chartered Accountants
The Regency, Office No. 11 & 12,
1st Floor, National Library Road,
Bandra (West), Mumbai - 400 050.

REGISTERED OFFICE

Bajaj Bhawan, 2nd Floor,
Jamnalal Bajaj Marg, 226, Nariman Point,
Mumbai - 400 021.

FACTORIES

Pratappur,	Rudauli	Utaraula	Kunderki
Dist. Deoria	Dist. Basti	Dist. Balrampur	Dist. Gola
Uttar Pradesh.	Uttar Pradesh.	Uttar Pradesh.	Uttar Pradesh.

CHAIRMAN'S LETTER

Dear Shareholder,

You will be glad to know that your company, Bajaj Hindusthan Sugar and Industries Limited (BHSIL) has expanded its sugarcane crushing capacity from 3,200 tonnes of sugarcane crushed per day (tcd) in 2005 to 40,000 tcd for the current sugar season 2007-08. BHSIL today has four sugar plants across the eastern region of Uttar Pradesh, in the districts of Deoria, Basti, Gonda and Balrampur. These areas have a high and hitherto untapped potential for sugarcane cultivation. The new distillery at the sugar plant in Basti district commenced operations during the year under review. It is strategically located to reach out to ethanol markets in east UP.

In terms of their production capacities, individual BHSIL mills are among the largest in the country. The Company's economies of scale will help the Company hedge against poor margins in this cyclical commodity industry. During 2005-06, sugar production in India surpassed all previous records and touched 28 million tonnes, as against 20 million tonnes in 2004-05. Added to this, there was a carry-forward stock of around 11 million tonnes. In line with global trends, this created an unprecedented glut in the industry, depressing ex-factory sugar prices to as low as Rs. 12.00-12.50 per kg, eroding the bottomlines of all sugar manufacturers and creating a crisis for farmers and sugar mills.

We apprehended that the sugar season 2007-08 would be much worse with higher sugar stocks and a further fall in sugar prices. However, the recent judgment of the Allahabad High Court on December 19, 2007 has brought some relief to the sugar industry. The Court has quashed the high SAP of Rs. 125-130 per quintal of sugarcane announced by the UP State Government. It has directed the UP State Government to constitute an independent committee of experts to devise a scientific methodology to arrive at a fair sugarcane every year. The Government should ask the committee to finalise its recommendations in three months. In the interim, the Court has directed UP sugar companies to pay a price for sugarcane equivalent to the Statutory Minimum Price (SMP) of Rs. 81.18 per quintal announced by the Central Government. This is significantly lower than the SAP fixed by the State.

The High Court gave this ruling on individual writ petitions filed by a number of UP sugar companies questioning the UP State Government's fixation of an unreasonable and exorbitant SAP for sugarcane.

The judgement has given positive ramifications for not only the petitioners but also given all U.P. sugar mills, including BHSIL, a fresh lease of life.

Given BHSIL's carefully worked out economies of scale, efficiency and managerial competence, and an expected fair sugarcane pricing regime, the Company's business prospects are certainly bright. I look forward to your continued support and wholehearted partnership as we free ourselves from the millstones of the past and create the milestones of the future.

With every good wish,

Sincerely yours,

Kushagra Bajaj

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Thirty seventh Annual General Meeting of the Members of Bajaj Hindusthan Sugar and Industries Limited will be held on Saturday, February 23, 2008 at 11.00 A.M. at Kamalnayan Bajaj Hall, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400 021, to transact the following business:

Ordinary Business:

- 1 To receive, consider and adopt the Profit and Loss Account and Cash Flow Statement for the year ended on September 30, 2007 and Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon.
- 2 To appoint a Director in place of Dr. Swatantra Singh Kothari, who retires by rotation and being eligible, offers himself for re-appointment.
- 3 To appoint M/s. Dalal & Shah, retiring Auditors as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

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 in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof, Pradeep Kumar Mittal, who was appointed as Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956, and Article 85 of the Articles of Association of the Company, be and is hereby appointed as 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 an **Ordinary Resolution**:
"RESOLVED that in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof, Rakesh Bhartia, who was appointed as Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956, and Article 85 of the Articles of Association of the Company, be and is hereby appointed as Director of the Company 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 in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof, K.S.Vaidyanathan, who was appointed as Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956, and Article 85 of the Articles of Association of the Company, be and is hereby appointed as Director of the Company 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 in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof, Gautam Ashra, who was appointed as Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956, and Article 85 of the Articles of Association of the Company, be and is hereby appointed as Director of the Company 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 in accordance with the provisions of Sections 198, 269, 387 and all other applicable provisions, if any, read with Schedule XIII to the Companies Act 1956, and subject to all such sanctions, as may be necessary, the consent of the Company be and is hereby accorded to the appointment of Chandresh Chhaya as the Manager of the Company, to be designated as Manager and Company Secretary, for a period of 5 (five) years commencing from August 1, 2007 on the terms and conditions including remuneration as per the following details, so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto.

I. Remuneration:

a) i) Salary:

Rs.48,850/- p.m. with such annual / accelerated increments as may be decided by the Chairman up to an amount not exceeding Rs. 1,50,000/-p.m.

ii) Ex-Gratia:

Ex-Gratia payment at the rate of 20% of Basic Salary as per rules of the Company.

b) Allowances and Perquisites:

i) Housing:

House Rent Allowance at the rate of 40% of Basic Salary.

ii) Provident Fund Contribution:

The Company will contribute to Provident Fund as per rules of the Company.

Bajaj Hindusthan Sugar and Industries Limited

(Formerly: The Pratappur Sugar and Industries Limited)

iii) Allowance in lieu of Superannuation Fund:

Allowance in lieu of Company's contribution to Superannuation Fund equivalent to 15% of basic salary.

iv) Medical Expenses Reimbursement:

Reimbursement of medical expenses @8.33% of Basic Salary payable quarterly

v) Leave Travel Concession:

Reimbursement of travelling expenses incurred for self and family during leave travel periods, wherever undertaken in India @ 8.33% of Basic Salary.

vi) Special Allowance:

Company shall pay a special monthly allowance of Rs.21,090/- per month or such an amount as may be decided by the Chairman from time to time.

vii) Gratuity:

Gratuity as per gratuity rules of the Company.

viii) Leave:

Leave with full pay or encashment thereof as per the rules of the Company.

Explanation:

Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

c) Amenities:

i) Conveyance facilities:

The Company shall reimburse fuel charges, driver's salary and maintenance for car as per the rules of the Company.

ii) Communication facilities:

The Company shall reimburse telephone / mobile expenses as per the rules of the Company.

iii) Minimum Incentive:

Minimum Incentive at the rate of 8.33% of basic salary per month

II. Overall Remuneration:

The aggregate of salary and perquisites, in any corporate financial year shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being in force.

III. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, Chandresh Chhaya shall be entitled to receive a total remuneration including perquisites, etc. not exceeding the ceiling limit as approved by Remuneration Committee and by Central Government, where necessary as Minimum Remuneration.

IV. Other Terms and Conditions:

- a) The appointment of Chandresh Chhaya as Manager will be terminable by giving two months notice, by either party as per the terms of appointment.
- b) The cessation as Manager of the Company shall not necessarily result in cessation of employment of Chandresh Chhaya with the Company.

RESOLVED FURTHER THAT the Chairman of the Company be and is hereby authorized to alter, vary and modify the said terms of appointment and / or remuneration in such manner as may be agreed to between the Chairman and Chandresh Chhaya within and in accordance with and subject to the limits prescribed in Schedule XIII to the Companies Act, 1956, including any amendment or statutory modification thereto for the time being in force."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED that pursuant to Section 169 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force)(hereinafter referred to as the "Act") consent and approval of the Company be and is hereby accorded for keeping the Register of Members, Index of Members, copies of all Annual Returns under Section 159 and 160 of the Act together copies of certificates and documents required to be annexed thereto under Sections 160 and 161 of the Act or any one or more of them at the office of M/s. Intime Spectrum Registry Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078 instead of the Registered Office of the Company on or after October 1, 2007 as may be decided by the Board of Directors.

Bajaj Hindusthan Sugar and Industries Limited

(Formerly: The Pratappur Sugar and Industries Limited)

RESOLVED FURTHER THAT the Registers, Index, Returns, Books, Certificates and Documents of the Company required to be maintained and kept open for inspection by the Members and / or any persons entitled thereto under the Act, be kept open for such inspection, at the place where they are kept, to the extent, in the manner and on payment of the fees, if any, specified in the Act between the hours of 11.00 a.m. and 1.00 p.m. on any working day (except Saturday) and except when the registers and books are closed under the provisions of the Act.”

By Order of the Board of Directors

Place : Mumbai
Dated : December 26, 2007

Chandresh Chhaya
Manager & Company Secretary

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2 Explanatory Statement setting out all material facts relating to the special business contained in Item Nos. 4 to 9 as required under Section 173 of the Companies Act, 1956 is annexed hereto.
- 3 The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, the 16th February 2008 to Saturday, the 23rd February, 2008 (both days inclusive) for thirty seventh Annual General Meeting of the Company.
- 4 Members holding shares in identical order of names in more than one folio are requested to write to the Company's Registrar & Share Transfer Agent enclosing their share certificates to enable them to consolidate their holdings in one folio.
5. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agent of the Company at any one of the following addresses:

By Post/Courier/Hand Delivery	By Hand Delivery
Intime Spectrum Registry Ltd., C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai - 400078 Tel.:022-25963838. Fax:022-25946969 E-mail: isrl@intimespectrum.com	Intime Spectrum Registry Ltd., 203, Davar House, 197/199, D. N. Road, Mumbai - 400 001 Tel.:022-22694127

6. Pursuant to the provisions of Sections 205A to 205C of the Companies Act, 1956, all dividend for the years 1998-99 and thereafter that remains unclaimed/ unencashed for a period of 7 years, has to be transferred by Bajaj Hindusthan Sugar and Industries Limited (Formerly The Pratappur Sugar & Industries Limited) to “The Investor Protection and Education Fund” constituted by the Central Government and no claims shall lie against the said Fund or the Company in respect thereof.

The details of Dividend paid by the Company and the corresponding due date for transfer of unencashed dividend to the aforementioned Fund constituted by the Central Government is furnished hereunder:

Dividend for the year	Date of Declaration of Dividend	Due Date of transfer to The Investor Protection and Education Fund
2000-2001	10.04.2002	15.05.2009

Shareholders who have not encashed the dividend warrant(s) so far in respect of the dividend of the aforesaid financial year, are therefore, requested to make their claims to the registered office of the Company.

7. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Bajaj Bhawan, 2nd Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400 021 which are open for inspection by members and others as prescribed in the respective Sections of the Companies Act, 1956:-
 - a) Register of Contracts with companies and firms in which directors are interested under Section 301 of the Companies Act, 1956;
 - b) Register of Directors' Shareholding under Section 307 of the Companies Act, 1956;

during office hours on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. at the Registered Office of the Company during the period beginning fourteen days before the date of the ensuing Annual General Meeting and ending three days after the date of its conclusion.

Bajaj Hindusthan Sugar and Industries Limited

(Formerly: The Pratappur Sugar and Industries Limited)

8. Disclosure pursuant to Clause 49 of the Listing Agreement with respect to the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting is given below:

Name of Director	Brief Resume & Functional Expertise	Appointment/ Re-appointment	Directorship held in other Companies	Committee positions held in other Companies
Dr. Swatantra Singh Kothari	Dr. Swatantra Singh Kothari, aged 77 years is a Director of the Company since 1975. He is a senior Chartered Accountant with considerable experience and expertise in Finance, Taxation and Accounts. He had been Director of Bank of India for more than five years and Member Central Council of the Institute of Chartered Accountants of India. He is a former Member of Parliament (Lok Sabha) and Public Undertakings Committee. He also holds Directorship and Membership of the Committee of the Board of Directors of other companies. His advice has been valuable and useful to the Company. He holds 5330 equity shares of the Company.	Re-appointment on retirement by rotation	1) Jay Shree Tea & Industries Ltd. 2) Kriti Industries (India) Ltd. 3) Maharaja Shree Umaid Mills Ltd. 4) Kothari Management & Industrial Consultants P. Ltd.	1) Jay Shree Tea & Industries Ltd. – Audit Committee Chairman – Investor Shareholders' Grievance Committee 2) Maharaja Shree Umaid Mills Ltd. – Audit Committee Chairman – Investor Shareholders' Grievance Committee 3) Kriti Industries (India) Ltd. – Audit Committee
Pradeep Kumar Mittal	Pradeep Kumar Mittal, aged 54 years is B.Com, LL.B and a Fellow Member of the Institute of Company Secretaries of India since 1993. He is a practising advocate before Supreme Court, Delhi High Court, Custom Excise and Service Tax Appellate Tribunal, FEMA Appellate Tribunal, Company Law Board, MRTD Commission and District Courts. He is an advisor / retainer to many public sector companies and on the panel of Union of India (Central Government), Banks and PSUs. He joined the Board of the Company in April, 2007.	Appointment	1) Raunaq International Ltd. 2) HB Stockholdings Ltd.	1) HB Stock Holdings Ltd. – Audit Committee
Rakesh Bhartia	Rakesh Bhartia, aged 38 is a CA, CS and ICWA by qualification. He joined Bajaj Hindusthan Limited in April 2006 and presently designated as Chief Operating Officer (COO). He joined the Board of the Company in July, 2007. He started his career in 1992 with ICICI Securities & Finance Company Ltd (a Joint Venture between ICICI and J P Morgan). He worked in leading multi-national Banks / Investment Banks including ANZ Grindlays Bank and Bank of America. His career focus has been in Commercial and Investment Banking. Mr. Bhartia has rich experience in transactions covering equity & debt raising from domestic as well as international markets, Mergers & Acquisitions advisory, restructuring of corporates, leveraged buyout financing and exposure to currency markets.	Appointment	None	None

Bajaj Hindusthan Sugar and Industries Limited

(Formerly: The Pratappur Sugar and Industries Limited)

Name of Director	Brief Resume & Functional Expertise	Appointment/ Re-appointment	Directorship held in other Companies	Committee positions held in other Companies
K.S. Vaidyanathan	K.S. Vaidyanathan, aged 68 years, a Commerce graduate has joined Bajaj Hindusthan Limited as Director- Corporate Affairs in June, 2007. Before joining Bajaj Hindusthan Limited, he retired from ITC Limited as Senior Vice President- Corporate Affairs after an illustrious career of 25 years. He also served Goodyear, Air India, TVS and Premier Tyres. He has in-depth knowledge of public policy, Government systems and procedures and regulatory measures and processes. He joined the Board of the Company in July, 2007.	Appointment	None	None
Gautam Ashra	Gautam Ashra, aged 51 years is a M. Com (Banking and Finance). He is a Partner in Kanji Pitamber & Co. (Kanji Currency Broker) and he is a Promoter Director of Kanji Forex Pvt. Ltd. & Bliss GVS Pharma Ltd. He is a Committee Member of Foreign Exchange Brokers Assn. & past Chairman of Foreign Exchange Brokers Assn. of India and Ex-Vice Chairman of Forex Association of India. He has over 25 years of experience in trading of Foreign Currencies and Precious Metals and he is also a member of Multi Commodity Exchange of India Ltd.	Appointment	<ol style="list-style-type: none"> 1) Kanji Forex Pvt. Ltd. 2) Genteel Trading Co. Pvt. Ltd. 3) Monochrome Investments Pvt. Ltd. 4) Kanji Pitamber Forex Pvt. Ltd. 5) Bliss GVS Pharma Ltd. 6) Mangalya Trading Co. Ltd. 7) TVS Infrastructure Ltd. 8) Ace Investments Services (I) Ltd. 	None

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956

In respect of resolution set out in Item Nos. 4 to 7 of the Notice

The Board of Directors of the Company (the Board) appointed, pursuant to the provisions of Section 260 of the Companies Act, 1956 (the Act) and Article 85 of the Articles of Association of the Company, Pradeep Kumar Mittal, Rakesh Bhartia, K.S.Vaidyanathan and Gautam Ashra as Additional Directors of the Company with effect from April 23, 2007, July 30, 2007, July 30, 2007 and September 28, 2007 respectively.

In terms of the provisions of Section 260 of the Act, the aforesaid Additional Directors would hold office up to the date of the Annual General Meeting.

The Company has received a notice in writing from a member along with a deposit of Rs. 500/- per person proposing the candidature of Pradeep Kumar Mittal, Rakesh Bhartia, K.S.Vaidyanathan and Gautam Ashra for the office of Directors of the Company under the provisions of Section 257 of the Act.

The aforesaid Additional Directors are not disqualified from being appointed as Directors in terms of Section 274(1)(g) of the Act and has complied with the requirements of obtaining the Director Identification Number in terms of Section 266A of the Act. The Company has received the requisite Form DD-A from the aforesaid Additional Directors in terms of the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules, 2003, confirming his eligibility for such appointment. The aforesaid Additional Directors hold no equity share of the Company as on date of this Notice.

A brief resume of the aforesaid Additional Directors, nature of their expertise in specific functional area and number of directorships and memberships/chairmanship of Board Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange in India, are provided in Report on Corporate Governance forming part of the Annual Report.

Bajaj Hindusthan Sugar and Industries Limited

(Formerly: The Pratappur Sugar and Industries Limited)

Pradeep Kumar Mittal, Rakesh Bhartia, K.S.Vaidyanathan and Gautam Ashra are interested in their respective resolutions of their appointment. Save as aforesaid, none of the other Directors of the Company are, in any way, concerned or interested in the Resolutions set out at Item Nos. 4 to 7 of the Notice.

The Board commends the Resolutions set out at Item Nos. 4 to 7 of the Notice for your approval.

In respect of Item No. 8

Section 269(1) of the Companies Act, 1956 lays down that every public company having a paid up share capital of Rs. 5 crore or more shall have a Managing Director, or Whole-time Director, or a Manager. A Manager in terms of the provisions of the Companies Act, 1956 is an individual who has management of whole or substantially the whole of the affairs of the company and should act subject to the superintendence, control and directions of the Board of Directors. The appointment and remuneration of a Manager is subject to approval by the shareholders at a general meeting to be held immediately after the date of such appointment and for a tenure not exceeding 5 (five) years at a time.

Chandresh Chhaya, aged 40 years holds a Bachelors Degree in Commerce and Law and Fellow Memberships of The Institute of Company Secretaries of India and Institute of Cost & Works Accountants of India. He has over 17 years of corporate experience including 4 years in Sugar Industry and has joined the Company w.e.f. June 27, 2007.

The Board of Directors at its meeting held on July 30, 2007 has, subject to approval of the shareholders at General Meeting and such other approval(s) / permission(s)/ consent(s) as may be required, appointed Chandresh Chhaya as Manager of the Company for a period of five years with effect from August 1, 2007 on terms and conditions set out in the Resolution of Item No.8 of the accompanying Notice. A statement pursuant to Section 302 of the Companies Act, 1956, in respect of the resolution passed by the Board of Directors in this regard was circulated to the Members of the Company.

The approval of the shareholders is sought pursuant to the provisions of Sections 198, 269, 387 of the Companies Act, 1956 read with Schedule XIII thereto, for the above appointment of Chandresh Chhaya as the Manager of the Company and payment of remuneration to him.

A copy each of the Resolution passed by the Board of Directors at its meeting held on July 30, 2007 and the Statement pursuant to Section 302 of the Companies Act, 1956, circulated to the shareholders, as referred to above, are available for inspection of members during business hours on all working days at the registered office of the Company up to the date of meeting.

The Board of Directors recommend passing of the Ordinary Resolution set out in Item No.8 of the Notice. None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

In respect of Item No. 9

The activities pertaining to share transfer / transmission, dematerialization / rematerialisation, etc. were being carried out by M/s. S.K. Computers, Kolkata. This firm was appointed when the registered office of the Company was at Kolkata which was subsequently shifted to Mumbai.

For operational convenience, the Board at its meeting held on July 30, 2007 appointed M/s. Intime Spectrum Registry Limited, Mumbai as share registrars and transfer agents of the Company in place of M/s. S.K. Computers with effect from September 1, 2007.

Such transfer of share related work would result in keeping the Register of Members, Index of Members, copies of Annual Returns, etc. at the premises of the new Registrar and Share Transfer Agent. The approval of the shareholders is required to be obtained for the aforesaid arrangement. An advance copy of the proposed Special Resolution set out in the accompanying notice will be delivered to Registrar of Companies, Maharashtra, Mumbai as required under Section 163(1)(iii) of the Companies Act, 1956.

The Board of Directors recommend passing of the Special Resolution set out in Item No.9 of the Notice.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

By Order of the Board of Directors

Place : Mumbai
Dated : December 26, 2007

Chandresh Chhaya
Manager & Company Secretary

Registered Office:
Bajaj Bhawan, 2nd Floor,
Jamnalal Bajaj Marg,
226, Nariman Point,
Mumbai - 400 021.