



# **INDRAYANI BIOTECH LIMITED**

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**19<sup>th</sup> Annual Report  
2010-11**

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## **INDRAYANI BIOTECH LIMITED**

### **Board of Directors**

(as on August 12, 2011)

**Mr. Prakash Bang** - Managing Director

**Mr. Ruchir Bang** - Director

**Mr. Rajesh Vaishnav** - Director

**Mr. Umesh Lahoti** - Director

**Mr. Vivek Malpani** - Director

**Mrs. Manjula Malpani** - Director

### **Statutory Auditors**

G V Madane & Co.

Chartered Accountants, Pune.

### **Bankers**

HDFC Bank Ltd.

### **Registrar & Share Transfer Agents**

Link Intime India Pvt. Ltd.

Block No. 202, 2nd Floor, Akshay Complex,

Off Dhole Patil Road,

Pune - 411 001.

Ph. : 020-26160084

### **Registered Office**

1133/5, F C Road,

Opp. Police Grounds, Shivajinagar,

Pune - 411 016.

**ANNUAL GENERAL MEETING ON SATURDAY, DECEMBER 31, 2011  
AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY.**

**Members are requested to inform their e-mail IDs to the company  
on [info@indrayani.com](mailto:info@indrayani.com)**

## DIRECTORS REPORT

To the Members,

The Directors present the Nineteenth Annual Report and audited statements of accounts of the Company for the year ended March 31, 2011.

### 1) FINANCIAL RESULTS:

| PARTICULARS                                       | (Rs. in Lacs)                      |                                    |
|---|------------------------------------|------------------------------------|
|   | Year ended<br>March 31, 2011 (Rs.) | Year ended<br>March 31, 2010 (Rs.) |
| Sales and other income                            | Nil                                | 20.10                              |
| Gross Profit /(Loss) before Depreciation          | (6.12)                             | (29.19)                            |
| Depreciation                                      | 0.58                               | 7.24                               |
| Profit /(Loss) before Non operative items and Tax |                                    |                                    |
| Less : Provision for Taxation                     | Nil                                | Nil                                |
| Prior Period Items                                | Nil                                | Nil                                |
| Profit /(Loss) after Non operative items and Tax  | (6.12)                             | (29.66)                            |

During the financial year, the Company has entered into a Scheme of Arrangement between its Members & Unsecured Creditors. Pursuant to the Scheme of Arrangement, the equity share capital of the Company would be reduced by 88%, conversion of unsecured loan into the equity shares of the Company, demerging the entire business of the Company into Indrayani Tissue Culture Pvt. Ltd., merging the YoGoYo Division of Websource Technologies Ltd. into the Company, alteration of main objects of the Company and ultimately changing the name of the Company.

Accordingly, the Company has obtained the order, dated June 25, 2010, of the Hon'ble High Court of judicature at Bombay. Effective to the Scheme, the equity share capital of the Company is reduced by 88%, converted unsecured loan into the equity shares, demerged the entire business into Indrayani Tissue Culture Pvt. Ltd., merged the YoGoYo Division of Websource Technologies Ltd. into the Company. The entire business of the Company has been divested and the Company is in process of commencing the new business of Travel Technology and Solutions.

Your Directors are confident that the scenario post implementation of the Scheme of Arrangement, will be satisfactory and will create value for the shareholders.

### 2) MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDA): Pursuant to Clause 49 of the Listing Agreement, MDA forms part of this report and is as follows:

**A. Industry Structure and Development:** The Company has discontinued its existing business of bio-technology and is in process to commence the new activity of Travel Technology and Solutions to Travel Industry.

#### B. FUTURE OUTLOOK:

**a) Sales & Marketing :** The Company continues with its existing contacts to develop travel technology business and deals directly with corporates and institutions.

**b) Service Terminals :** The Company shall provide the travel technology services from its registered office situated at 1133/5, F C Road, Shivajinagar, Pune – 411 016. The Company is having a full-fledged infrastructure to provide such services.

**c) Cost Saving :** The Company continues to focus on reducing the cost of goods sold, as well as, the non-product costs.

**C. Segment wise, Product wise Performance:** The Company continues to operate in a single business segment of Travel Technology and Solutions. Therefore, there are no reportable businesses or geographical segments.

#### D. Internal Control Systems and their adequacy:

The Company has adequate Internal Control system to safeguard all assets of the Company and detect fraud or irregularities, if any. The Internal Control systems are designed to ensure reliability in financial records and other records for preparing financial information.

#### E. Risk & Concerns:

The Company proposes to institutionalize a Risk Management framework to effectively identify, assess & manage risk through an appropriately designed and strictly enforced system of risk controls.

These controls would promote efficiency and reduce risk of losses & also provide a reasonable assurance on the reliability of financial statements and compliance with laws and regulations.



## DIRECTORS REPORT

### F. Material Development in Human Resources:

The Company is maintaining cordial relations with its employee.

### G. Financial & Operational Performance:

During the year, the Company has not achieved any income, due to divesting of its existing business of bio-technology. The Company is in process of commencing new business of Travel Technology and Solutions. Hence, during the year, the Company has not earned any income from operations. However, your directors are confident to achieve excellent results, with the commencement of new activity.

Corporate Tax: Since the Company has not generated any taxable income for the period, no provision for taxation has been made in the books of accounts.

### 3) DIRECTORS:

During the financial year there were some changes in the Board of Directors. During the financial year, four new directors viz. Mr. Prakash Bang, Mr. Ruchir Bang, Mr. Rajesh Vaishnav and Mr. Umesh Lahoti, have been appointed on the Board w.e.f. August 20, 2010. Three directors viz. Mr. Anand Karve, Mr. Anand Chaugule, Mr. Vishwanath Malpani have resigned from the Board. Mrs. Manjula Malpani has resigned from the post of Managing Director.

Mr. Prakash Bang, Director, has been appointed as Managing Director w.e.f. November 03, 2010 for a period of five years.

According to the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mrs. Manjula Malpani, Director and Mr. Ruchir Bang, Director of the Company are liable to retire by rotation at the forthcoming Annual General Meeting and being eligible have offered themselves for re-appointment as directors of the Company. The Board recommends their reappointment.

The Company has duly complied with the provisions of Clause 49 of the Listing Agreement relating to constitution of the Directors.

### 4) CORPORATE GOVERNANCE:

A separate section 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 as stipulated in Clause 49 of the Listing Agreement is included in the Annual Report.

### 5) DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, it is hereby confirmed:

- (i) that in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2011, the applicable accounting standards have 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 were 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 the year under review;
- (iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors have prepared the Annual Accounts for the financial year ended 31<sup>st</sup> March 2011 on a 'going concern' basis.

### 6) SHIFTING OF REGISTERED OFFICE:

The Registered Office of the Company has been shifted, w.e.f. October 01, 2010, from Gat No. 1246, Village Markal, Tal. Khed, Dist. Pune – 412 105 to 1133/5, F C Road, Opp. Police Grounds, Shivajinagar, Pune – 411 016. Members are requested to correspond with new registered office of the Company for all corporate matters.

### 7) SCHEME OF ARRANGEMENT:

As the members are aware that the Company had filed a petition with the Hon'ble High Court of Judicature at Bombay, for sanctioning the Scheme of Arrangement, which seeks the permission to reduce the equity share capital of the Company by 88%, conversion of unsecured loan into the equity shares, demerging the entire business into Indrayani Tissue Culture Pvt. Ltd., merging YoGoYo Division of Websource Technologies Ltd., alteration in the main objects in the Memorandum of Association of the Company and ultimately changing the name of the Company which will be in consonance with new business activity of the Company.

Accordingly, the Company has obtained the sanction of the High Court on June 25, 2010 and the Scheme of Arrangement was effective w.e.f. August 21, 2010.

The Company has made the application to the Bombay Stock Exchange, Mumbai and Pune Stock Exchange, Pune to list the newly allotted equity shares to the shareholders and is in process to get the shares listed on such stock exchanges.



## DIRECTORS REPORT

### 8) AUDITORS:

M/s. G V Madane & Co., Chartered Accountants, Pune, statutory auditors of the Company, retire at the forthcoming Annual General Meeting and are eligible for re-appointment. The Company has received a certificate under Section 224(1B) of the Companies Act, 1956, from them to the effect that their appointment, if made, will be in accordance with the limits as specified in the said Section. The Board recommends their appointment.

### 9) COMPLIANCE CERTIFICATE:

After implementation of the Scheme of Arrangement, as sanctioned by the Hon'ble High Court of Judicature at Bombay, the paid-up capital of the Company has been reduced to Rs. 364.65 lakhs and falling within the limits prescribed under the Section 383A of the Companies Act, 1956. The Company has availed the Compliance Certificate, pursuant to the said Section, from M/s. Ravi Sabnis & Associates, Company Secretaries, Pune, and is attached and forms a part of this report.

### 10) SUBSIDIARY COMPANY:

The Company has made investments in roomsXML Solutions Ltd; making it a 100% Subsidiary Company with a view that the future prospects of developments in Travel Technology would be beneficial to the Company. The audited accounts for the year ended March 31, 2011 and other particulars pursuant to Section 212(1) of the Companies Act, 1956 relating to M/s. roomsXML Solutions Ltd. are appended to this Report.

### 11) FIXED DEPOSITS:

Pursuant to Section 58A of the Companies Act, 1956 and The Companies (Acceptance of Deposits) Rules, 1975, the Company has not accepted any deposit from the public.

### 12) CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

Information in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding conservation of energy and technology absorption is not applicable to your Company.

### 13) FOREIGN EXCHANGE EARNINGS & OUTGO:

| PARTICULARS                       | For the year ended<br>as on 31 <sup>st</sup> March 2011 | For the year ended<br>as on 31 <sup>st</sup> March 2010 |
|-----------------------------------|---|---|
| (A) Total Foreign Exchange earned | Nil   | Nil   |
| (B) Total Foreign Exchange used   | Nil   | Nil   |

### 14) INTERNAL CONTROL SYSTEMS AND AUDIT:

The internal audit function is carried out by practicing professionals having domain expertise in internal audit. The scope and extent of internal audit encompasses audit and review of transactions.

The Internal Auditor furnishes a report to the Company and in turn an executive summary of observations and Company's comments are made available to the Audit Committee.

### 15) AUDITORS' OBSERVATION:

The statutory Auditors M/s. G V Madane & Co., Chartered Accountants, Pune, has not made any qualification / adverse remarks in their Audit Report. The Company has complied with all the rules and regulations applicable to the Company.

### 16) LISTING:

The shares of your Company are listed on The Bombay Stock Exchange, Mumbai and Pune Stock Exchange and the Annual Listing fees for the financial year 2011-2012 have been paid.

### 17) PARTICULARS OF EMPLOYEES:

As required under the provisions of Section 217(2A) of the Companies Act 1956, read with Companies (Particulars of employees) Rules, 1975 during the year under report, no employee of the Company, throughout the year or part of the year was in receipt of remuneration of Rs. 24,00,000/- per annum or Rs. 2,00,000/- per month or in excess thereof respectively.

The Directors wish to place on record their appreciation for the positive co-operation received from its customers, suppliers, bankers and Government of India.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Pune  
August 12, 2011

Prakash Bang  
Managing Director



## COMPLIANCE CERTIFICATE

CIN : L24231PN1992PLC065801

Authorised Capital : Rs. 11,00,00,000/- ;

Paid-up Capital : Rs. 3,64,65,000/-

### COMPLIANCE CERTIFICATE

To, The Members,  
M/s. INDRAYANI BIOTECH LIMITED,  
Registered Office: 1133/5, F C Road,  
Opp. Police Grounds, Pune – 411 016. Maharashtra.

I have examined the registers, records, books and papers of M/s. INDRAYANI BIOTECH PRIVATE LIMITED as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the company for the financial year ended on March 31, 2011. In my opinion and to the best of my information and according to the examination carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year;

1. The company had kept and maintained Registers as stated in annexure 'A' to this Certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The company had filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director - Department of Company Affairs, Central Government, Company Law Board or other authorities under the Act and the rules made thereunder.
3. The company, being a public limited company, comments is not required.
4. The Board of Directors duly met **Seven (7)** times on April 30, 2010, July 28, 2010, August 20, 2010, September 01, 2010, September 30, November 03, 2010 and February 10, 2011 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minute Books maintained for the purpose.
5. The company closed its Register of Members from September 28, 2010 to September 30, 2010 and the necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting of the company for the financial year 2009-10 was held on September 30, 2010, after giving notices to the members of the company and the resolutions passed thereat were duly recorded in the minute book maintained for the purpose.
7. **No** Extra-ordinary General Meeting held during the financial year under review.
8. The company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. The company has not entered into any contracts with the related parties pursuant to Section 297 of the Act.
10. The company has made entries, if any, in the Register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The company has not issued any duplicate Share Certificates during the financial year.
13. The company:
  - i) not delivered all the certificates on allotment of securities and on lodgment, thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act; due to Scheme of Arrangement is in process.
  - ii) has not deposited any amount in separate bank account as no dividend was declared during the financial year.
  - iii) was not required to post warrants to any member of the company as no dividend was declared during the financial year.
  - iv) has not transferred the amount to Investors Education and Protection Fund, as there are no such amounts remaining unclaimed or unpaid for a period of seven years.
  - v) has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted and the appointment of additional directors was duly made, during the year under review.



## COMPLIANCE CERTIFICATE

15. The appointment of Managing Director has been made in compliance with the provisions of Section 269 read with Schedule XIII of the Act.
16. The company has not appointed any Sole Selling Agent during the financial year.
17. The company has obtained all necessary approvals from the Central Government, Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the various provisions of the Act during the financial year, as detailed below:

| Sr. | Particulars           | Under Section           | Authority                                  | Date of approval |
|-----|-----------------------|-------------------------|--|------------------|
| 1.  | Scheme of Arrangement | 391 to 394 & 100 to 104 | Hon'ble High Court of Judicature at Bombay | June 25, 2010    |

18. The Directors have disclosed their interests in other firms / companies to the Board of Directors pursuant to the provisions of the Act and Rules made thereunder.
19. The company has issued 36,46,500 equity shares during the financial year after complying with the provisions of the Act; except delivering of Share Certificates to whom are entitled.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. As informed to us, there were no transactions necessitating the company to keep in abeyance the rights to dividends, right shares and / or bonus shares pending registration of transfer of shares.
23. The company has not invited or accepted any deposits falling within the purview of section 58A or 58AA of the Act including Rules there under during the financial year.
24. The company has not made any borrowings during the financial year ended March 31, 2011.
25. The company has not given corporate guarantee to any other bodies corporate.
26. The company has not altered the provisions of the Memorandum with respect to the situation of the company's Registered Office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the Memorandum with respect to the name of the company during the year under scrutiny.
29. The company has not altered the provisions of the Memorandum with respect to the Share capital of the company during the year under scrutiny.
30. The company has not altered its Articles of Association during the financial year.
31. As informed to us, there were/was no prosecutions initiated against or show cause notices received by the company and no fines or penalties of any other punishments imposed on the company during the financial year, for offences under the Act.
32. The company has not received any money as security from its employees during the financial year.
33. The company has not constituted a separate Provident Fund Trust for its employees or class of its employees as contemplated under Section 418 of the Act.

Place: Pune  
Date: May 23, 2011

**For Ravi Sabnis & Associates**  
Company Secretaries  
**CS Ravi Sabnis;**  
Member ACS : 21213; C.P. No. : 8151



## COMPLIANCE CERTIFICATE

### ANNEXURE – A

Registers maintained by the M/s. Indrayani Biotech Limited, during the financial year ended March 31, 2011:

| Sr. | Name of the Register   | Under Section |
|-----|--|---------------|
| 1.  | Minutes of Meeting of Board of Directors   | 193           |
| 2.  | Minutes of General Meetings  | 193           |
| 3.  | Register of Members (through its duly appointed Registrar and Share Transfer Agents, Link Intime India Pvt. Ltd., Pune)            | 150           |
| 4.  | Register of Directors, Managers, Secretaries etc.  | 303           |
| 5.  | Register of Directors' Shareholdings   | 307           |
| 6.  | Register of Charges  | 143           |
| 7.  | Register of Contracts  | 301           |
| 8.  | Books of Accounts  | 209           |
| 9.  | Register of Loans and Investments  | 372A          |
| 9.  | Attendance Register for Board & General Meetings   | Optional      |
| 10. | Register of Transfer of Shares (through its duly appointed Registrar and Share Transfer Agents, Link Intime India Pvt. Ltd., Pune) | Optional      |

Place: Pune  
Date: May 23, 2011

**For Ravi Sabnis & Associates**  
Company Secretaries  
**CS Ravi Sabnis**; Proprietor  
Mem. No. ACS : 21213; C.P. No. : 8151

### ANNEXURE – B

Forms and Returns as filed by M/s. Indrayani Biotech Limited with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on March 31, 2011:

| Sr. | Form No./ Return      | Purpose of the form                                      | Under Section | SRN       | Date of Event<br>Date of Filing | Whether filed in prescribed time (Y/N) | If delay, whether additional fees paid |
|-----|-----------------------|--|---------------|-----------|---------------------------------|--|--|
| 1.  | <b>e-form No. 21</b>  | Order of the Hon'ble High Court of Judicature at Bombay. | 394(1)        | A91999102 | 31-07-2010/21-08-2010           | No                                     | No                                     |
| 2.  | <b>e-form No. 32</b>  | Appointment of additional directors.                     | 303(2)        | A97025621 | 20-08-2010/29-10-2010           | Yes                                    | No                                     |
| 3.  | <b>e-form No. 18</b>  | Shifting of Registered Office.                           | 146           | A97024988 | 01-10-2010/29-10-2010           | Yes                                    | No                                     |
| 4.  | <b>e-form No. 32</b>  | Cessation of directors.                                  | 303(2)        | A99176331 | 30-09-2010/27-11-2010           | No                                     | Yes                                    |
| 5.  | <b>e-form No. 25C</b> | Return of Appointment of Managing Director.              | 269(2)        | B04199048 | 03-11-2010/30-11-2010           | No                                     | Yes                                    |
| 6.  | <b>e-form No. 21</b>  | Order of the Hon'ble High Court of Judicature at Bombay. | 394(1)        | B00979369 | 07-12-2010/18-12-2010           | Yes                                    | No                                     |
| 7.  | <b>e-form No. 21</b>  | Order of the Hon'ble High Court of Judicature at Bombay. | 394(1)        | B01404508 | 31-07-2010/23-12-2010           | No                                     | No                                     |
| 8.  | <b>e-form No. 2</b>   | Return of Allotment of equity shares.                    | 75(1)         | B02932697 | 30-09-2010/13-01-2010           | No                                     | Yes                                    |
| 9.  | <b>e-form No. 32</b>  | Change in designation of directors.                      | 303(2)        | B04125647 | 30-09-2010/28-01-2011           | No                                     | Yes                                    |
| 10. | <b>e-form No. 23</b>  | Special Resolution                                       | 192           | B04198271 | 03-11-2010/29-01-2011           | No                                     | Yes                                    |
| 11. | <b>e-form No. 32</b>  | Change in designation of director.                       | 303(2)        | B04563912 | 03-11-2010/02-02-2011           | Yes                                    | No                                     |

Place: Pune  
Date: May 23, 2011

**For Ravi Sabnis & Associates**  
Company Secretaries  
**CS Ravi Sabnis**; Proprietor  
Mem. No. ACS : 21213; C.P. No. : 8151





## CORPORATE GOVERNANCE REPORT

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The shareholders are the real owners of the company, the first duty of the company and the Directors is towards their interests. Maximization of shareholder's wealth is the ultimate goal of the Company. For this purpose, good investors' relations and good corporate governance practices are fundamental.

Keeping this in mind, Indrayani Biotech Ltd. (Indrayani) had established and continuously following good Corporate Governance practices with an established system of internal control regarding Corporate Governance. The established code of Corporate Governance aims and achieves, that each Director knows their corporate duties, responsibilities in relation to the direction of the company's affairs. The Directors of the Company are discharging their functions and responsibilities as per standards set in code of Corporate Governance in the best interests of the Company and ultimately the owners of the Company.

The Directors are discharging their duties effectively and efficiently in the shareholders' interest to maximize their wealth. The code of Corporate Governance restrains the Directors from misusing the funds of the Company and any malpractice in the functioning of the Company. The code also prohibits the Directors and senior management from abusing their position in the Company.

The Company has complied with all the provisions as per clause 49 of Listing Agreement regarding Corporate Governance.

### 1. BOARD OF DIRECTORS:

#### 1.1 Composition of the Board:

The Company is being managed by a Board of Directors, which has an optimum combination of Executive and Non-Executive Directors. The Board consists of total six Directors including Executive Chairman. This comprises of one Managing Director and Five other directors amongst which four are Non-executive Independent directors and one is Non-Independent director. The Company has no material/pecuniary relationships with the Non-Executive Directors during the year under review.

The day-to-day operations of the Company are managed by Mr. Prakash Bang, Managing Director.

The constitution of the Board as on August 12, 2011, is as under:

| Sr. | Name of Director       | Date of Appointment | Date of Cessation  |
|-----|------------------------|---------------------|--------------------|
| 1.  | Mr. Prakash Bang       | August 20, 2010     | NA                 |
| 2.  | Mr. Ruchir Bang        | August 20, 2010     | NA                 |
| 3.  | Mr. Rajesh Vaishnav    | August 20, 2010     | NA                 |
| 4.  | Mr. Umesh Lahoti       | August 20, 2010     | NA                 |
| 5.  | Mr. Vivek Malpani      | June 04, 1992       | NA                 |
| 6.  | Mr. Manjula Malpani    | October 01, 2005    | NA                 |
| 7.  | Mr. Anand Karve        | March 09, 1992      | September 30, 2010 |
| 8.  | Mr. Anand Chaugule     | January 30, 2009    | September 30, 2010 |
| 9.  | Mr. Vishwanath Malpani | June 06, 1992       | September 30, 2010 |

#### 1.2 The meetings of the Board:

The Company has complied with Sections 285 to 290 of the Companies Act, 1956, regarding convening, conducting and proceedings of the meeting of the Board of Directors. The meetings of the Board of Directors, during the Financial Year ended March 31, 2011, were held seven times detailed as under:

| Date               | Venue  |
|--------------------|--|
| April 30, 2010     | Regd. Office at Village Markal, Tal. Khed, Dist. Pune – 412 205.                     |
| July 28, 2010      | 8, Peninsula, Near Baner Telephone Exchange, Baner Road, Pune - 411 045.             |
| August 20, 2010    | 8, Peninsula, Near Baner Telephone Exchange, Baner Road, Pune - 411 045.             |
| September 01, 2010 | 8, Peninsula, Near Baner Telephone Exchange, Baner Road, Pune - 411 045.             |
| September 30, 2010 | 8, Peninsula, Near Baner Telephone Exchange, Baner Road, Pune - 411 045.             |
| November 03, 2010  | Regd. Office at 1133/5, F C Road, Opp. Police Grounds, Shivajinagar, Pune – 411 016. |
| February 10, 2011  | Regd. Office at 1133/5, F C Road, Opp. Police Grounds, Shivajinagar, Pune – 411 016. |



## CORPORATE GOVERNANCE REPORT

The necessary and relevant information as specified under Annexure I of Clause 49 of Listing Agreement was being provided to the Board at these meetings. The attendance of each Director at those meetings and at the last Annual General Meeting along with the number of public limited companies (including this Company) and the committees where he is a Director/ Member (including this Company) is tabulated below:

| Name                | Category  | Attendance Particulars |          | Number of Directorships in Public Limited Companies |                                       |
|---------------------|-----------|------------------------|----------|---|---------------------------------------|
|                     |           | Board Meetings         | Last AGM | As Director   | As Chairman/ Member of the Committees |
| Mr. Prakash Bang    | P, MD, ED | 3                      | Yes      | 5   | 1                                     |
| Mr. Ruchir Bang     | P, N-INED | 5                      | Yes      | 3   | 2                                     |
| Mr. Rajesh Vaishnav | INED      | 5                      | Yes      | 1   | 2                                     |
| Mr. Umesh Lahoti    | INED      | 2                      | No       | 4   | 3                                     |
| Mr. Vivek Malpani   | INED      | 6                      | Yes      | 1   | 1                                     |
| Mr. Manjula Malpani | INED      | 7                      | Yes      | 1   | 3                                     |

P: Promoter, MD: Managing Director, ED: Executive Director, INED: Independent Non Executive Director, N-INED: Non-Independent Non Executive Director.

None of the Directors on Board is a Member on more than 10 committees and Chairman of more than 5 Committees across all the Companies in which he is a Director.

### 1.3 Re-appointment of Directors:

Mrs. Manjula Malpani, Director and Mr. Ruchir Bang, Director, are liable to retire by rotation, at the ensuing Annual General Meeting. Members may pass the ordinary resolution to re-appoint them as directors, liable to retire by rotation, which shall be in the benefit of the Company.

## 2. COMMITTEES OF THE BOARD:

The Board has constituted three committees, namely the Audit Committee, Investors/Shareholders Grievances Committee and Remuneration Committee.

### 2.1 Audit Committee:

The Audit Committee, constituted by the Board, mainly deals with the Accounting and Financial matters of the Company. During the year audit committee met four times on July 28, 2010, August 20, 2010, November 03, 2010 and February 10, 2011.

The composition of the Committee as on March 31, 2011 and the details of meetings attended by the member are as under:

| Name of Director     | Position | No. of meetings attended |
|----------------------|----------|--------------------------|
| Mrs. Manjula Malpani | Chairman | 4                        |
| Mr. Umesh Lahoti     | Member   | 3                        |
| Mr. Rajesh Vaishnav  | Member   | 4                        |
| Mr. Ruchir Bang      | Member   | 4                        |

The powers, role, responsibilities and review of information by audit committee are, as set out in the Listing Agreement and as prescribed under Section 292A of the Companies Act, 1956.

### 2.2 Responsibilities of Audit Committee:

1. Overview of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

