

BOARD OF DIRECTORS

Mr. K. M. Pai	Managing Director
Mr. S. R. Vyas	Executive Director
Ms. Anita Thapar	
Mr. Rameshwar Lal Maheshwari	
Mr. Pawan Agrawal	Nominee Director

COMPANY SECRETARY

Mr. S. R. Vyas

BANKERS

Bank of India
Bank of Bahrain and Kuwait
Hongkong and Shanghai Banking Corporation
Punjab National Bank

AUDITORS

M/s R. P. Malhan & Co.
Chartered Accountants
IA & C, Vandhana Building,
11, Tolstoy Marg,
New Delhi – 110001

REGISTERED OFFICE

Village Dora, Taluka Amod,
Dist. Bharuch – 392230, Gujarat (INDIA).

WORKS

1. Village Dora, Taluka Amod,
Dist. Bharuch – 392230, Gujarat (INDIA).
2. Village Chokkahalli,
Taluka Hoskote, Bangalore (Rural) – 562114
Karnataka (INDIA).

REGISTRAR AND SHARE TRANSFER AGENT

MCS Limited
Neelam Apartment, 88, Sampatrao Colony,
Above Chappan Bhog Sweets,
Alkapuri, Vadodara – 390007
Tel. 0265 – 2339397 Fax. 0265 – 2341639
Email : mcsbaroda@yahoo.com

GENERAL INVESTOR QUARRIES:

Contact Person: Mr. S. R. Vyas
Tel. No.: +91 – 2641 – 235151, 235153
e-mail ID: investor@bellceramic.com

MANAGEMENT TEAM

Mr. A. N. Rangaswamy	– President (Marketing)
Mr. C. S. Murthy	– Technical Advisor
Mr. G. P. Zala	– GM (Finance & Accounts)
Mr. Krishnakumar T. V.	– GM (Operations)
Mr. A. K. Pujari	– GM (Operations)
Mr. G Sudarsan	– AGM (Production)
Mr. G. Vaidyanthan	– AGM (Materials)

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NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of Bell Ceramics Limited will be held on Saturday the 18th September 2010 at 12.00 noon at the Registered Office of the Company at Village Dora, Taluka Amod, District Bharuch - 392230, Gujarat, to transact the following business.

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March 2010, the Profit and Loss Account for the year ended on that date and the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Ms. Anita Thapar who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint a Director in place of Mr. Rameshwar Maheshwari who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, the 13.09.10 to Friday the 18.09.10 (both days inclusive).
4. The shareholders are requested to: -
 - a) intimate the change in their address for shares held in physical mode to the Registrar and Transfer Agent, viz, MCS Limited, Vadodara and to the concerned Depository Participants for shares held in electronic mode.
 - b) quote Ledger Folio/client ID numbers in all their correspondence.
 - c) bring copy of the Annual Report and Attendance slip with them at the AGM.
5. Members desirous of getting any information about accounts and operations of the Company are requested to address their communication well in advance so that the same reaches to the Company at least 10 days before the meeting to enable the management of the Company to keep the information required readily available.

Regd. Office:
Village Dora, Taluka Amod
District Bharuch, Gujarat
Date: 29.05.2010

By Order of the Board
S. R. Vyas
Executive Director and
Company Secretary

Documents for Inspection;

Copies of the documents mentioned in the notice as above is available for inspection by the members on any working day at the Registered office of the company during office hours.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time of holding the meeting.

Regd. Office:
Village Dora, Taluka Amod
District Bharuch, Gujarat
Date: 29.05.2010

By Order of the Board
S. R. Vyas
Executive Director and
Company Secretary

DIRECTORS' REPORT

Your Directors submit herewith the Twenty Fourth Annual Report and the Audited Accounts of the Company for the financial year ended 31st March 2010.

FINANCIAL RESULTS

	(Rs. in lacs)	
	Current Year 2009-10	Previous Year 2008-09
Sales & Other Income	16666.11	20248.33
Operating Profit	1467.52	2367.86
Interest	1088.02	1163.21
Profit Before Depreciation & Amortization	379.50	1204.65
Depreciation & Amortization of Misc. Expenses	1114.60	1119.27
Profit/(Loss) before extra ordinary items and tax	-735.10	85.38
Add : Prior Period Adjustments	-2.54	-12.62
Profit/(Loss) Before Tax	-737.64	72.76
Less : Provision for Tax		
- Current Year	0.00	0.00
- Earlier Year	-95.65	-5.35
- FBT	-6.61	-23.52
- Deferred Income Tax	202.57	-10.59
Profit/(Loss) after Tax	-637.32	33.30
Profit/(Loss) b/f from previous year	-2804.90	-2838.20
Amount Available for appropriation	-3442.22	-2804.90
Profit/(Loss) carried to Balance Sheet	-3442.22	-2804.90

DIVIDENDS

In view of the losses for the year, your Directors do not recommend any dividend on the Preference and Equity Share Capital.

Scheme of Arrangement – Restructuring of Capital

As the members are aware, the Scheme of Arrangement (the Scheme) under the provisions of Section 391 and 394 and 100 to 104 of the Companies Act, 1956 was approved by the Shareholders of the company at their EGM held on 10.11.09. The Scheme was then submitted to the Gujarat High court for its approval. The salient features of the scheme are as detailed hereunder:

- a) a sum of Rs 1434.76 lakh being 2/3rd of the total amount of Equity Share Capital as appearing in the books of the Company to be written off from the Share capital and to be credited to Capital Restructuring Account.

- b) By writing off the amount of Rs 1434.56 lakh from the share capital of the company, the equity share of Rs 10/- each fully paid up will reduce to Rs 3.33 per equity share, fully paid up.
- c) After the adjustments of writing off capital is done, the Company shall consolidate 3 equity shares of Rs. 3.33 (as reduced) each fully paid up into 1 equity share of Rs. 10/- each fully paid up;
- d) General Reserve Balance of Rs 1460.75 lakh as at 31.03.08 to be transferred to Capital Restructuring Account.
- e) the Company shall set off its accumulated losses of Rs 2838.20 lakh as at 31st March, 2008 against the Capital Restructuring account of the Company created from the paid up capital of the Company pursuant to Sections 391 to 394 and other applicable provisions of the Act.
- f) The Company shall convert its 1,50,00,000 Redeemable cumulative Preference shares of Rs 10/- each fully paid up into Equity share of Rs 10/- each fully paid up at a premium of Rs 20/- per share.
- g) Accumulated amount of preference dividend aggregating to Rs. 1564.51 lakh payable as on 31.03.2008 and further amount payable to the Preference shareholders as dividend till the effective date of the scheme shall stand cancelled.

The said scheme has now been approved by the Hon'ble High Court of Gujarat, Ahmedabd vide its order dtd 02.07.2010. On filing the same with the office of Registrar of companies, Gujarat the scheme has become effective from 15.07.10. The company has intimated 27.07.2010 as the Record Date for the purpose of implementation of the Scheme.

MANAGEMENT DISCUSSIONS & ANALYSIS

Management discussion and analysis report annexed herewith is forming part of this report inter alia adequately deals with the operation and the current and the future outlook of the Company.

CORPORATE GOVERNANCE

As required under clause 49 of the Listing Agreement with the Stock Exchanges, the Report on "Corporate Governance" together with Auditors' Certificate regarding compliance of the code of Corporate Governance is annexed herewith.

REDEMPTION OF PREFERENCE SHARES

As per the terms of the issue and extension granted at the previous Annual General Meeting, the (first installment @

Rs. 4/-) on the 8% (earlier 12.5%,) 1,50,00,000 Cumulative Redeemable Preference Shares ("the preference shares") of Rs. 10/- each aggregating Rs. 1500 lakhs have become due for redemption during this financial year starting from February 2010.

However, as per the Scheme of Arrangement entered into between the company and its shareholders, the entire Preference Capital of Rs 1500 lakhs is to be converted into Equity share capital at a premium of Rs 20/- per share. The preference shareholders of the company have consented for the said conversion as also for waiver of their right of accumulated Preference dividend till the effective date of the Scheme. Now the scheme has been approved by the Hon'ble High Court of Gujarat vide its order dtd 02.07.10. With the above development there will not be any Redemption of Preference shares.

DIRECTORS' RESONSIBILITY STATEMENT

Pursuant to provisions of Section 217(2AA) of the Companies Act, 1956, your directors hereby confirm that:

- a) in the preparation of Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the accounting policies selected had been applied consistently and judgments and estimates made 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 31 March 2010 and of the loss for that period;
- c) proper and sufficient care had been taken 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; and
- d) the annual accounts had been prepared on a going concern basis.

AUDITORS' REPORT

Referring to the remarks printed in italic in the para (v) and (vi) of the Auditors Report, the Directors would like to submit as under:

Note to remark in para (v) of the audit report:

Due to the financial difficulties experienced by the Company there was a continuous default in repayment of the installments of NCDs placed by IDBI Bank Ltd with the company. This default continued for more than a year as at 31.03.2008. By virtue of the provisions of Section 274(1) (g)

of the Companies Act 1956, all the members on the Board as at 31.03.2008 except the Nominee Director were declared disqualified for their re-appointment on the Board of this company as also for their appointment on the Board of other Public limited companies for a period of five years.

During the year 2008-09, IDBI Bank Ltd had restructured the entire liability of the company. The NCDs privately placed with IDBI Bank were converted into Rupee Term Loan effective 01.04.2008. With this the disqualification has been removed. Accordingly the Company has submitted an application with Central government for removal of the disqualification of Shri K M Pai, the Managing Director and Shri S R Vyas, Executive Director.

The Company has been also legally advised about removal of disqualification on IDBI Bank converted the liability of NCDs into Rupee Term Loan effective 01.04.2008.

Note to remark in para (vi) of the audit report:

As per the terms of the issue and extension granted at the previous Annual General Meeting, certain installments aggregating Rs. 480 lakh on the 8% (earlier 12.5%) 1,50,00,000 Cumulative Redeemable Preference Shares ("the preference shares") of Rs. 10/- each have become due for redemption during this financial year.

As explained hereinabove, a Scheme of Arrangement has been entered into between the company and its shareholders for:

- (a) Reduction in the Equity share capital of the company by writing off a sum of Rs 1434.76 lakh being 2/3rd of the total amount of Equity Share Capital as appearing in the books of the Company and
- (b) Conversion of the entire Preference Capital of Rs 1500 lakhs into Equity share capital at a premium of Rs 20/- per share.

The scheme was approved by the shareholders at their EGM held on 10.11.09. The Preference shareholders of the company have also consented for the conversion of Preference capital into Equity capital as also for waiver of their right of accumulated Preference dividend till the effective date of the Scheme.

Now the scheme has been approved by the Hon'ble High Court of Gujarat vide its order dtd 02.07.10. With the above development there will not be any Redemption of Preference shares.

Note to remark in para 9(a) to Annexure to Auditors' Report :

Regarding dues of the Tax Deducted at Source and Fringe Benefit Tax liability outstanding for the period of more than six months, the Directors expect to clear the liability on improvement in operations. Delay is on account of continuous losses incurred by the company.

PUBLIC DEPOSITS

The Company has not accepted any deposits from the Public during the financial year ended 31 March 2010.

DIRECTORS

At the ensuing Annual General meeting, Ms. Anita Thapar and Mr. Rameshwar Lal Maheshwari, the Directors of the Company shall retire by rotation and they being eligible offer themselves for re-appointment.

PARTICULARS OF EMPLOYEES

The information required under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, forms part of this Report.

However, as per the provisions of Section 219(1)(b) of the Companies Act, 1956, the Report and Accounts are being circulated to the shareholders do not include the Statement of Particulars of Employees under Section 217(2A) of the Act. Any shareholder interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office.

PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY ETC.

Information as per Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosures of Particulars in respect of the Board of Directors) Rules, 1988 and forming part of this report is annexed to and forming part of this report.

AUDITORS

The Auditors of the Company M/s. R. P. Malhan & Company, Chartered Accountants, New Delhi, shall retire at the ensuing Annual General Meeting and being eligible, offers themselves for reappointment. A confirmation has been received from them that if reappointed, their reappointment shall be within the limits prescribed under section 224(1B) of the Companies Act, 1956.

ACKNOWLEDGEMENT

Yours Directors place on record their sincere appreciation of the continued co-operation and support extended by financial institutions more particularly to IDBI Bank Ltd, other banks, suppliers, dealers, C&F Agents, customers, employees and various Central and State Government Agencies. The Directors also take this opportunity to thank the shareholders for their continued confidence reposed in the Management of the Company.

For and on behalf of the Board

Place : Mumbai
 Date : 20.05.2010

K. M. Pai
 Managing Director

ANNEXURE TO THE DIRECTOR'S REPORT

Conservation of Energy:

A. Energy Conservation measure taken:

During the year the operation of 1000 KVA Generating Set taken on BOOT remained satisfactory for generation of electricity.

B. Technology absorption:

Despite lower capacity utilization at the Bangalore plant, the per unit consumption of LPG could be controlled by effectively managing the process parameter.

C. Research and Development (R&D):

No major R & D activities were carried out. However efforts continued to improve the process parameters for better quality of the products.

a) Production Development:

- Efforts continued for development of wall tiles & floor tiles with new tones/hues in popular designs, new textures as per the requirement of the market.
- development of local sources for spares for the imported machines to reduce dependence on import.

b) Cost Reduction:

- Efforts made to source alternative raw materials for reduction in the cost as also flexibility in the input materials.

c) Benefits derived as a result of the above R&D:

- Due to under utilization of the plant capacity , the benefits could not be noticed of the various steps taken in the process.

d) Future Plan of Action:

- Efforts continue to increase the production level and to concentrate on quality products.

e) Expenditure on R&D:

- During the year Company has spent nominal amount on R&D.

f) Foreign Exchange Earnings & Outgo:

- The information of foreign exchange earnings & outgo are contained in para 13, 14 and 15 of the notes to accounts in Schedule 17.

MANAGEMENT DISCUSSION AND ANALYSIS

Industrial Scenario

Though it has been reported that the world economy started witnessing signs of recovery from the global recession from the second quarter of the current year, the market remained volatile for most part of the year due to disturbances in various part of the world. In the earlier part of the year, the economic crises of Dubai market had impacted the recovery process. In the later part of the year, the financial situation in the European countries have gone out of control. Efforts are still on to improve the situations but the conditions are so bad that it may take long time for normalcy in the situation.

Being a part of the global operations, the Indian economy also experienced volatility in its efforts of achieving desired growth in GDP. Desired results are yet to be seen in improving the export earning of the country. The relief experienced by the developing countries during the previous year in the form fall in the prices of Crude in the international market did not continue for a long time. The prices of crude have once again been looking up. The Indian Government is forced to withdraw the relief package granted to the industry in the previous year to overcome the situation of recession. The very high inflationary trend in the prices of basic food grains have forced the government to take hard decisions in other sectors. The appreciation of the Indian currency to the extent of about 10% as compared to the exchange rate prevailed in the last year resulted into lower earning in the export market as compared to the domestic market. High volatility in the international market more particularly in the economies of developed countries like USA and Europe resulted into increase in the prices of major minerals. There is still uncertainty prevailing in the international market. In the circumstances, more efforts would be required to sustain the Industrial growth at the desired rate.

Outlook of the Industry

During the year, there is an improvement in the real estate market of the country more particularly due to the support extended by the Central and state Government agencies in the form of huge spending on infrastructures. Improvement in the demand of housing and commercial complexes in the private sector still needs to be looked upon. The concessions in the rate of interest on housing granted in the previous year have been withdrawn by most of the banks as a part of precautionary measure to avoid the situation of high ratio of NPA in their real estate financing. Ceramic tiles industry in India continues to face the problem of overcapacity situation. With huge default on financial commitments in the international market, the export of ceramic tiles have drastically come down. There was always a pressure in

selling the products resulting into lower sales realizations. The industry has to carry higher inventory of the finished goods which resulted into additional working capital requirement and higher finance cost. Declining per unit sales realizations coupled with increase in the cost of production have kept a pressure on profit margins for most of the players in the industry.

During the 2nd half of the financial year 2009-10 the industry has witnessed growth from the domestic market. However increase in the prices of land in the B And C class towns during the year would again be a negative factor for the industry. The major demand driver for the recovery in the economy is expected to come from the spending on infrastructures by the Government in the years to come as also from improvement in the Agricultural sector.

Review of Company's operation:

On account of reduction in the market share of the company's product, there was fall in the capacity utilization of the plants. During the year the production was reduced by 23% in terms of quantity whereas the sales reduced by 15% in terms of quantity.

DORA (Baroda) Unit

Due to lower off take in the market, there was always a shortage in the availability of the working capital finance. The company was forced to reduce the production resulting into under utilization of the plant. The unit opted for repair of the plant and machinery by spending sizable amounts to improve the health. With this the unit achieved production for the year at 34.54 lakh m2 against the production of 48.98 lakh M2 during the previous year which shows reduction of 30%. However the sales was lower by 16% as compared to previous year which was possible by reducing the inventory of the Finished goods. Due to under utilization of the plant capacity, the fixed cost could not be amortised resulting into the higher effective per unit cost of production. The company has already started taking steps to regain the earlier situation by up gradation in the existing product and by improving the product mix to suit the market requirements. These efforts would result into higher capacity utilization.

HOSKOTE (Bangalore) Unit

The product from this unit have been well accepted in the market of the southern part of the country. The financial crises in the gulf countries impacted the activities in the south India market. The kerala market was highly affected as the major income in the state was from the NRIs working in the gulf countries. The performance for the first six months of the year were comparable with the performance of the previous year. However due to lower off take in market, the inventory increased and the unit was forced to lower its capacity

utilization. The production and sales at this unit reduced by 17% and 14% respectively over the previous year. This unit was operated at 85% of the installed capacity. In the second half of the year there was steep increase in the prices of LPG which has been used as fuel at this unit. This has reduced the operating margin considerably. Some relief in the cost was due to the ability to use higher % of electricity from the grid as compared to generation of electricity. The unit is looking for the opportunity to replace use of LPG (a costly fuel) by availability of natural gas in years to come through proposed pipe line from GAIL. The company has diversified in its marketing activities to achieve higher utilization of the plant.

Risks and Concerns

- (a) On account of the gradual depletion in the availability of natural gas from the domestic sources, GAIL has now been supplying imported LNG (Liquefied Natural Gas) along with the gas from the domestic supply. The prices of the natural gas supplied from the domestic source have been revised upward during the year. This has increased the cost of fuel at the Gujarat plant of the Company. The gap in the demand supply position of natural gas (including the imported gas) is widening and this is adversely affecting the supply of gas on a continuous basis.
- (b) The disturbance in the European market due their inability to meet the financial obligation in the international market, would impact the working of the ceramic tile industry in India which is more dependent on these countries for its requirements of machinery parts, some raw materials and the capital equipments.
- (c) Dumping of ceramic tiles from China at a very low price is a big threat to the industry.
- (d) In the international market the crude prices continued to be on the upward trend. Frequent increase in the prices of crude in the international market results into increase in the diesel and petrol prices in the Indian market. This has direct impact on the freight cost for both the incoming and outgoing materials. Power and fuel cost being a major component in ceramic tile manufacturing, the cost of production is also being affected due to frequent increase in the prices of HSD and LPG. The position on the supply price of crude is not likely to improve in the near future.

Internal Control System and their adequacy

The various internal control systems prevalent in the Company include:

- (a) Implementation of an ERP System for out bound logistic (sales & marketing), Company's accounting systems and for manufacturing activities have strengthened the Management information system.
- (b) Periodical verification of assets at both the plants of the Company and stocks of finished goods at warehouses as well as at the depots through out the country were carried out at a regular interval both internally as well as through independent firms of Chartered Accountants.
- (c) Generation of periodic management reports to monitor the statutory and other compliance.
- (d) Review of the internal audit system and compliance of the accounting standards prescribed by the Institute of Chartered Accountants of India by an independent audit committee.

Discussion on financial performance with respect to the operations of the Company

Your Company achieved the turnover of Rs. 16456 lakhs during the year against the turnover of Rs. 20063 lakhs for the previous year which shows reduction in turnover by 18% over the previous year.

For the year ended 31.03.2010, the Company has incurred cash profit of Rs. 380 lakhs (previous year cash profit of Rs.1205 lakhs) and incurred net loss before Extra ordinary items and tax of Rs. 738 lakhs (previous year profit of Rs. 73 lakhs).

During the year under review, there was some delay in meeting the financial obligations with IDBI Bank and other banks.

Due to shortfall in meeting the projections of financials, the working capital banks though apprised enhancement in the requirement have not provided required fund resulted into lower productivity during the year.

Material developments in human resources and Industrial Relations

The Company has been regularly monitoring its policy for enhancement in the skills of its employees by providing need based training.

Industrial Relations continued to be cordial during the year resulting in constant co-operation by all the employees in day-to-day work and implementing policies of your Company.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company strongly believes that good Corporate Governance is a pre-requisite for enhancing shareholders' long term value. The Company's policies and practices are aimed at efficient conduct of business and effectively meeting its obligations to shareholders. The Company has been consistently improving transparency and accountability to all its stakeholders.

2. BOARD OF DIRECTORS

Composition and Category of Directors

As per the Corporate Governance, the Company has an appropriate mix of Executive and Independent Directors to maintain the independence of the Board and to separate the Board functions of Governance and management. The Board consists of 5 Directors, 2 of whom are Executive or Whole time Directors (WTD) and 3 are Independent Directors.

Table hereunder gives the composition of Board.

Sr. No.	Category	Name of Director
I.	Promoter and Non-Executive Directors	Nil
	Promoter and Executive Director	Nil
II.	Executive Directors	1. Shri K.M. Pai – Managing Director (Reappointed w.e.f. 01.01.2010) 2. Shri S. R. Vyas – Executive Director (Reappointed w.e.f. 01.01.2010)
III.	Independent and Non-Executive Directors	1. Ms Anita Thapar (appointed w.e.f 30.09.08) 2. Shri Rameshwar Lal Maheshwari (appointed w.e.f. 30.09.08)
IV.	Nominee Director	1. Shri Pawan Agrawal - Nominee of IDBI Bank Ltd. (appointed w.e.f. 15.09.08)

Attendance of Directors at the Meeting of Board of Directors (BoD) held during the financial year 2009-2010 and the Annual General Meeting (AGM) held on 29th July 2009 are as follows:

Details of Meeting of Board of Directors and AGM held during the year 2009 – 2010.

Meeting	Date	No. of Directors Present
Board	12.05.2009	3 - Three
Board	29.05.2009	3 - Three
Board	29.07.2009	4 - Four
Board	30.10.2009	4 - Four
Board	30.01.2010	4 - Four
AGM	29.07.2009	3 - Three
EGM	10.11.2009	1 - One

The record of attendance of Directors at Board Meetings and AGM and the details of their directorship, Membership and chairmanship of other Public Limited companies

Name of Director	No. of Board Meetings attended	Attendance at the AGM	No. of other directorship and Committee Membership/Chairmanship		
			Other Directorship	Committee Membership	Committee Chairmanship
Shri K. M. Pai	5- Five	Yes	Nil	Nil	Nil
Shri S. R. Vyas	5- Five	Yes	Nil	Nil	Nil
Ms. Anita Thapar	4- Four	Yes	Nil	Nil	Nil
Shri Rameshwar Lal Meheshwari	Nil	No	Nil	Nil	Nil
Shri Pawan Agrawal	4- Four	Yes	Nil	Nil	Nil

Other Directorship- It includes directorship of public limited companies only (either listed or not)

\$ **Committee Membership and Committee Chairmanship**- only membership and chairmanship of Audit committee and Shareholders/ Investors' Grievance Committee have been considered

Code of Conduct

Pursuant to clause 49.I.D.(i) of the listing Agreement, the Board has laid down the Code of Conduct for all the members of the Board and the senior management of the company. The same have been posted on the website of the Company. Further the Company has received confirmation from all the members of the Board and the senior management regarding compliance of the code for the year ended 31.03.2010.

3. AUDIT COMMITTEE

Brief description of Terms of Reference

To oversee the Company's financial reporting process, internal control systems, review of the accounting policies and practices, reports of the Company's internal auditors and financial statements audited by the statutory auditors as also to review financial and risk management policies.

- (A) Constitution : Reconstituted by the Board of Directors at its meeting held on 30.06.2008
- (B) Composition, Names of Members and Chairperson : Consists of 2 independent Directors as under

Name of Director	No. of Meetings held	No. of Meetings attended
Ms. Anita Thapar-Chairperson	Four	Four
Shri K M Pai	Four	Four
Shri Pawan Agrawal	Four	Three

- (C) Details of Audit Committee meetings held during the year 2009-10. :

Date	No. of Directors Present
29.05.2009	2-Two
29.07.2009	3-Three
30.10.2009	3-Three
30.01.2010	3-Three

- (D) Name and designation of Compliance Officer : Shri S. R. Vyas, Executive Director and Company Secretary