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# **CHANDRA PRABHU INTERNATIONAL LIMITED**

## **25<sup>th</sup> ANNUAL REPORT 2009-2010**

# **BOARD OF DIRECTORS**

## **MANAGING DIRECTOR**

Mr. Akash Jain

## **DIRECTORS**

Mr. Piyush Jain

(Executive Director upto 31/05/09)

(Resigned on 18/11/09)

Mr. Ved Prakash Goel

Mr. Jagdish Jhunjhunwala

Mr. Prakash Goyal

Mr. Sudhanshu Mishra

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## **AUDITORS**

M/s. J P S & Company

Chartered Accountants

New Delhi

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## **REGD. OFFICE**

14, Rani Jhansi Road,

New Delhi 110 055

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## **BRANCHES**

Bhatinda, Chandasi, Guwahati & Gurgaon

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## **BANKERS**

State Bank of Bikaner & Jaipur

New Delhi

HDFC

New Delhi

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**NOTE : Members are requested to bring their copy of the Annual Report at the time of attending the Annual General Meeting. No extra copies of Annual Report shall be provided at the venue of the AGM.**

**No gifts or coupons would be given to the shareholders for attending the Annual General Meeting.**

## NOTICE

Chandra Prabhu International Ltd.



Notice is hereby given that the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the Members of **CHANDRA PRABHU INTERNATIONAL LTD.** will be held on Thursday, the 30<sup>th</sup> day of September, 2010 at 11.30 A.M. at Khasra No. 77, Gurudwara Road Siraspur New Delhi 110042, to transact the following business(s):

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Profit and Loss Account of the Company for the financial year ended 31<sup>st</sup> March, 2010, the Balance Sheet as at that date & the Reports of Directors & the Auditors' thereon.
2. To declare final dividend on equity shares.
3. To appoint a Director in place of Sh. Ved Prakash Goel who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Sh. Sudhanshu Mishra, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Statutory Auditors and to authorise Board of Directors to fix their remuneration. The retiring Auditor, M/s. J.P.S. & Company, Chartered Accountants, retires and being eligible offers themselves for re-appointment.

### **SPECIAL BUSINESS**

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION** :-

**"RESOLVED THAT** the Board of Directors be and is hereby authorised to appoint auditors qualified for the appointment as auditors of the Company U/S 226 of the Companies Act, 1956 for auditing the accounts of the branches of the Company U/S 228 of the Companies Act, 1956 situated at Bhatinda, Chandasi, Guwahati and Gurgaon, in consultation with the Statutory Auditors' of the company, at a remuneration to be decided by the Board of Directors and agreed by such auditors,

plus out of pocket expenses."

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION** :-

**"RESOLVED THAT** in partial modification of earlier resolution passed by the members at the 22<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> September, 2007, approving terms and conditions and remuneration of Mr. Akash Jain, Managing Director of the Company, the Company hereby approves, in accordance with the provisions of section 198, 269, and 309 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the increase in the remuneration of Mr. Akash Jain, Managing Director of the Company, for the remaining period of his tenure of office, with effect from September 01, 2010, as set out in the explanatory statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** all other terms and conditions of appointment of Mr. Akash Jain, Managing Director, as approved earlier by the members shall remain unchanged.

**RESOLVED FURTHER THAT** any director of the company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient to give effect to this resolution."

**By order of the Board of Directors**

#### **Registered Office:**

14, Rani Jhansi Road,  
New Delhi 110 055

**Akash Jain**  
**Managing Director**

**4<sup>th</sup> September, 2010**

## NOTICE

Chandra Prabhu International Ltd.



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 AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE MEETING.

2. THE EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956, SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS UNDER ITEM NO. 6 AND 7 IS ANNEXED HERETO.

3. The Register of members will be closed from Saturday 25<sup>th</sup> September, 2010 to Thursday 30<sup>th</sup> September, 2010 (both days inclusive) under section 154 of Companies Act 1956, for the purpose of payment of dividend and 25<sup>th</sup> Annual General Meeting. The dividend declared at the AGM will be paid to those members whose names are on Register of Members of the Company as 24<sup>th</sup> September, 2010.

4. The members holding shares in physical form are requested to intimate to the registrar and Transfer Agent, Alankit Assignments Ltd, 2E/21, Jhandewalan Extn., New Delhi 110055, change of address, if any, at the earliest quoting their registered folio number. Change of address in respect of shares held in demat form is required to be intimated to the concerned Depository Participant.

5. Final Dividend on Equity shares as recommended by the Directors for the year ended March 31, 2010 when declared at the meeting will be paid on or before 29<sup>th</sup> October, 2010:-

- a) To those members whose names appears on the Company Register of Members after giving effect to all valid share transfers in physical form lodged with Alankit Assignment Ltd, Registrar and

share transfer agent of the Company on or before 24<sup>th</sup> September, 2010.

- b) In respect of shares held in electronic form, to those "deemed members" whose names appear in the statements of beneficial ownership furnished by NSDL(National Securities Depositories Ltd.) and CDSL(Central Depository and Services Ltd.) as on 24<sup>th</sup> September, 2010.

6. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date, preferably at least seven days prior to the date of meeting, so as to enable the management to keep the information ready.

7. Members/Proxies should bring the attendance slips duly filled in for attending the meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easy identification of attendance at the meeting.

8. Pursuant to Section 205A and Section 205-C, the Company had no unclaimed dividend upto the Financial Year 2002-2003, therefore was no requirement to transfer to the Investor Education and Protection Fund.

9. Brief resume, pursuant to clause 49 of the Listing Agreement of the Directors proposed to be appointed/reappointed at the Annual General Meeting, nature of their expertise in specific functional areas and name of companies in which they hold directorship, are given hereinunder :

### **Mr. Ved Prakash Goel**

Mr. Ved Prakash Goel, age about 67 years, has been a Director of the company since 1<sup>st</sup> October, 2003. He has done graduation with consistent good academic record. Mr. Goel is a well known entrepreneur having vast knowledge and experience of business and corporate functioning. His expertise in specific functional areas include

## NOTICE

Chandra Prabhu International Ltd.



finance, investment and management. Mr. Goel does not hold any other directorship.

### **Mr. Sudhanshu Mishra**

Mr. Sudhanshu Mishra, age 34 years, has been a Director of the company since 29<sup>th</sup> September, 2001. He has done his B.Tech with thrust to become an entrepreneur and gained qualitative experience, expertise and knowledge in the trading coal. Mr. Mishra holds other directorship in M/s. Chandra Prabhu Overseas Ltd., the subsidiary of the company, only.

### **EXPLANATORY STATEMENT PURSUANT TO SEC.173 (2) OF THE COMPANIES ACT, 1956**

#### **Item No. 6**

Company has branches at Bhatinda, Chandasi, Guwahati and Gurgaon, according to Section 228 of the Companies Act, 1956 the account of branch office shall be audited by Statutory Auditor or a person qualified for appointment U/s. 226 of the Companies Act, 1956. The consent of the Company is required to appoint the Branch Auditors. Therefore, your directors have recommended the same for your approval.

#### **Item No. 7**

At the 22<sup>nd</sup> Annual General Meeting held on September 29, 2007, the Members of the Company approved the appointment of Mr. Akash Jain, as Managing Director of the Company, for a period of Five Years w.e.f. February 01, 2007 at a monthly remuneration of Rs. 35,000/- (Basic-Rs. 25,000, HRA-Rs. 10,000/-).

Taking into consideration the prevailing trends in the market/Industry, compensation packages and also valuable contribution made by Mr. Akash Jain, attributing to the growth of approx. 167%, in the turnover of the Company during the year under review, the compensation of staff members was

increased and the Board proposed to enhance remuneration payable to Mr. Akash Jain, Managing Director of the company, to Rs. 75, 000 per month, with effect from September 01, 2010, as under:-

	<b>Existing</b>	<b>Revised</b>
Basic Salary (Rs.)	25,000/-	55,000/-
HRA(Rs.)	10,000/-	20,000/-

However, all other terms and conditions, of the appointment of Mr. Akash Jain, will remain unchanged. The increased remuneration will be subject to the overall limits as provided under Section 198, 269, 309, 310, 311 and in terms of Section I of Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956.

The Directors of the Company on recommendation made by the Remuneration Committee have approved the proposal of increase in their remuneration, subject to the approval of the members.

Your Directors recommend the resolution for approval by the members of the Company.

The above variation in the terms of remuneration of Mr. Akash Jain, as mentioned in Item No. 7 of the Notice will be treated as an abstract under Section 302 of the Companies Act, 1956.

None of the Directors of the Company except Mr. Akash Jain, is in any way concerned or interested in this resolution.

**By order of the Board of Directors**

#### **Registered Office:**

14, Rani Jhansi Road,  
New Delhi 110 055  
**4<sup>th</sup> September, 2010**

**Akash Jain**  
**Chairman**



## To the members

**Chandra Prabhu International Ltd.** Your Directors are pleased to have this opportunity to report on Company's progress during the year 2009-2010 and to submit the 25th Annual Report & Audited Balance Sheet as on 31st march, 2010 and Profit & Loss Account for the period ended on 31st March, 2010.

	(Rs. in Lacs)	
<b>Financial Results</b>	<b>2009-10</b>	<b>2008-09</b>
Turnover/Income from operations	3465.20	1298.99
Other Income	52.65	23.73
<b>Profit/(Loss) before tax,</b>		
<b>Interest &amp; depreciation</b>	180.29	53.22
Interest	16.76	6.87
Depreciation	14.01	8.09
<b>Profit/(Loss) before tax</b>	149.52	38.26
Provision for Taxation	36.00	5.00
Provision for Fringe Benefit Tax	Nil	1.50
Tax related to earlier years (FBT)	Nil	0.06
Tax related to earlier years	0.56	0.50
Deferred Tax	(1.37)	(0.07)
<b>Profit/(Loss) after tax</b>	114.33	31.27
Surplus brought forward from Previous Year	252.70	221.43
<b>PROFIT AVAILABLE FOR APPROPRIATION</b>	367.02	252.70
Appropriations:		
Proposed Dividend	36.98	NIL
Tax on Proposed Dividend	6.29	NIL
Transfer to General reserve	3.00	NIL
Surplus carried to Balance Sheet	320.75	252.70

## OVERALL PERFORMANCE

The year under review resulted in Net Profit of Rs. 114.33 Lacs as compare to Net Profit of Rs. 31.27 Lacs during the previous year. The company has outperformed during the year and the turnover during the year increased by approx 167% at Rs. 3465.20 Lacs as against Rs. 1298.98 Lacs in the previous year. The management is hopeful to maintain the momentum of growth in future also.

## DIVIDEND

The Board has recommended a final dividend of Rs. 1/- per equity share [ @ 10% on face value of Rs 10/- per equity share] to be appropriated from the profits for the 2009-10 subject to the approval of shareholders at the ensuing general meeting. The dividend shall be paid in compliance with applicable regulations.

## CORPORATE GOVERNANCE

Your company has complied with the mandatory provisions of clause 49, relating to Corporate Governance, of the Listing Agreement with the Stock Exchanges. A comprehensive report on Corporate Governance forming part of the Directors' Report and the certificate from the company's statutory auditors confirming the compliance of conditions on corporate governance is included in the Annual Report.

## FUTURE PROSPECTS

With the existing trading portfolio of synthetic rubber, Petrochemical and Coal, the Company has improved significantly its overall performance in the past. The Company had extended its product portfolio to include minerals along with the existing products which will improve performance of the company in future. Turnover in coal has sustained the growth momentum as in the past and rubber has registered tremendous growth during the year and the company shall endeavor to capitalize further.

On an overall basis, we expect a robust growth and enhanced market share on the strength of its existing product portfolio, operational efficiency and enhanced network alongwith the successful implementation of trade in minerals in future. The Board expects that the Company will continue to improve its overall performance and excel to enhance the profitability of the Company, in the present economic scenario and huge potential demand of these products in the Indian market, via its strategy competency, operational efficiencies.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### FORWARD LOOKING STATEMENTS

Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projects in any such forward- looking statements.

The Company assumes no responsibility to Company amends, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events



Chandra Prabhu International Ltd. is a well known name in the trading of Coal, Synthetic Rubber and Chemicals for last many years. Over the years Chandra Prabhu International Ltd. Has built a formidable reputation of being a completely professionally managed Company where customer satisfaction is of paramount consideration.

**Industry: opportunities & Threats**

ite of slow recovery of economic slowdown worldwide, India economy robust turnaround is distinctively marked a difference which is positive indication for the future of the company.

As per the detailed report published by 'Economic Advisory Council to the Prime Minister' on the 'Economic Outlook for FY 2010-2011' in India, the performance of the Indian economy in 2009-10 greatly exceeded expectations. The global economic and financial situation is recovering slowly. The implications of this, for India's strategy to return to the 9.0 per cent growth trajectory, are that public policy must promote business confidence and facilitate increased investment.

In 2009-10 the mining sector output grew at 10 per cent but a slowdown is expected in 2010-11 with a projected growth of 8.0 per cent in both output and GDP arising in the sector. Overall, expectation is GDP arising in the industrial sector to expand 9.6 per cent in 2010-11, rising to 10.3 per cent in 2011-12.

The company being a trading company the activities of the company can be broadly divided into four business segments i.e. coal, Synthetic Rubber, petroleum products and minerals.

The Indian coal industry is the fourth largest in terms of coal reserves and third largest in terms of coal production in the world. Recognized as the most important source of energy for electricity generation, other industries such as steel, cement, fertilizers and chemicals are major sectors of coal consumption. As per "Indian Coal Industry outlook till 2012" a market research report by RNCOS, coal requirement for the power utility will grow at a CAGR of around 10% during 2007-2008 to 2011-12, Coal demand from the Indian cement industry looks bright and it is expected that coal requirement by the industry will rise steadily and coking

coal requirement in steel production is expected to touch over 85.34 million tonnes in 2011-12

The rubber industry in India is basically divided in two sectors - tyre and non-tyre sector produces all types of auto tyres, conventional as well as radial tyres and exports to advance countries like USA. The non-tyre sector comprises the medium scale, small scale and tiny units. It produces high technology and sophisticated industrial products. Asia is now the focus of growth in the rubber industry.

The company's rubber supply is mainly to footwear industry and it shall endeavour to extend its supplies to tyre industry also. Major players of the industries using coal and synthetic rubber as raw material would play a dominant role, in determination of your Company's future prospects.

**Business Outlook and Overview:**

The company is aggressively strengthening its coal and rubber business, where it has core competencies, by increasing its network and source of supplies. Further minerals as new product from the International market, added to its existing product portfolio would give further impetus to its growth momentum in line with the objectives of Long-term growth, in anticipation of huge demand of minerals, require for production of high purity material for use in electronics and other newly emerging technologies.

The company shall also endeavor to canalize with the exporters of automotive tyres and tubes, Rubber footwear, cycle tyres, Pharmaceutical goods, Rubber hoses, cots and aprons, Belts and beltings and Sheeting.

Market Influencing Factors such as season, growth in industrial production: automobile industry, the ratio of utilization of domestic production and imported rubber by tyre manufacturers, Government policies have a profound influence on rubber prices. These include subsidies, restrictions on ports etc., international rubber price movements, have a slow influence and lastly stockiest and speculators also play a significant role in influencing prices.

The overall performance o the Company depends largely on trading coal and imported synthetic rubber, the core of its business portfolio. Apart from strengthening its coal



Business, to gain competitive strength and consolidate customer relationship, the Company plans to foray in mineral in the future. The Company's subsidiaries M/s South west Drilling And Infrastructure Ltd., had ventured in the field of coal mining with third parties during the year.

**Internal Control Systems and Cost:**

The Company presently has an adequate internal control system. The Company has an Internal Audit Department headed by a senior executive of the Company. The Company has also appointed an External firm of Chartered Accountant for a continuous Internal Audit of the affair of the Company and the Reports are sent to the Directors of the Company. At the Branches, External Firm of Chartered Accountants specifically appointed for the purpose of Internal Audit simultaneously audits all the expenses.

The Company has undertaken an extensive exercise to control the overall cost and has finalized expenditure budget for all the Branches as well as the corporate office. All the Branches/Regional offices of the Company have been given specific cost budgets in order to monitor the costs as well as to explore and finalize ways of cost reduction.

**Human Resource Development:**

Human Resource is not only an integral part of any organisation but also strive its success and growth. The Company believes that human resources are the key resources and integral part the organisation and endeavours to create a culture of openness and empowerment amongst its employees and provide good carrier development.

Your Company believes in trust transparency & teamwork to improve employees productivity at all levels and is committed to the welfare of the employees and their families by putting review and reward system in place.

**SUBSIDIARIES**

The Audited statements of accounts along with Directors Report of the Company's wholly owned subsidiaries M/s Chandra Prabhu Overseas Ltd. and South West Drilling & Infrastructure Ltd., for the financial year ended 31st March, 2010, is annexed pursuant to the provisions of section 212 of the Companies Act, 1956.

**AUDITORS**

M/s. J.P.S. & Company, Chartered Accountants, Auditors of the company hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Pursuant to Section 224(1B) of the Companies Act, 1956 they have confirmed that their appointment, if made, would be within the prescribed limits. Yours Directors recommend reappointment of M/s. J.P.S. & Company, Chartered Accountants, as Auditors of the company at the ensuing Annual General Meeting.

The notes to the accounts referred to in the Auditor's Report and the observations made in the Report under Companies (Auditor's Report) Order, 2003 are self-explanatory and therefore do not call for any further comments.

**DIRECTORS RESPONSIBILITY STATEMENT**

The information required to be furnished in terms of section 217 (2AA) of the Companies Act, 1956 are set out hereunder:

Your Directors confirmed:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that 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 profit or loss of the company for that period;
- iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) that the directors had prepared the annual accounts on a going concern basis.

The Company's Internal Auditor has conducted periodic audits to provide reasonable assurance that the Company's established policies and procedures have been followed.



**DIRECTORS**

In accordance with the provisions of Companies Act, 1956 and Company's Articles of Association, Mr. Ved Prakash Goel and Mr. Sudhanshu Mishra retire by rotation at the ensuing Annual General Meeting and are eligible for reappointment. Your Directors recommend reappointment of both Mr. Ved Prakash Goel and Mr. Sudhanshu Mishra on the Board.

Subject to approval of members at the ensuing Annual General Meeting, your Directors have increased remuneration payable to Mr. Akash Jain, Managing Director of the Company from existing Rs. 35,000 per month to Rs. 75,000 per month, effective from September 01, 2010.

Brief resume, pursuant to clause 49 of the Listing Agreement of the Directors proposed to be appointed/reappointed at the Annual General Meeting, nature of their expertise in specific functional areas and name of companies in which they hold directorship included in the notes to the Notice convening the Annual General Meeting.

**CONSOLIDATED FINANCIAL STATEMENT**

A Consolidated Financial Statements have been prepared by your company in accordance with the requirements of the Accounting Standards issued by the Institute of Chartered Accountants of India. The audited Consolidated Financial Statements together with Auditor's Report thereon forms part of the Annual Report.

**PARTICULARS AS PER SECTION 217 OF THE COMPANIES ACT, 1956.**

Your company does not have any employee, whose particulars are required to be given under the provision of section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended up to date.

Information with respect to Conservation Of Energy, Technology Absorption & Foreign Exchange Earning And

Outgo, pursuant to section 217 (1)(e) of the Companies Act, 1956 is as follows:-

a. Conservation of energy	Not Applicable	
b. Technology Absorption	Not Applicable	(Rs. In Lacs)
c. Foreign Exchange	Earnings Current Year	NIL
	Previous Year	NIL
d. Foreign Exchange Outgo		(Rs. In Lacs)
i) Foreign Traveling Expenses	Current Year	Rs. 0.52
	Previous Year	Rs. 1.09
ii) CIF Value of Imports	Current Year	Rs. 112.59
	Previous Year	Rs. 185.98

**PUBLIC DEPOSITS**

The Company has not accepted any fixed deposits from public till date within the meaning of Section 58A of the Companies Act, 1956 and rules made there under.

**COMPLIANCE WITH THE LISTING AGREEMENT**

The company's equity shares continue to be listed on the Stock Exchange, Mumbai (BSE) which has nation wide trading terminals. The company has paid the Annual Listing Fees to BSE for the Financial Year 2010-2011.

**ACKNOWLEDGEMENT**

Your Directors place on record their warm appreciation of the assistance and cooperation extended by various Government Departments, Authorities, Reserve Bank of India, Business Partners etc. Your Directors also place on record their deep appreciation of the support provided by the Bankers associated with the company.

Your company's employees are instrumental to your company achieving higher business goals. Your directors place on record their deep admiration of the commitment and contribution of your company's employees. Your support as shareholders is greatly valued. Your directors thank you and look forward to your continuance support.

**for and on behalf of  
the Board of Directors**

**Place: New Delhi  
4<sup>th</sup> September, 2010**

**Akash Jain  
Chairman**


**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Corporate Governance, as Chandra Prabhu International Ltd. believes, is concerned with principles of transparency, fairness, accountability and creation of long term value for shareholders while at the same time balancing interest of others stakeholders viz. Employees, Creditors, General Public & Society at large. Corporate Governance is crucial to the very existence of a company, as it builds trust and confidence, which eventually leads to a more stable and sustained resource flows and long-term partnership with its investors and other stakeholders.

**2. COMPOSITION OF BOARD OF DIRECTORS:**

(A) Presently the Board of the company consists of Five Directors with an optimum combination of Executive, Non Executive and Independent Directors. The composition of the Board is in conformity with the Listing Agreement. The Board meets regularly and is responsible for the proper direction and management of the Company. The composition of the Board, number of meetings held, attendance of the Directors at the Board Meetings and last Annual General Meeting and number of Directorship and Chairmanship/Membership of committees in other companies in respect of each Director is given herein below:

Name of Directors	Category	Attendance Particulars			Other Directorships #
		at Board Meetings held during 2009-2010		at AGM held on 30/09/2010	
		Held	Attended		
<b>Managing Director</b> Mr. Akash Jain	Promoter & Executive	11	11	Yes	6
<b>Directors</b> Mr. Piyush Jain (resigned on 18/11/2009)	Promoter & Non- Executive (Executive upto 31/05/2009)	11	8	Yes	2
Mr. Prakash Goyal	Independent Non-Executive	11	10	Yes	-
Mr. Sudhanshu Mishra	Independent Non-Executive	11	8	No	1
Mr Ved Prakash Goel	Independent Non-Executive	11	6	No	2
Mr. Jagdish Jhunjunwala	Independent Non-Executive	11	5	No	3

# No. of other Directorships indicated above is inclusive of Directorship of Private Limited companies. None of the Directors is either Chairman or Member of committees in other companies.

**(B) Date and No. of Board Meetings held**

During the Financial year ended March 31, 2010, the Board met 11 (eleven) times on 17th April 2009, 30th April, 2009, 31st May, 2009, 31st July, 2009, 3rd September, 2009, 30th September, 2009, 28th October, 2009, 31st October, 2009, 18th November, 2009, 30th January, 2010 and 29th March, 2010.

**3. AUDIT COMMITTEE:**

(A) The Audit Committee of the company presently consists of three Non-Executive Independent Directors. The Chairman of the committee is an independent Director having financial and accounting knowledge. The composition of Audit Committee and attendance of Directors at committee meetings is shown below :

Name of Directors	Designation	Attendance at Committee Meetings	
		Held	Attended
Mr. Prakash Goyal	Chairman	5	5
Mr. Sudhanshu Mishra	Member	5	4
Mr. Ved Prakash Goel	Member	5	5

Internal Auditors, Statutory Auditors are invited to participate in the meetings of Audit Committee wherever necessary.

**(B) Meeting / Attendance**

During the financial year ended 31st March 2010 the Audit Committee of the company met five times. The dates of the meetings were 30th April, 31st July, 3rd September and 28th October in 2009 and 30th January in 2010.

**(C) Terms of Reference :**

The terms of reference of Audit committee cover the matters specified for audit committee under clause 49 of the Listing Agreement read with Section 292 A of The Companies Act, 1956.