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22nd Annual Report
2008-09

Customers First





■ Board of Directors

Mr. Kailash Chandra Shahra	-	Chairman
Mr. Santosh Kumar Shahra	-	Vice - Chairman
Mr. Umesh Shahra	-	Managing Director
Mr. Arvind Mishra	-	Executive Director
Mr. Ashok Khasgiwala	-	Director
Mr. Veer Kumar Jain	-	Director
Mr. Suneet Shukla	-	Director (Nominee : IFCI Ltd.)
Mr. Navin Khandelwal	-	Director
Mr. Manish Jain	-	Director
Mr. Vijay Kumar Mahajan	-	Director (w.e.f. 30/09/2008)

■ Company Secretary

CS Vinay Gupta

■ Auditors

Arun Maheshwari & Company
8/9, Mahesh Nagar, Indore (M.P.)

■ Registered Office

611, Tulsiani Chambers,
Nariman Point,
Mumbai - 400 021

■ Registrar & Share Transfer Agent

Sarthak Global Limited
Avanti House, 170/10, Film Colony,
R.N.T. Marg, Indore (M.P.) 452 001

■ Factory

Village : Sejwaya
District : Dhar (M.P.)

■ Bankers

State Bank of India
State Bank of Indore
Dena Bank
The Jammu & Kashmir Bank Ltd.
United Bank of India

Members are requested to bring their copy of Annual Report alongwith them at the Annual General Meeting.

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Annual General Meeting will be held on
30th September, 2009 at 3.00 P.M. at
Sunvile Delux Pavillion, Sunvile Building,
9, Dr. Annie Besant Road, Worli, Mumbai - 18



NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of the Company will be held on 30th September, 2009 at 3.00 P.M. at Sunvile Deluxe Pavillion, Sunvile Building, 9, Dr. Annie Besant Road, Worli, Mumbai - 400018 to transact the following business;

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 and the Profit and Loss Account for the year ended as on 31st March, 2009 together with the Report of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Kailash Chandra Shahra who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. Veer Kumar Jain who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. Arvind Mishra who retires by rotation and being eligible offers himself for reappointment.
5. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting up to the conclusion of Next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

6. To Consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Vijay Kumar Mahajan, who was appointed as an additional director of the Company in terms of provisions of section 260 of the Companies Act, 1956 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in terms of provisions of Section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. To Consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 149(2A) and all other applicable provisions, if any, of the Companies Act, 1956 and enabling provisions in Articles of Association of the Company and Consent of the Members of the Company be and is hereby accorded to commence / carry on businesses and activities under sub clauses 96 to 102 of Clause (III) C of the Memorandum of Association of the Company as produced herein below in a manner not detriment to the interest of existing business of the Company:

- 96 *To generate, develop, accumulate, distribute, buy, sale, transmit or otherwise deal in conventional and non conventional sources of energy and to install and operate such power generation plant any where in India and abroad and to undertake all forms of construction activities for these purposes including dams, power houses, roads and to undertake all types of water works and related activities for these proposes.*
- 97 *To produce, buy, sale, treat, exchange, renovate, alter, modernize, install or otherwise deal in any type of machine or equipment for generating, distributing, transmitting energy including electricity and to deal with all persons including Companies, Government and Semi-Government bodies for these purpose and to deal with all places including cities, towns, villages, districts, docks, markets, theaters, building, industries, offices etc.*
- 98 *To takeover existing generation plants, companies, distributions, transmission system and to acquire, takeover any license, concessions for energy generation, distribution, transmission and to carry on the business of an electric, power, light, supply company and in particular to construct, lay down, establish, fix and to carry out all necessary power stations, cables, wires, lines, accumulators, lamps, works, water rights, canals, gas works, electric works, reservoirs, water course furnaces, stamping works, smelting works, factories, warehouses and other works and conveniences.*



- 99 To establish centers for research, development and innovations in the field of power generation, production, distribution by conventional and non-conventional sources of energy.
- 100 To give consultancy services of all kinds for erections, commission and operation of conventional and non-conventional power plants/projects including revamping and modernization of all existing plants and matters related thereto.
- 101 Acquisition, operation and maintenance of low tension and high tension transformers of all designs, voltages and ratings, current transformers, power transformers, voltage regulators, battery charges, battery eliminations, voltages testing sets, conductors fittings, switches, relays, alarms, indicators, transmission towers, high voltage electrical porcelain bushings, HT and LT line equipments and accessories, HRC fuses, fuse bases, vacuum circuit breakers, oil circuit breakers, constructors, relays, conductors, cables and wires.
- 102 To acquire lignite, coal, gas or any other fuel, gypsum or mines bearing such items, land, building, rocks, mineral deposits, mining rights, plantations, forests and any rights and privileges or interest therein by purchase or lease or grant or assignment, transfer or otherwise or exchange or under amalgamation, licence or concession or otherwise and to explore work, exercise, develop, administer, manage or control and to turn to account the same.

FURTHER RESOLVED THAT Mr. Umesh Shahra, Managing Director of the Company and Mr. Vinay Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such things and acts, as may be necessary and expedient in this regard including filing of necessary form and returns with the Registrar of Companies, Maharashtra."

8. To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorized Share Capital of the Company be and is hereby increased from Rs.40,00,00,000/- (Rupees Forty Crores Only) divided into 3,30,00,000 (Three Crore Thirty Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each and 7,00,000 (Seven Lacs), 5% Non-Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred Only) each to Rs.65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 3,30,00,000 (Three Crore Thirty Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each and 32,00,000 (Thirty Two Lacs), 5% Non-Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred Only) each."

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

"RESOLVED THAT pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956 the existing Clause V of Memorandum of Association of the Company be substituted by the following:

- V The Authorised Share Capital of the Company is Rs.65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 3,30,00,000 (Three Crore Thirty Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each and 32,00,000 (Thirty Two Lacs), 5% Non-Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred Only) each, with power for the Company to increase or reduce the said Capital and to issue any part of its Capital original or increased with or without any preference, priority or special privilege or subject to any postponement of right or to any conditions restrictions and so that unless the condition of issue shall otherwise expressly declare every issue of Share whether declared to be preference or otherwise shall be subject to the power hereinafter contained. The rights of the Capital of the Company may be modified, affected, varied, extended or surrendered either with the consent in writing of the holders of three forth of the Shares of the class or with sanction of special resolution of the members of the class provided by the Articles of Association or as altered by special resolution."



10. To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956, and other applicable provisions, if any, Article 3 of the Articles of Association of the Company be read as under by deleting the existing article:

3. *The Authorised Share Capital of the Company is Rs.65,00,00,000/- (Rupees Sixty Five Crores Only) divided into 3,30,00,000 (Three Crore Thirty Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each and 32,00,000 (Thirty Two Lacs), 5% Non-Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred Only) each, with power for the Company to increase or reduce the said Capital and to issue any part of its Capital original or increased with or without any preference, priority or special privilege or subject to any postponement of right or to any conditions restrictions and so that unless the condition of issue shall otherwise expressly declare every issue of Share whether declared to be preference or otherwise shall be subject to the power hereinafter contained. The rights of the Capital of the Company may be modified, affected, varied, extended or surrendered either with the consent in writing of the holders of three fourth of the Shares of the class or with sanction of special resolution of the members of the class provided by the Articles of Association or as altered by special resolution."*

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

"RESOLVED THAT as per the provisions of Section 80 and other applicable provisions, if any, of the Companies Act, 1956 and pursuant to Article 4 of the Articles of Association of the Company and subject to SEBI approvals, if any and other statutory provisions, required, if any, 25,00,000, 5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each forming part of the Authorised Share Capital of the Company be issued at par, allotted to the Promoters Group, their relatives, Bodies Corporate or any other person or persons as the Board of Directors may deem fit in one or more tranches as the Board may deem fit, subject to the following terms and conditions:

1. The holders of the shares shall be entitled to receive a preferential dividend of 5% per annum in respect of the amount paid up on the shares;
2. The holders of the shares shall be entitled to attend meetings and vote on resolution directly affecting their rights on all resolutions at every meeting of the Company;
3. In the event of winding up, the holders of the shares shall be entitled to preferential right of return of the Capital paid up thereon but without any further right or claim over the assets of the Company; and

RESOLVED FURTHER THAT notwithstanding anything contained in Section 81(1A) and other applicable provisions, (if any) of the Companies Act, 1956 the aforesaid 25,00,000, 5% Non-Cumulative Redeemable Preference Shares to be issued as aforesaid, may be offered by the Directors of the Company to Promoters, their relative, Bodies Corporate or any person or persons (whether or not such person or persons include the person or persons who at the date of offer are holders of equity shares of the company) in any manner whatsoever.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any committee thereof for the time being exercising the powers conferred by the Board) be and is hereby authorized to take all necessary steps in this regard and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in this regard and accept on behalf of the Company, any modifications to these terms which may be required under any statutory obligations or otherwise and which the Directors in their discretion think fit and proper."

12. To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956, and other applicable provisions, if any, the following Articles of Articles of Association of the company be altered/inserted as under:



Article 2(l) to be substituted with the following:

In writing and written

2(l) "in writing" and "Written" include printing, lithography and other mode or modes of representing or reproducing words in a visible form or partly one and partly the other.

Article 2(x) to be substituted with the following:

Secretary

2(x) "Secretary" means an individual as defined under section 2(45) of the Companies Act, 1956.

Article 4A to be inserted after existing Article 4 as under :

Differential Voting Rights:

4A. Notwithstanding anything contained in these Articles, Company can issue Equity Shares with differential voting rights as per the provisions of Section 86 of the Act and Companies (Issue of Share Capital with Differential Voting Rights) Rules, 2001.

In Article 9(ii) the words "and / or Scheduled Banks" to be inserted after the words "Public Financial Institution" wherever appears.

In Articles 10(1), 10(2), 11 and 20 (c) the words "Share Premium Account" to be substituted with the words "Securities Premium Account" wherever appears.

To insert Article 17A after existing Article 17 as under :

Buyback of Securities

17A. In accordance with the provisions of Section 77A, 77AA and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended from time to time but subject to the provisions of Section 77A (2) and 77B, a Company may purchase its own shares or other specified securities (hereinafter referred to as "buy-back").

To introduce heading "PROVISIONS TO APPLY ON ISSUE OF REDEEMABLE PREFERENCE SHARES" before Article 18 and the same be deleted as presently mentioned before Article 20.

In Articles 19(b)(i) and 19(b)(v) the words "15 years" to be substituted with the words "20 years".

Article 25 i (c) and 25 ii (1) and (2) to be substituted with the following :

25 i. (c) Subject to the Provisions of the Companies (Issue of Share Certificates) Rules, 1960 every such Certificate shall be issued under the seal of the Company which shall be affixed in the presence of (i) two directors or persons acting on behalf of the directors under a duly registered power of attorney; and (ii) the secretary or some other person appointed by the Board for the purpose. The two directors or their attorneys and the secretary or other person shall sign the share certificate.

25 ii. (1) Any two or more joint allottees of a share shall, for the purpose of these Articles, be treated as a single member and the certificate of any share, which may be the subject of joint ownership, may be delivered to any of the such joint owners on behalf of all of them.

25 ii. (2) For any further certificate the Board shall be entitled, but shall not be bound, to charge a fee as may be prescribed under the Companies (Issue of Share Certificates) Rules, 1960.

To insert Article 25 iv. after Article 25 iii. as under :

25 iv. Where a new share certificate has been issued in pursuance of these Articles, it shall state on the face of it against the stub or counterfoil to the effect that it is "Issued in lieu of Share Certificate number..... sub-divided/replaced/on consolidation of shares".

In article 29 words "153(B) or Section 187(B) or" be deleted.

To introduce heading "SHARE WARRANTS" after Article 29.

Article 29A to 29C be inserted after existing Article 29 as under :



29A Subject to the provisions of the SEBI (Disclosure and Investors Protection) Guidelines as may be applicable from time to time and with the consent of the Members of the Company at a General Meeting by way of Special Resolution, the Board of Directors of the Company or a Committee thereof duly authorised by the Board of Directors may issue and allot Warrants convertible into the Equity Shares on such rate, terms and conditions to the existing shareholders, general public, or on preferential basis to the promoters, directors, bodies corporate, banks, financial institutions, OCBs, NRIs or such other persons from time to time on receipt of the upfront amount as may be prescribed from time to time on the face value of the Warrants, as it may deem fit. Board of Directors of the Company shall be authorized to make provisions as to the allotment and issue of Warrants and in particular may determine to whom the same shall be offered whether at par or at premium subject to the provisions of the Companies Act, 1956 and all the applicable provisions of the SEBI Guidelines and other applicable provisions if any from time to time.

29B The Company may by special resolution authorize the Board to convert warrants into the equity shares at such rates (including premium), terms and conditions as may be determined by the Board and in accordance with the guidelines issue by the SEBI, Stock Exchange, Central Government or other authorities either on single trench or otherwise as per the discretion of the Board.

29C The Board may from time to time subject to the terms on which any warrants convertible into equity shares may have been issued make call upon the warrants holders in respect of the balance amount unpaid on the warrants held by them respectively at the time of providing option for conversion of warrants into the equity shares of the Company and shall be payable at such fixed times by the warrant holder who shall pay the amount of the call made on them at time and places appointed by the Board. In case of failure to exercise the option and make payment thereof, the amount so deposited at the time of allotment of warrant shall be forfeited by the Board.

Articles 44, 45 and 46 to be substituted with the following :

Company to have lien on shares

44. The Company shall have a first and paramount lien upon all the shares and/or debentures (other than fully paid-up shares and/or debentures) registered in the name of each Member and/or Debenture holder (whether held singly or jointly with others) in respect of all monies, whether presently payable or not and shall extend to all dividends, interest rights and bonuses from time to time declared in respect of such shares and/or debentures. Unless otherwise agreed the registration of transfer of shares and/or debentures shall operate as a waiver of Company's lien, if any, on such shares and/or debentures. The Directors may at any time declare any share and/or debenture wholly or in part exempt from the provisions of this Article. Notwithstanding anything contained hereinabove, Company shall have lien on fully paid shares or debentures and such lien shall extend only in respect of payment of excess dividend/interest or any sums owing to the Company by a member/debenture holder.

Enforcement of lien by sale

45. For the purpose of enforcing such lien, the Board may sell the shares/debentures subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such share and/or debentures and may authorize one of their member or appoint any officer or Agent to execute a transfer thereof on behalf of and in the name of such member/debenture holder. No sale shall be made until such period, as may be stipulated by the Board from time to time, and until notice in writing of the intention to sell shall have been served on such member and/or debenture holder or his legal representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days after such notice.

Application of proceeds of sale

46. (a) The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the persons entitled to the shares and/or debentures at the date of the sale.



46.(b) The Company shall be entitled to treat the registered holder of any share or debenture as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or by statute required) be bound to recognise equitable or other claim to, or interest in, such shares or debentures on the part of any other person. The Company's lien shall prevail notwithstanding that it has received notice of any such claims.

Article 97(2) to be substituted with the following :

97 (2) The number of members entitled to requisition a meeting in regard to any matter shall be (a) such number as held at the date of the deposit of the requisition, not less than one twentieth of such of the paid up capital of the Company as at that date carried the right of voting in regard to that matter; or (b) not less than one hundred members having the right aforesaid and holding shares in the company on which there has been paid-up an aggregate sum of not less than one lakh of rupees in all.

Article 142(a) to be substituted with the following:

142. (a) Unless otherwise determined by a General Meeting of the Company and subject to the provisions of Section 252 & 259 of the Act, number of Directors including Debenture Directors, Special Directors and corporation Directors, (if any) shall be not less than 3 and not more than 12.

Article 150 to be substituted with the following:

150. The amount of remuneration by way of fees for each meeting of the Board of Directors or a Committee thereof shall be governed according to Rule 10B of Companies (Central Government's) General Rules & Forms, 1956.

Article 155 to be substituted with the following:

155. (a) The Company may (subject to the provision of Section 284 and other applicable provisions of the Act and these Articles) by Ordinary Resolution remove any Director before the expiry of his period of office.

(b) Special notice as provided under Section 190 of the Act shall be required of any Resolution to remove a Director under this article or to appoint other person in place of a Director so removed at the meeting at which he is removed.

(c) On receipt of a Resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the Resolution at the meeting.

(d) Whether a notice is given of a Resolution to remove a Director under the Article and the Director concerned makes with respect thereto representation in writing to the Company (not exceeding a reasonable length) and requests their notification so members of the Company, the Company shall, unless the representation are received by it too late for it to do so, (i) in the notice of the Resolution given to members of the Company state the fact of the representation having been made, and (ii) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent (before or after the representation) by the Company and if a copy of the representations is not sent as aforesaid because they were received too late or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting provided that the copies of representations need not be sent or read out at the meeting if on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights conferred by this sub-clause are being abused to secure needless publicity for defamatory matter.

(e) A vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board in pursuance of Article 145 and or Section 262 of the Act, be filled by the appointment of another Director in his stead by the meeting at which he is removed; provided special notice of the intended appointment has been given. A Director so appointed shall hold office until the date up to which his predecessor would have held office if he had not been removed as aforesaid.

(f) If the vacancy is not filled under sub-clause (e) it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable of Articles 150 and all the provisions of the Article shall apply accordingly.



(g) Nothing contained in this Article shall be taken:

- (i) as depriving a person removed hereunder of any compensation or damages payable to him in respect of the termination of his appointment as Directors; or
- (ii) as derogating from any power to remove a Director which may exist apart from this Article.

Article 159 to be substituted with the following:

159. No Director shall as a Director, take any part in the discussion of, or vote on, any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void.

Article 173A to be inserted after the existing article 173 as under :

Appointment of Senior Executives as Whole-time Directors

173 A (a) Subject to the provisions of the Act and within the overall limit prescribed under the Articles for the number of Directors on the Board, the Board may appoint any Senior Executive of the Company as a Whole-time Director of the Company for such period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:

- (i) He shall be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His re-appointment as a Director shall not constitute a break in his appointment as Whole-time Director.
- (ii) He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation.
- (iii) He shall cease to be a Director of the Company on the happening of any event specified in Section 283 and 314 (2C) of the Act. He shall cease to be a Director of the Company, if for any reason whatsoever, he ceases to hold the position of Senior Executive in the Company or ceases to be in the employment of the Company.
- (iv) Subject to what is stated hereinabove he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by the Managing Director/s and/or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and/or stipulations as the Managing Director/s and/or the Board may, from time to time determine.
- (v) His remuneration shall be fixed by the Board and shall be subject to the approval of the Company in General Meeting and of the Central Government as may be required under the provisions of the Act.

173 A (b) Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any of such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such Whole time Directors.

In Article 193 (11) the words "370,372 and 373" to be substituted by "372A".

Article 193 (22) to be substituted with the following :

193 (22) Subject to the provisions of section 297,299 and 300 of the Act, the Company can enter into all negotiations, contracts and agreements and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;

Article 193 (22A) be inserted after the existing Article 193 (22) as under :

193 (22A) Particulars of every such contract or arrangement to which Section 297 or as the case may be, sub-section (2) of Section 299 applies, shall be entered in the relevant register aforesaid.

- (i) In the case of contract or arrangement requiring the Board's approval within seven (exclusive of public days) of the meeting of the Board at which the contract or arrangement is approved;
- (ii) In the case of any other contract or arrangement, within seven days of the receipt at the Registered Office of the particulars of such other contractor or arrangement.

In article 208 the words "fourty two days" to be substituted by the words "thirty days."



In article 209 (a) the words "42 days" to be substituted by the words "30 days" wherever appearing.

Article 216(1) to be substituted with the following :

216. (1) The Profit and Loss Account and Balance Sheet shall be signed by Manager or Secretary, if any and by not less than two Directors of the Company one of whom shall be a Managing Director where there is one, provided that if there is only one Director present in India at the time or that the other Directors are not available for any reason, the Profit and Loss Account and Balance Sheet shall be signed by such Director but in such a case there shall be sub-joined to the Profit and Loss Account and Balance Sheet a statement signed by such Director explaining the reason for non-compliance with the aforesaid provision requiring the signature of two Directors.

To insert Article 241 after the existing Article 240 as under :

General Power

241. Wherever in the Companies Act, it has been provided that the Company shall have any right privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its Articles, then and in that case this regulation hereto authorises and empowers the Company to have such rights, privilege or authority and to carry such transactions as have been permitted by the Act, without there being any specific regulation in that behalf herein provided.

FURTHER RESOLVED THAT Mr. Umesh Shahra, Managing Director of the Company and Mr. Vinay Gupta, Company Secretary of the Company be and are hereby severally authorized to do all such things and acts, as may be necessary and expedient in this regard including filing of necessary form and returns with the Registrar of Companies, Maharastra."

By Order of the Board

Date: 31st July, 2009

Place : Indore

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CS Vinay Gupta
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 the proxy need not be a member.
2. The proxy form duly completed and signed should be deposited at the registered office of the company not less than 48 Hours before the time fixed for the meeting.
3. Explanatory Statements pursuant to section 173(2) of the Companies Act, 1956, setting out the material facts in respect to the business under Item No. 6 to 12 are annexed hereto. The relevant details as required by Clause 49 of the Listing Agreement, of persons seeking appointment/ re-appointment as Directors are also annexed.
4. Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2009 to 30th September, 2009 (both days inclusive).
5. Members who attend the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.