



FUTURA POLYESTERS LIMITED

50TH ANNUAL REPORT 2009-2010



FUTURA POLYESTERS LIMITED

“Request to the Shareholders”

Members desirous of seeking any further information about the accounts and/or operations of the Company are requested to address their queries to the Secretary of the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.

Members are requested to bring this copy of the Annual Report to the meeting.

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Board of Directors S. B. Ghia - Chairman & Managing Director
M. D. Dalal - Jt. Managing Director
Viren Raheja
Shyam Sunder Sami
M. Saravanan Nominee IDBI
K. V. K. Murthy

Company Secretary S. Ramachandran

Bankers Bank of India
State Bank of India
Union Bank of India
Indian Bank
UCO Bank
Canara Bank
State Bank of Hyderabad

Auditors Messrs. N. M. Raiji & Co.

**Registrar and Share
Transfer Agents** Satellite Corporate Services Pvt. Ltd.
301, Sony Apartments
Opp. St. Jude High School
Off. Andheri-Kurla Road
Jarimari
Mumbai - 400 072.
Phone: 28520461, 28520462
Fax: 28511809
E-mail: service@scspl.net

Registered Office Paragon Condominium,
3rd Floor,
Pandurang Budhkar Marg,
Mumbai - 400 013.
Phone: 24922999 Fax: 24923142
E-mail: futurahto@futuraopolyesters.com
Website: www.futuraopolyesters.com



NOTICE OF ANNUAL GENERAL MEETING

To: All Shareholders

NOTICE is hereby given that the Fiftieth Annual General Meeting of the Members of FUTURA POLYESTERS LIMITED will be held on Wednesday, the 08th September 2010 at 3.00 p.m. **at M.C. Ghia Hall, Bhogilal Hargovindas Bldg., 2nd floor, 18/20 K. Dubash Marg, Mumbai-400 001** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at and Profit and Loss Account for the year ended 31st March, 2010 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. K. V. K. Murthy, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and if thought fit to pass following resolution as ordinary resolution:
"RESOLVED THAT, Mr. Viren Raheja, a Director, who retires at this meeting by rotation, be not re-appointed and resulting vacancy be not filled up."
4. To appoint Auditors and fix their remuneration.

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 94 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) the Authorized Share Capital of the Company of Rs. 80,00,00,000 (Rupees Eighty Crores Only) divided into 7,90,00,000 Equity Shares of Rs. 10/- each and 1,00,000 Cumulative Redeemable Preference Shares of Rs. 100 each be and is hereby re-classified as Rs. 80,00,00,000 (Rupees Eighty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten) each and 20,00,000 (Twenty Lacs) Non Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees one hundred) each."
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 16 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") of Clause V of the Memorandum of Association of the Company be deleted and in its place following Clause be inserted:

- V. "The Authorised Share Capital of the Company is Rs. 80,00,00,000 (Rupees Eighty Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten) each and 20,00,000 (Twenty Lacs) Non Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees one hundred) each, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided in the Articles of Association of the Company."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including the filing with the relevant authorities of such forms and documents, as may be deemed necessary for the purpose of giving effect to the above resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 31(1) and other applicable provisions, if any, of the Companies Act, 1956("the Act"), Article 3 of the Articles of Association of the Company be deleted and in its place following Article be inserted:

"Amount of 3. The Authorised Share Capital of the Company is Rs. 80,00,00,000 (Rupees Eighty Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs.10/- (Rupees Ten) each and 20,00,000 (Twenty Lacs) Non Cumulative Redeemable Preference Shares of Rs.100/- (Rupees one hundred) each."

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RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including the filing with the relevant authorities of such forms and documents, as may be deemed necessary for the purpose of giving effect to the above resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 31(1) and all other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) the Articles of Association of the Company be amended as follows: -

The following Article be inserted as Article 7A after the existing Article 7:

Non Cumulative Redeemable Preference Shares 7A (a) The Non Cumulative Redeemable Preference Shares shall confer upon the holders thereof the right out of the Profits of the Company to a fixed Non Cumulative preferential dividend at the rate of 9% per annum (free of Company’s tax but subject to deduction of tax at source as required under the provisions of the Indian Income Tax Act for the time being in force and amended from time to time) on the capital for the time being paid up there on and the right, in a winding up, to payment of capital and arrears of dividends declared up to the commencement of the winding up in priority to the Equity Shares, and also confer the right to any further participation in profits or assets, except that the holders thereof shall have the right to attend and vote at any General Meeting of the Company as provided by the Act.

- (b) The Preference shares shall be redeemed at the expiry of 15 years from the date of allotment. Provided, however, that the Company shall have the option to

redeem the same earlier but not earlier than 5 years from the date of allotment.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things including the filing with the relevant authorities of such forms and documents, as may be deemed necessary for the purpose of giving effect to the above resolution.”

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 81(1A) 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) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreement entered into by the Company with the Bombay Stock Exchange Ltd, Mumbai and Regulations for Preferential issue of securities under the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (“the SEBI Regulations”), and other applicable regulations if any, and subject to the requisite approvals or consents, if any, of the Central Government, Bombay Stock Exchange Ltd, SEBI, and other appropriate authorities, as may be required under any applicable laws, rules and regulations for the time being and from time to time in force, and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of them while granting such approvals which the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof for the time being, and from time to time, to which all or any of the powers hereby conferred on the Board by the Resolution may be delegated), be and is hereby authorized to accept, and subject to such conditions and modifications as may be considered appropriate by the Board of the Company, consent of the Company be and is hereby accorded to the Board (with powers to delegate all or any of the powers hereby conferred to any Committee thereof) to create, issue and allot, at its sole discretion

24,50,000 equity shares of the Company from preferential allotment basis to the following, on terms mentioned hereunder:

- a) 13,10,000 equity shares of Rs.10/- each at a price of Rs. 10/- per share aggregating in value of Rs. 1,31,00,000/- (Rupees One Crore Thirty One Lacs Only) to Matsyagandha Investments & Finance Pvt. Ltd.
- b) 11,40,000 equity shares of Rs.10/- each at a price of Rs. 10/- per share aggregating in value of Rs. 1,14,00,000/- (Rupees One Crore Fourteen Lacs Only) to Bloomingdale Investment & Finance Pvt. Ltd.

RESOLVED FURTHER THAT, aforesaid price of Rs. 10/- is more than the price of Rs. 8.59 calculated in accordance with the Regulations for Preferential Issue of securities issued by SEBI under the SEBI Regulations, with 9th August, 2010 being the relevant date i.e. the date, thirty days prior to the date of this Annual General Meeting of the Company where the proposed issue is to be considered.

RESOLVED FURTHER THAT the Equity Shares so issued shall rank pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in for a period of three years from the date of allotment of the Equity Shares or such reduced period as may be permitted under the applicable SEBI Regulations as amended from time to time.

RESOLVED FURTHER THAT the entire pre-preferential allotment shareholding held by the allottees prior to this preferential allotment shall be under lock-in from the relevant date, upto a period of six months from the date of preferential allotment.

RESOLVED FURTHER THAT for the purpose of creating, issuing, offering and allotting the Equity Shares of the Company as aforesaid, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate, to give effect to this resolution in all respects without requiring any

further approval of the Members and that the Members shall be deemed to have given their approval hereto expressly by the authority of this resolution and any document executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be, and in particular, to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting the equity shares and utilizing the issue proceeds thereof, as it may, in its absolute discretion, deem fit and proper.”

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

“RESOLVED THAT pursuant to the provisions of Sections 80 and 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and the relevant provisions of Memorandum of Association and Articles of Association and subject to all such approvals, permissions, sanctions and consents, as may be required from time to time, from concerned Authorities, and subject to such conditions and modifications as may be prescribed by any of the above said authorities, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof for the time being, and from time to time, to which all or any of the powers hereby conferred on the Board by the Resolution may be delegated) the consent and approval of the Company be and is hereby accorded to the Board of Directors to create, issue, offer, and allot 19,89,000 (Nineteen Lacs Eighty Nine thousand) 9 % Non Cumulative Redeemable Preference shares of Rs. 100/- each fully paid up at Rs. 100/- per share as follows on preferential allotment basis :

- a) 8,22,000 9% Non Cumulative Redeemable Preference Shares of Rs. 100/- each to Bhupati Investments & Finance Pvt. Ltd aggregating in value to Rs. 8,22,00,000/-.

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- b) 11,17,000 9% Non Cumulative Redeemable Preference Shares of Rs.100/- each to Distributors (Bombay) Pvt. Ltd aggregating in value to Rs. 11,17,00,000/-.
- c) 50,000 9% Non Cumulative Redeemable Preference Shares of Rs. 100/- each to Kharsundi Chemicals Pvt. Ltd. aggregating in value to Rs. 50,00,000/-

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and the offer, issue and allotment of above stated preference shares, the Board of Directors be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds, matters and things as may be necessary, desirable or incidental thereto and matters connected therewith including without limitation to issue and sign all deeds, document and instruments and to pay fees, costs, charges and other outgoings in relation thereto and to settle all questions, and to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue and allotment of the said preference shares and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board of Directors shall be binding on all Members.”

INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:

DIRECTOR RETIRING BY ROTATION.

Name of Director:	Mr. K. V. K Murthy
Age:	69
Qualifications:	B. Sc. CAIIB
Last position held	Retd. Chief General Manager of RBI.

Directorship on the Board and Chairmanship/ Membership in Committees:

Futura Polyesters Ltd.- Director and Member of Audit Committee, Remuneration Committee.

Registered Office:

Paragon Condominium,
3rd Floor,
Pandurang Budhkar Marg,
Mumbai- 400 013.

Place: Mumbai
Dated: 11th August, 2010

By Order of the Board

S. Ramachandran
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 AND A PROXY NEED NOT BE A MEMBER.
2. Proxies should be lodged at the company's Registered Office atleast 48 hours before the commencement of the meeting.
3. The Register of Members and the Share Transfer Books of the company will remain closed from 4th September, 2010 to 8th September, 2010 (both days inclusive).
4. The relevant explanatory statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 in respect of items 5 to 10 of the notice are annexed hereto.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item no.: 5, 6, 7 & 8 of the notice

In view of the proposed issue of Non Cumulative Redeemable Preference shares, it is necessary to reclassify the Authorized capital of the Company. Accordingly as per these resolutions the authorized capital will be reclassified as Authorized Capital of Rs. 80,00,00,000 (Rupees Eighty Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten) each and 20,00,000 (Twenty Lacs) 9% Non Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees one hundred) each in place of existing authorized Capital structure. This requires the approval of the Members in General Meeting. Consequently the Memorandum and Articles of Association will require alterations so as to reflect the above mentioned changes. It is also proposed to add a new clause 7A in the Articles of Association stipulating terms of issue of Non Cumulative Redeemable Preference Shares.

The Directors, therefore, recommend the passing of the Resolutions as set out in Items No. 5,6,7 & 8 of the accompanying notice. None of the Directors are in any way concerned or interested in the Resolutions.

A copy of the existing Memorandum and Articles of Association together with a copy of the Memorandum and Articles of Association reflecting the proposed amendments will be available for inspection by the Members of the Company at its Registered Office between 11.00 a.m. and 1.00 p.m. on any working day (except Saturday & Bank Holidays) of the Company.

Item : 9

The objects of the issue of equity shares on preferential allotment basis are to part-finance working capital of the company and for general corporate purposes and to increase promoter group's stake in the Company.

Accordingly, the Company proposes to issue 24,50,000 Equity Shares of Rs. 10/- each at a price of Rs. 10/- per share, on a preferential allotment basis to the following:

Name of the Proposed allottees	No. of equity shares	Percentage of post issued share capital
1. Matsyagandha Investments & Finance Pvt. Ltd.	13,10,000	2.39
2. Bloomingdale Investment & Finance Pvt. Ltd.	11,40,000	2.08

The Equity Shares which will have a face value of Rs. 10/- each will be issued and allotted at a price of Rs. 10/- per share, which is more than Rs. 8.59 which price is arrived at in accordance with the regulations for preferential issue of securities under Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 ("the SEBI Regulations").

The Equity Shares to be issued to the above referred allottees, shall be subject to lock-in for a period of three year(s) from the date of allotment of the Equity Shares or such reduced period as may be permitted under the applicable SEBI Regulations as amended from time to time.

The entire pre-preferential allotment shareholding held by the aforesaid allottees shall be under lock-in from the relevant date upto a period of six months from the date of preferential allotment.

The said Equity Shares shall be issued and allotted within a period of 15 days from the date of passing the Resolution as stated at Item No. 9 provided that where the allotment of such equity shares is pending on account of pendency of any approval for such allotment by any authority, the allotment shall be completed within a period of 15 days from the date of such approval or such other extended period as may be permitted under the applicable SEBI Regulations as amended from time to time.

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Shareholding Pattern- pre and post preferential issue:

The shareholding pattern pre and post issue of equity shares is as under:

Sr. No.	Category	Pre- Issue		Post – Issue	
		No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
(A)	Promoter(s), Promoter Group(s)	2,03,88,092	38.89	2,28,38,092	41.62
(B)	Public Shareholding				
(B)(1)	Institutions				
(a)	Mutual Fund/UTI	1,58,954	0.30	1,58,954	0.29
(b)	Financial institution/Banks	25,581	0.05	25,581	0.05
(c)	Central Government/ State Government(s)	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0
(e)	Insurance Companies	28,97,119	5.53	28,97,119	5.28
(f)	Foreign Institutional Investors	1,32,010	0.25	1,32,010	0.24
(g)	Foreign Venture Capital Investors	0	0	0	0
(h)	Any Other (specify)	0	0	0	0
	Sub- Total (B)(1)	32,13,664	6.13	32,13,664	5.86
(B)(2)	Non-Institutions				
a)	Bodies Corporate	45,23,347	8.63	45,23,347	8.24
b)	Individuals	1,98,74,765	37.91	1,98,74,765	36.22
c)	Any other (Specify)				
c-i)	Trust	16,294	0.03	16,294	0.03
c-ii)	Non resident Indians	11,42,749	2.18	11,42,749	2.08
c-iii)	Overseas Corporate Bodies	22,93,690	4.38	22,93,690	4.18
c-iv)	Clearing Member	19,961	0.04	19,961	0.04
c-v)	Hindu Undivided families	9,48,846	1.81	9,48,846	1.73
c-vi)	Employees	271	0	271	0
	Sub total (B) (2)	2,88,19,923	54.98	2,88,19,923	52.52
(B)	Total Public Shareholding (B)=B(1) +B(2)	3,20,33,587	61.11	3,20,33,587	58.38
	Total (A) + (B)	5,24,21,679	100.00	5,48,71,679	100.00

The aforementioned shareholding pattern may change from time to time depending upon the transfer of shares by the existing shareholders and further issue of capital, if any, by the Company during the said period.

Except for Matsyagandha Investments & Finance Pvt. Ltd. which is being issued and allotted 13,10,000 equity shares of Rs.10/- each at the price of Rs.10/- each for cash constituting 2.39% of the total post issue paid up equity capital of the Company and Bloomingdale Investment & Finance Pvt. Ltd. which is being issued and allotted 11,40,000 equity shares of Rs.10/- each at the price of Rs.10/- each for cash constituting 2.08% of the total post issue paid up equity capital of the Company none of the Promoters/Promoter Group Companies and the Directors/Key Management persons would be subscribing to the Preferential Issue of Equity Shares authorized by this Resolution.

Matsyagandha Investments & Finance Pvt. Ltd. and Bloomingdale Investment & Finance Pvt. Ltd. will be considered as “Persons Acting in Concert with the Promoters” under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

There will be no change in the Board of Directors nor will there be any change in the control over the Company, consequent to the issue of Equity Shares, as aforesaid.

Upon issue of Equity Shares, the said Equity Shares shall be listed on the Bombay Stock Exchange Ltd on which the existing Equity Shares of the Company are listed.

The voting rights would change according to the change in the shareholding pattern of your Company, as indicated above.



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These additional 24,50,000 equity shares of Rs.10/- each, will rank pari passu in all respects with the existing equity shares in the Company.

The percentage of post-preferential issue capital that may be held by Matsyagandha Investments & Finance Pvt. Ltd. and Bloomingdale Investment & Finance Pvt. Ltd. will be 10.47% and 11.75% respectively of the paid up Equity Capital of the Company.

All the aforesaid allottees have confirmed that they have not sold any of their existing holdings as on Relevant Date during the six months' period prior to Relevant Date (9th August, 2010 being the "Relevant Date")

The Equity shares to be allotted to Matsyagandha Investments & Finance Pvt. Ltd. and Bloomingdale Investment & Finance Pvt. Ltd. shall be within the limits prescribed under Regulation 11(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

The issuer company hereby undertakes to recompute the price of securities proposed to be issued as above, in terms of the provisions of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, whenever it is required to do so and further that if the amount payable on such recomputation is not paid within stipulated period as per Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, the securities allotted shall continue to be locked in till such time the amount is paid by allottees.

A copy of the Auditors' Certificate dated 12-08-2010 certifying that the issue of equity shares is being made in accordance with the requirements contained in the Regulations for Preferential Issues under Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 will be laid before the Annual General Meeting.

The Directors, therefore, recommend the passing of the Special Resolution as set out in Item No. 9 of the accompanying notice.

None of the Directors may be considered as concerned or interested in this Resolution except Mr. Viren Raheja (in respect of allotment to be made to Matsyagandha Investments & Finance Pvt. Ltd. and Bloomingdale Investment & Finance Pvt. Ltd.), who may be deemed to be concerned or interested to the extent of the equity shares which may be issued and allotted to the allottees.

The following documents are available for inspection of Members at the Registered Office of the Company on any working day (except Saturday and Bank Holidays) between 11.00 a.m. to 1.00 p.m. :-

1. A copy of the Auditors' Certificate dated 12-08-2010 certifying that the issue of equity shares is being made in accordance with the requirements contained in the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009.
2. Undertakings given by the proposed allottees that they have not sold any of their existing shareholdings as on Relevant Date during the period of six months prior to the Relevant Date.
3. Copy of Memorandum of Association and Articles of Association of the Company.

Item: 10

The proposed issue of Non Cumulative Redeemable Preference shares (NCRP) on preferential basis is to part-finance working capital requirements of the company and for general corporate purposes.

The Proposed Preferential issue of the NCRP requires the sanction of the members by way of a Special Resolution under the provisions of Sections 80 and 81(1A) of the Companies Act, 1956.

Accordingly, the Company proposes to issue 19,89,000 NCRP Shares of Rs 100/- each at a price of Rs. 100/- per share (face value of Rs. 100/- per share), on a preferential allotment basis to the following:

Name of the Proposed allottees	No. of Preference Shares
Bhupati Investments & Finance Pvt. Ltd.	8,22,000
Distributors (Bombay) Pvt. Ltd.	11,17,000
Kharsundi Chemicals Pvt. Ltd.	50,000

The Directors, therefore, recommend the passing of the Special Resolution as set out in Item No.10 of the accompanying notice.

None of the Directors may be considered as concerned or interested in this Resolution except Mr. S. B. Ghia being interested in the issue and allotment of 9% Non Cumulative Redeemable Preference shares to Bhupati Investments & Finance Pvt. Ltd. & Distributors (Bombay) Pvt. Ltd.

Registered Office:

Paragon Condominium,
3rd Floor,
Pandurang Budhkar Marg,
Mumbai- 400 013.

Place: Mumbai

Dated: 11th August, 2010

By Order of the Board

S. Ramachandran
Company Secretary