

49TH ANNUAL REPORT 2006-2007



HINDUSTAN TIN WORKS LIMITED

Production starts at India's first drinks can plant

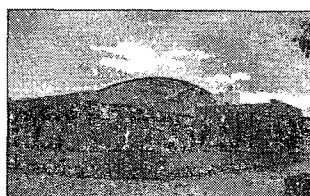
India's first beverage can manufacturing plant shipped its first consignment in June.

With capacity to make 400 million two-piece steel cans a year, construction of the plant near Mumbai was started in 2005 by Hindustan Tin Works Ltd (HTWL), one of India's largest canmakers.

Last year Rexam, the London-based company that is the world leader in beverage cans, bought a controlling share in the US\$19m project. HTW Beverage Can India Pvt Ltd is 51 percent owned by a Rexam subsidiary, the remainder being owned by HTWL.

Rexam upgraded the capacity of the line from 150m to 400m, a move that is expected to encourage more soft drinks manufacturers and brewers to use cans, which until now have had to be imported. The Indian market for drinks cans is still small, estimated at around 200m a year.

First deliveries of cans from the Company were for Som Distilleries & Breweries Ltd at



First steel cans from the HTWL plant at Mumbai (above) were made in June for Hunter beer brewed by Som Distilleries & Breweries Ltd at Bhopal in Madhya Pradesh

Bhopal in Madhya Pradesh which produces Hunter strong beer.

Packaged drinks are traditionally bottled in India, but potentially has as large a market as China where more than 16 billion drinks cans are used every year.

"It gives us deep satisfaction that the project is on stream now and all of us in Rexam HTW Beverage Can India Ltd are quite excited," said Sanjay Bhatia, Managing Director of the Company.

"If we look back it had been a long journey in that it almost took us 18 months to complete this project, although initially we had planned to do it much

earlier keeping in mind it would be a smaller capacity line.

"With Rexam being there, there was a change in strategy plant layouts, conveying systems, testing procedures, etc.

Quality labs and standard operating procedures were totally remodeled on the lines of Rexam's world-class standards. The line would finally be set to achieve more than 400 million cans per annum against 150 million cans planned initially. The plant has the space for significant expansion."

Bhatia expects market growth with SAB Miller and United Breweries expanding their can filling operations. Other leading brewers such as Anheuser-Busch, Carlsberg, Heineken and InBev have made investments in Indian operations, he said.

"Beverage companies like Coke, Pepsi are still moving slowly but seriously considering increasing their can volumes," he added.

**HINDUSTAN TIN WORKS LIMITED**

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BOARD OF DIRECTORS

1. Mr. Vijay Kumar Bhatia (Chairman)
2. Mr. Sanjay Bhatia (Managing Director)
3. Mr. Ashok Kumar Bhatia (Whole Time Director)
4. Mr. N.P. Sahni (Director)
5. Mr. Behari Lal Khurana (Director)
6. Mr. Ramesh Kumar Jain (Director)
7. Mr. M.K. Zutshi (Director)
8. Mr. Manoj Jain (Whole Time Director)
Appointed on 29.01.07
9. Mr. Sudhir Sachdeva (Director)
Appointed on 30.04.07

COMPANY SECRETARY

Mrs. Archana Maini

AUDITORS

M/s. M.L. Puri & Company
Chartered Accountants
407, New Delhi House,
Barakhamba Road,
New Delhi-110002

BANKERS

Punjab National Bank
State Bank of India

SHARE TRANSFER AGENTS

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
New Delhi-110062
Ph. No. : 011-29961281, 29961282

REGISTERED OFFICE

488, Barta Market,
Sadar Bazar,
Delhi-110006

CORPORATE OFFICE

UGF, Antriksh Bhawan,
22, K.G. Marg,
New Delhi

FACTORY

V.&P.O.: Bhigan,
Dhatoori Road, Tehsil Ganour,
Murthal, Distt.-Sonapat (Haryana)
Ph. No. : 0130-2475771-73
Website : www.hindustantintin.biz
Email : info@hindustantintin.co.in

OTHER OFFICES

- A) 618, Tulsiani Chambers,
Nariman Point, Mumbai
- B) KN/B-16, Gali No. 10,
Anand Parbat Indl. Area,
New Delhi

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FINANCIAL HIGHLIGHTS

(Amount Rs. in Lakhs)

PARTICULARS	2006-2007	2005-2006	2004-2005	2003-2004	2002-2003
A. SALES AND EARNINGS					
Sales and other Earnings	18,227.63	15,903.28	15,170.45	13,696.34	12,218.43
Profit before taxes	953.52	610.95	365.30	260.98	250.83
Profit after taxes	565.90	320.20	256.80	190.22	162.06
Dividend	*182.51	*104.67	*61.97	*30.72	*30.65
Retained Earnings	383.39	215.53	194.83	159.50	131.41
Cash Accruals (PBDT)	1,180.96	819.22	609.36	508.85	493.76
* inclusive of Dividend Tax					
B. ASSETS AND LIABILITIES					
A. a) Fixed Assets (Gross)	5,343.25	4,295.85	4,011.84	4,038.50	3,958.32
Net	3,081.03	2,245.17	2,151.45	2,234.30	2,337.34
b) Capital work in progress	35.93	3,481.08	56.87	2.50	-
B. Net Current Assets	8,891.10	5,879.59	5,835.70	4,777.44	4,550.50
C. Investment	329.46	5.73	21.07	21.07	19.65
Total Assets (A + B + C)	12,337.51	11,611.57	8,065.09	7,035.31	6,907.49
C. NET WORTH					
A. (i) Share Capital	1,039.97	764.97	543.46	543.46	543.46
(ii) Zero Coupon Convertible Warrant	-	132.00	-	-	-
B. Reserve and Surplus	4,986.18	3,659.65	2,698.20	2,642.15	2,428.55
Total (A + B)	6,026.15	4,556.62	3,241.66	3,185.61	2,972.01
Deferred Taxation	338.05	281.95	241.70	268.20	298.69
D. BORROWINGS					
A. Long Term Loan	2,247.22	3,161.39	1,264.90	950.54	1,225.13
B. Short Term Loan	3,726.09	3,611.61	3,316.83	2,630.95	2,411.66
TOTAL BORROWING	5,973.31	6,773.00	4,581.73	3,581.49	3,636.79
TOTAL FUND	12,337.51	11,611.57	8,065.09	7,035.31	6,907.49
EARNING/EQUITY SHARE*	#7.04	#4.69	4.24	3.50	2.98
BOOK VALUE/EQUITY SHARE (Incl. Revaluation Reserve)	75.01	66.83	59.64	60.04	54.68

* The EPS has been calculated on the basis of weighted average and the effect of Deferred Tax Liability has been taken while calculating EPS.



HINDUSTAN TIN WORKS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **49th Annual General Meeting** of the Members of Hindustan Tin Works Limited will be held at Asha Farms, Palla Gaon Road, Bakhtawarpur, Delhi on Thursday, 27th September, 2007, at 10.00 A.M. to transact the following business.

ORDINARY BUSINESS

- (1) To receive and adopt the Audited Balance Sheet as at 31st March, 2007 and the Profit and Loss Account for the year ended on that date and the report of the Directors and Auditors thereon.
- (2) To declare dividend for the year ended 31st March, 2007.
- (3) To appoint a Director in place of Mr. Ramesh Kumar Jain who is retiring by rotation as per the provisions of Section 256 of the Companies Act, 1956 and being eligible offers himself for re-appointment.
- (4) To appoint a Director in place of Mr. Behari Lal Khurana who is retiring by rotation as per the provisions of Section 256 of the Companies Act, 1956 and being eligible offers himself for re-appointment.
- (5) To appoint Auditors, M/s M.L. Puri & Co., Chartered Accountants, New Delhi to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS

(6) APPOINTMENT OF DIRECTOR

To consider and, if thought fit, to pass with or without modifications, the following Resolution as an **ORDINARY RESOLUTION** :-

"RESOLVED that Mr. Sudhir Sachdeva, who was appointed as an Additional Director by the Board of Directors of the Company pursuant to provisions of Article 91 of the Articles of Association of the Company and who holds office upto the date of ensuing Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

(7) APPOINTMENT AND REVISION IN REMUNERATION PAYABLE TO MR. MANOJ JAIN, WHOLE-TIME DIRECTOR (ROTATIONAL DIRECTOR)

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION** :-

"RESOLVED that in accordance with the provisions of Section 198, 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956, Schedule XIII thereto and Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded to the appointment of Mr. Manoj Jain as Whole Time Director of the Company for a period of three years with effect from 29th January, 2007, on the terms and conditions as set out in the explanatory statement annexed."

(8) DELISTING OF EQUITY SHARES OF THE COMPANY FROM THE DELHI STOCK EXCHANGE ASSOCIATION LIMITED AND THE CALCUTTA STOCK EXCHANGE ASSOCIATION LIMITED

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION** :-

"RESOLVED that, subject to the provisions of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, 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 exercising the powers conferred on the Board by this Resolution,) consent is hereby accorded to the Board to delist the Company's

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Equity Shares from all or any of the following Stock Exchanges viz. The Delhi Stock Exchange Association Limited, at New Delhi and The Calcutta Stock Exchange Association Limited at Kolkata, without giving an exit option to the shareholders of the region of the Stock Exchange where they are situated."

(9) **APPOINTMENT AND REVISION IN REMUNERATION PAYABLE TO MR. SANJAY BHATIA, MANAGING DIRECTOR**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION** :-

"RESOLVED that in accordance with the provisions of Section 198, 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956, Schedule XIII thereto and Memorandum and Articles of Association of the Company and such approvals, consents, permissions and sanctions of Central Government and/or any other authority and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, consent of the Company be and is hereby accorded to the appointment of Mr. Sanjay Bhatia as Managing Director of the Company for a period of three years with effect from 1st April, 2007, on the remuneration as per Companies Act, 1956 and in case of loss or inadequate profit on the terms and conditions as set out in Explanatory Statement annexed."

(10) **APPOINTMENT AND REVISION IN THE REMUNERATION PAYABLE TO MR. VIJAY BHATIA, WHOLE TIME DIRECTOR**
To consider and, if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION** :-

"RESOLVED that in accordance with the provisions of Section 198, 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956, Schedule XIII thereto and Memorandum and Articles of Association of the Company consent of the Company be and is hereby accorded to the appointment of Mr. Vijay Bhatia as Whole Time Director of the Company for a period of three years with effect from 1st April, 2007, on the remuneration as per Companies Act, 1956 and in case of loss or inadequate profit on the terms and conditions as set out in the Explanatory Statement annexed."

(11) **APPOINTMENT AND REVISION IN THE REMUNERATION PAYABLE TO MR. AHSOK BHATIA, WHOLE TIME DIRECTOR**
To consider and, if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:-

"RESOLVED that in accordance with the provisions of Section 198, 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956, Schedule XIII thereto and Memorandum and Articles of Association of the Company consent of the Company be and is hereby accorded to the appointment of Mr. Ashok Bhatia as Whole Time Director of the Company for a period of three years with effect from 1st April, 2007, on the remuneration as per Companies Act, 1956 and in case of loss or inadequate profit on the terms and conditions as set out in the Explanatory Statement annexed."

(12) **REVISION OF SALARY OF MR. PARAS BHATIA, RELATIVE OF DIRECTOR HOLDING OFFICE OR PLACE OF PROFIT**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **SPECIAL RESOLUTION** :-

"RESOLVED that pursuant to section 314(1B) of the Companies Act, 1956 and other applicable provisions, if any, and subject to Central Government approval, the consent of the company be and is hereby accorded and power is vested with the Board to fix remuneration payable to Mr. Paras Bhatia, Senior Vice President in the Company within the scale of Rs. 80,000-20,000-160,000/- p.m. plus P.F. & perquisites as admissible to the status and grade w.e.f. 1.04.2007.

RESOLVED FURTHER that Mrs. Archana Maini, Company Secretary, be and is hereby authorized to make an application and to do all acts and deeds/things as may be essential for the purpose of obtaining necessary permission from the Central Government under section 314(1B) for and on behalf of the Company, to give effect to the above resolution."

(13) **REVISION OF SALARY OF MR. SAKET BHATIA, RELATIVE OF DIRECTOR HOLDING OFFICE OR PLACE OF PROFIT**

To consider and, if thought fit pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:-



"RESOLVED that pursuant to section 314(1B) of the Companies Act, 1956 and other applicable provisions, if any, and subject to Central Government approval, the consent of the Company be and is hereby accorded and power is vested with the Board to appoint and fix remuneration payable to Mr. Saket Bhatia, Senior Vice President in the Company within the scale of Rs. 80,000-20,000-160,000/- p.m. plus P.F. & perquisites as admissible to the status and grade w.e.f. 1.04.07.

RESOLVED FURTHER that Mrs. Archana Maini, Company Secretary, be and is hereby authorized to make an application and to do all acts and deeds/things as may be essential for the purpose of obtaining necessary permission from the Central Government under section 314(1B) for and on behalf of the Company, to give effect to the above resolution."

(14) **REVISION OF SALARY OF MR. GAURAV BHATIA, RELATIVE OF DIRECTOR HOLDING OFFICE OR PLACE OF PROFIT**

To consider and, if thought fit to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED that subject to the approval of the shareholders by means of a special resolution and pursuant to section 314(1B) of the Companies Act, 1956 and other applicable provisions, if any, and subject to Central Government approval, the consent of the company be and is hereby accorded and power is vested with the Board to fix remuneration payable to Mr. Gaurav Bhatia, Senior Vice President in the Company within the scale of Rs. 80,000-20,000-160,000/- p.m. plus P.F. & perquisites as admissible to the status and grade w.e.f. 1.04.2007.

RESOLVED FURTHER that Mrs. Archana Maini, Company Secretary, be and is hereby authorized to make an application and to do all acts and deeds/things as may be essential for the purpose of obtaining necessary permission from the Central Government under section 314(1B) for and on behalf of the Company, to give effect to the above resolution."

By order of the Board

Place : New Delhi
Date : 30th July, 2007

Archana Maini
Company Secretary

Registered Office :

488, Bartan Market
Sadar Bazar
Delhi-110006

NOTES:

1. A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company.
2. The instrument appointing a proxy should however be deposited at the Registered Office of the company duly completed; not less than forty-eight hours before the commencement of the meeting.
3. The register of members and share transfer books of the Company will remain closed from Saturday, 22nd September, 2007 to Thursday, 27th September, 2007 (both days inclusive).
4. The dividend shall be paid to those members whose name appear.
 - a. As Beneficial Owners as at the end of the business hours on 21st September, 2007 as per the list to be furnished by the depository in respect of the shares held in electronic form and,
 - b. As members in the Register of Member of the Company after giving effect to all valid shares transfers in physical form lodged with the Company on or before 21st September, 2007.
5. The members are requested to notify immediately any change in their address, exclusively on separate letters without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.

M/s Beetal Financial & Computer Services (P) Ltd.,
Beetal House, 3rd Floor, 99 Madangir
Behind Local Shopping Centre
New Delhi-110062

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6. The Shareholders are requested to update their Contact address.
7. Shareholders are requested to get their Shares converted from physical form to DEMAT form.
8. Claims of Unclaimed Dividend, if any, for the financial year 2000-01, 2001-02, 2002-03, 2003-04, 2004-05 & 2005-06 shall be made to the Company or Share Transfer Agent. The shareholders may kindly note that the amount in unpaid dividend account relating to the financial year 1999-2000 is due for transfer during October 2007 to "Investor Education and Protection Fund" established by the Central Government under section 205C of the Companies Act, 1956.
9. The members are requested to bring their copy of Annual Report while attending the 49th Annual General Meeting of the Company.

EXPLANATORY STATEMENT:**Item No. 6**

A notice has been received from a member along with a deposit of Rs 500 as required by Section 257 of the Companies Act, 1956, proposing Mr. Sudhir Sachdeva as a candidate for the office of Director liable to retire by rotation.

Mr. Sudhir Sachdeva is a Bachelor of Engineering from Delhi College of Engineering. He has an experience of more than 30 years in manufacturing sector and has an extensive experience in general management of the corporate bodies. Your Board is of the opinion that Mr. Sudhir Sachdeva will bring to the Company the exceptional experience and maturity which is so essential in the present circumstances and his appointment will, therefore, be in the interest of the Company.

As required by Section 264 of the Companies Act, 1956, Mr. Sudhir Sachdeva has signed and filed with the Company his consent in writing to act as Director, if appointed.

Except Mr. Sudhir Sachdeva, none of the Directors are in any way concerned or interested in the resolution.

Item No. 7

Board of Directors of the Company, at its meeting held on 29th January, 2007, appointed Mr. Manoj Jain as Whole Time Director of the Company with effect from 29th January, 2007 for a period of three years (Rotational Director) on the terms and conditions as set out below:

Basic : 60,000
HRA : 30,000 (@ 50% of basic salary)

Clause (B) of Schedule XIII, Part II, Section II of the Companies Act, 1956 provides that consent of shareholders by way of a special resolution required amongst other formalities, hence the resolution.

Statement referred to in Sub-Clause (iv) of clause (B) of Schedule XIII, Part II, Section II of the Companies Act, 1956.

1. Payment of remuneration is approved by resolution passed by the remuneration committee in its meeting held on 29th January, 2007.
2. The company has not made any default in repayment of any of its debts (including public deposit) or debentures or interest payable thereon for a continuous period of thirty days in the preceeding financial years before the date of appointment of Mr. Manoj Jain.

3. STATEMENT**GENERAL INFORMATION**

- i. Nature of industry.
- ii. Date of commencement of commercial production.
- iii. In case of new Companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus.
- iv. Financial Performance based on given indicators.

Manufacturing.

The company was incorporated on 11th December 1958.

Not Applicable.

Please refer to the Financial Results in Directors Report.



HINDUSTAN TIN WORKS LIMITED

v. Export performance and net foreign exchange collaborations.

Export of Rs. 1299.10 Lacs (2006-07).

vi. Foreign investments or collaborators.

Not Applicable.

INFORMATION ABOUT THE APPOINTEE

i. Background details.

Mr. Manoj Jain, Whole Time Director.

ii. Past remuneration.

Rs. 74,700 for two months.

iii. Recognition or awards (given to Company).

a. Award for export Excellence for outstanding export performance cans of the year.

b. Silver Award for Food Three-Piece Cans (Ghee).

c. Silver Award for Food Three-Piece Cans (BDM Apple Juice).

d. Gold Award for Three Piece Beverage Cans.

e. Cannex 1996 award general line can of the year winner for Nescafe classic.

f. Export performance for the year 1998-99.

iv. Job profile and his suitability.

Mr. Manoj Jain, Whole Time Director of the Company is incharge of Production, Planning and Control of the company. He has 20 years of experience in the business of manufacturing of Tin Cans. Having spent a long time in the industry and the moving spirit of the Company, he is best suited to take up the job.

v. Remuneration proposed.

Rs. 10.80 Lacs per annum {Basic:60,000 and HRA @ 50% of Basic Salary}, where there is adequate profit or a remuneration not exceeding the above said sum as may be determined by the Remuneration Committee from time to time, as per the provisions of Schedule XIII of the Companies Act, 1956 as amended from time to time in case of loss or inadequate profit in any financial year.

vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.

Data not available due to variance within the industry in terms of financial performance/size/profile and person.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with managerial person if any.

Existing employee of the Company.

OTHER INFORMATION

i. Reason of loss or inadequate profit.

Mainly due to Steady increase in tin plate prices, which is the major raw material for manufacture of tin cans without proportionate increase in sales rates.

ii. Steps taken or proposed to be taken for improvement.

Discussion with customers for increase in sales prices are being done. Various cost reduction measures also being worked out for reduction in indirect overheads, efforts are being made for increase in sales by developing new customer, increasing volumes of present customers etc.

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- iii. Expected increase in productivity and profits in measurable terms:

Company expects an increase of 5% in productivity and 10% in profits in 2007-08 and thereafter a steady growth rate of 5% per annum over the next four years.

DISCLOSURES

- i. **The remuneration package of Mr. Manoj Jain is as described in Sub Clause V above.**
- ii. **Prescribed disclosure about the remuneration package of Mr. Manoj Jain has been mentioned in the Board of Directors Report under the heading 'Corporate Governance' attached to the Annual Report.**

The other terms and conditions of Mr. Manoj Jain employment are as follows:

He shall be eligible for the following, which shall not be included in the computation of the ceiling on remuneration:

- i) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- ii) Encashment of leave at the end of tenure.

Members are requested to approve the appointment by way of a special resolution.

Except Mr. Manoj Jain, none of the Directors are in any way concerned or interested in the resolution.

The draft agreement between the Company and Mr. Manoj Jain is available for inspection by the members of the Company at the Registered Office of the Company between 10.00 a.m. to 5.00 p.m. on any working day upto the date of the Annual General Meeting.

The terms of his appointment as mentioned in the resolution and explanatory statement, constitute the abstract envisaged in Section 302 of the Companies Act, 1956.

Item No. 8

Presently the Company's securities are listed on the following Stock Exchanges in India:

The Bombay Stock Exchange Association Limited, (BSE) at Mumbai, The Calcutta Stock Exchange Association Ltd. at Kolkata and The Delhi Stock Exchange Association Ltd. at New Delhi.

The Company has already filed application for delisting with The Calcutta Stock Exchange Association Limited which is still pending and in view of the revised Delisting Guidelines the company seeks fresh approval for delisting.

With the wide and extensive networking of centers of the BSE, the investors have access to online dealing in the Company's Equity Shares across the country. The trading volumes of the Company's Equity Shares on the Stock Exchanges at Kolkata, and New Delhi (hereinafter referred to as "the said Stock Exchanges") are virtually nil. The Annual recurring listing fees paid to the said Stock Exchanges do not now offer commensurate benefits to the Company/its investors in the changed scenario of the nationwide trading terminals set up by the BSE. The continued listing on the said Stock Exchanges is not considered necessary. It would further contribute to reduction in administrative costs/efforts of the Company. Therefore, the Board of Directors, at its meeting held on 30th July, 2007 approved to apply for the voluntary delisting of the Company's Equity Shares from the said Stock Exchanges.

The proposed voluntary delisting of the Company's Equity Shares from the said Stock Exchanges will not adversely affect the investors including the Members located in the region where the said Stock Exchanges are situated. Pursuant to the SEBI (Delisting of Securities) Guideline 2003, it is now proposed to seek the Members approval by way of Special Resolution for the voluntary delisting of the Company's Equity Shares from the said Stock Exchanges (two). In terms of the said guidelines, as the Company's Equity Shares shall continue to remain listed on BSE, no Exit Option is required to be offered to the Shareholders as the Equity Shareholders will continue to have the benefits of trading on BSE with ease because of connectivity all over India.

None of the Directors are in any way concerned or interested in the resolution.

Item No. 9

Board of Directors of the Company, at its meeting held on 30th July, 2007 appointed Mr. Sanjay Bhatia as Managing Director of the Company with effect from 01st April, 2007 for a period of three years on the terms and conditions as set out below: