

**Board of Directors**

Uttam N. Bhuta	Chairman and Managing Director
Bharat V. Bhate	Director
Rameshchandra J. Vora	Director
Arun R. Raskapurwala	Director
Ashish U. Bhuta	Whole Time Director

**Company Secretary**

Ashish R. Shah

**Auditors**

D.L.Arora & Co.  
Chartered Accountants,  
Mumbai

**Bankers**

Bank of Baroda

**Registered Office**

Nirmala Apartments,  
93, Jayprakash Road,  
Andheri (W), Mumbai - 400 058  
Tel. No. : 3075 7575  
Fax No. : 6694 3127  
e-Mail : investor@jenburkt.com  
Web Site : www.jenburkt.com

**Plant**

11-12, GIDC Phase - I,  
Bhavnagar Road,  
Sihor, Gujarat - 364 240

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## NOTICE

NOTICE is hereby given that the 25<sup>th</sup> Annual General Meeting of the Members of **JENBURKT PHARMACEUTICALS LIMITED** will be held on Friday, the 30<sup>th</sup> July, 2010 at 3.30 p.m. at ISKCON Auditorium, Hare Krishna Land, Juhu, Mumbai - 400049 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2010 and Balance Sheet as on that date together with the Directors' and Auditors' Report thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri Ashish U. Bhuta, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Rameshchandra J. Vora, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Statutory Auditors and authorise the Board of Directors to fix their remuneration.

By Order of the Board of Directors

Ashish R. Shah  
Company Secretary

Mumbai, 28<sup>th</sup> May, 2010

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting. Proxies, in order to be effective, must be received at the registered office of the Company, duly completed, not less than 48 hours before the scheduled time of the meeting.
3. Members / proxies are requested to bring their copy of annual report to the Meeting.
4. RBI had vide it's circular 376-DPSS (Co). EPPD.No.191-04.01.01-2009-2010 dated 29<sup>th</sup> July,

2009 has instructed the banks to move to the National ECS (NECS) platform w.e.f. 1st October, 2009. Hence, to remit the dividend in to your bank account directly, you are requested to provide new bank account number allotted by your banker after implementation of Core Banking Solution (CBS) System to your Depository Participant (DP) and the shareholders with physical shares are requested to complete the ECS form attached to the Annual Report and forward the same to the Company's Registrar M/s.Bigshares Services Pvt. Ltd. Members are also requested to intimate change of address to the Depository Participant (DP) or Registrar, for shares held in demat form or physical mode, respectively.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 23<sup>rd</sup> July 2010 to Friday, 30<sup>th</sup> July 2010 (both days inclusive).
6. Pursuant to Section 205A (5) of the Companies Act, 1956, as amended, any money transferred to the Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the unpaid dividend account shall be transferred by the Company to the Investor Education and Protection Fund of the Central Government and the shareholders shall not be able to claim any unpaid dividend from the said fund or from the Company thereafter. The Company has transferred the unpaid or unclaimed dividends for the Financial Year 2001-02 to the Investor Education and Protection Fund of the Central Government, during the year.
7. The Company will transfer the unpaid or unclaimed amount for the dividend pertaining to Financial Year 2002-03, to the Investors Education and Protection Fund of the Central Government during the year. Shareholders who have not yet claimed their dividend for Financial Year 2002-03 till 2008-09 are requested to do so at the earliest.
8. For Profile of Shri Ashish U. Bhuta and Shri Rameshchandra J.Vora, Directors being re-appointed, kindly refer to the Corporate Governance Report, attached to the Directors' Report.

By Order of the Board of Directors

Ashish R.Shah  
Company Secretary

Mumbai, 28<sup>th</sup> May, 2010

## DIRECTORS' REPORT

Your Directors have pleasure in presenting the 25<sup>th</sup> Annual Report together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2010.

### 1. FINANCIAL PERFORMANCE:

(Rs. Lacs)

PARTICULARS	Year ended 31-3-2010	Year ended 31-3-2009
Sales and other income	5259.88	4373.41
Profit before depreciation, interest and tax	707.89	442.40
Profit before tax	572.71	290.26
Net Profit after tax	377.89	163.56
Profit available for appropriation	692.00	429.47
Appropriations:		
Dividend	139.48	83.68
Dividend Tax	23.70	14.22
Transfer to General Reserves	37.79	11.25
Balance c/f to Balance Sheet	491.03	320.31
<b>Total</b>	<b>692.00</b>	<b>429.47</b>

### 2. DIVIDEND:

Your Directors recommend a Dividend of Rs.3.00 (30%) per equity share of Rs.10/- each, subject to approval of shareholders at the ensuing Annual General Meeting. Rs.163.19 lacs will be absorbed out of profits towards payment of dividend and tax thereon. The Dividend for the previous financial year i.e. 2008-09 was paid at the rate Rs.1.80 (18%) per equity share.

### 3. FINANCIAL PERFORMANCE:

The total revenue of the Company for the Financial Year 2009-10 rose by 20.27% to Rs.5259.88 lacs from Rs.4373.41 lacs registered last year. However, the net profit jumped substantially, by 131% amounting to Rs.377.89 lacs from Rs.163.56 lacs registered last year.

### 4. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

#### a. Pharmaceutical business performance, opportunities and outlook:

India ranks one of the lowest in the world, in per capita healthcare expenditures, this is expected to rise, providing big opportunity to growth of Indian Pharmaceutical Company.

Your Company continuous to upgrade it's position in the categories its products are represented.

The challenge for the company is to constantly rise up the value-chain, while at the same time, bringing

down the cost for the patients. The Company plans to give more impetus to its, innovation value addition and Quality Assurance function. The thrust would be to do so in internal and external processes as a measure of overall quality enhancement.

The Pharmaceutical companies becoming more progressive in terms of brand building and lifestyle diseases and continuing to grow at a faster pace, influencing the growth of the Indian pharma market.

The focus on developing the current markets will continue as more molecules are expected to be launched in the coming fiscal. This would enable the business to further register an improvement in its market share. The Company will continue to focus on high margin products to improve its gross margins, and efforts are also underway to strengthen its relationship with its key stakeholders.

#### b. Industry structure and development:

Though Indian pharmaceutical market is one of the most emerging pharmaceutical markets in the world, it's share in the global pharmaceutical industry is minuscule, in value. Further, the market is highly fragmented, with most players' being regional and essentially into the generic market.

We expect the Indian Pharmaceutical Industry to grow at 8 to 10 percent CAGR.

#### c. Risk concerns & threats:

With more than 300 organised players and few thousand unorganised players, the Indian pharmaceutical market is highly competitive. While generics continue to play a major part in the industry's success, low-cost manufacturing, high-quality research and manufacturing facilities and educated personnel make the Indian pharmaceutical industry both a competitive threat as well as a partner for opportunities.

Indian companies are well placed, given the cost advantage they have to offer. However, fragmentation of installed capacities is one of the major weaknesses. The sector faces certain challenges such as the stricter regulation procedures that have come in to play, the high entry cost in newer markets and the acute competition from generic products. These are

issues that may potentially influence business in the future.

To manage the cost is always a challenge.

**d. Internal control and system:**

Jenburkt conducts its business with integrity and high standards of ethical behavior and in compliance with the laws and regulations that govern its business. The Company has a well established framework of internal controls in operation, including suitable close monitoring procedures and self-assessment exercises with effective feed back flow. In addition to external audit, the financial and operating controls of the Company are reviewed by the internal auditors, who report their findings to the Audit Committee of the board. The E.R.P. system helps in accurate, speedy and proper documentations of financial transactions. Compliance with laws and regulations are also monitored.

**e. Human resources:**

The financial year was marked with developmental programmes like "MANTHAN", for the Quest and Quest II team, providing timely availabilities of quality products. As usual training programmes for the sales and marketing teams were conducted, productivity. Jenburkt is poised for robust growth, leading to a unique challenge to HR function. Various initiatives taken to ensure it's people-system works efficiently, keeping in mind the business environment and company strategy. The main focus area were to bring systematic maturity to the performance management system and the compensation process, development of need-based programmes for germination of leaders and a well defined data-backed process for talent acquisition, devising employee-friendly policies, ensuring compliance across all areas of operation.

**f. Formulation development centre:**

Your Company's state of art, formulation development centre located at Sihor has received recognition as a R&D unit by Department of Scientific and Industrial Research (DSIR), Ministry of Science and Technology, Government of India, New Delhi.

This recognition is a highly respected and coveted one, acknowledging the R&D activities of your company. With the commissioning of the unit, a good number of formulations have been developed.

Focus area so far has been mainly in the solid dosage drug delivery systems. A few fixed dose

combinations are developed for the first time in India.

**g. Manufacturing plant:**

The upgradation of the Sihor Plant, undertaken in 2009-10, has been completed to match the current international standards of Good Manufacturing Practice (GMP), which meets norms laid down by World Health Organization (WHO).

The upgradation and expansion of quality assurance, quality control department and construction of a new warehouse will commence in this new financial year.

**h. Information systems:**

With the successful implementation of the ERP software, your company has begun the process of moving to a newly introduced superior version.

Significant process streamlining activities and training are being undertaken to provide more analytical information, enabling quicker decision making.

**i. Sales, Marketing and Supply chain:**

The strategic decision to move up the value chain, is showing strong and positive results. The focus on long term therapies, in acute and chronic ailments has begun contributing to the top line and bottom line strongly. A few brands of your company figure among the top 5 brands in their respective segments in India and also internationally.

Your company participated in various conferences at national and state level and also conducts regularly medical camps for patient benefit.

On seeing the success of the QUEST team, a cross functional group comprising of members from quality assurance and control, supply chain, production, stores and engineering was created as QUEST-II.

The QUEST AND QUEST-II teams has positively impacted the timely availability of quality products to our network of 1,000 stockists, over 40,000 retail stores in India and to 15 countries.

**j. Medical, Regulatory and Clinical trials:**

Your Company has been granted permission to market a couple of fixed dose combinations, in the financial year, after conducting clinical trials.

An increased number of dossiers have been filed by the regulatory department in various international markets.

**k. Segment-wise performance:**

Jenburkt exclusively operates only in one segment i.e. pharmaceutical formulations.

**5. CRISIL RATING:**

Your Company has been awarded a prestigious rating in the third successive year by NSIC-CRISIL rating as "SE1A", indicating "Highest Performance Capability and High Financial Strength".

**6. DIRECTORS:**

Shri Ashish U. Bhuta and Shri Rameshchandra J. Vora retire by rotation at the ensuing annual general meeting and being eligible offer themselves for re-appointment.

Brief resume of the Directors proposed to be re-appointed are set out in the section of corporate governance, as stipulated under clause 49 of the listing agreement with Stock exchange.

**7. AUDITORS:**

M/s D. L. Arora and Co. chartered accountants, Mumbai, Statutory auditors of the company will retire at the ensuing annual general meeting and have offered themselves for re-appointment. The auditors have, furnished certificate under Section 224(1B) of the Companies Act, 1956 of their eligibility for re-appointment.

**8. REPORT ON CORPORATE GOVERNANCE:**

A brief report on corporate governance and the relative auditors certificate thereto is attached to this report.

**9. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

As required under section 217(1)(e) of the Companies Act 1956 and by the companies (disclosure of particulars in the report of board of directors) rule, 1988, the relevant data pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo is given in annexure - I forming part of this report.

**10. PARTICULARS OF THE EMPLOYEES:**

In terms of provision of section 217(2A) of the Companies Act, 1956 read with the Company (Particulars of Employees) rules 1975, as amended, the names and other particulars of the employees of the Company are required to be disclosed as annexure to Directors' Report. However, according to provision of section 219(1)(b)(iv) of the Companies Act, 1956, the Annual Report excluding above information is being sent to all the members of the company including

other entitled person/s. Member who is interested in obtaining such particulars may write to company secretary at the registered office.

**11. DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the Section 217 (2AA) of the Companies Act, 1956, your directors state that:

- in the preparation of annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same.
- they have selected such accounting policies and applied them consistently and made judgment and estimate that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year under review, and of the profit of the company for that period;
- they 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 and
- they have prepared the Annual Accounts on a going concern basis.

**12. FIXED DEPOSIT:**

Your company has not accepted any deposits from the public within the meaning of section 58-A of the Companies Act, 1956.

**13. APPRECIATION:**

Your Directors place on record their sincere appreciation for the contribution and efforts put in by all the employees. We also extend our gratitude to the support extended by government authorities, banks, stockists, directors and members of the company.

For and on behalf of the Board

Uttam N. Bhuta  
Chairman and Managing Director

Mumbai, 28<sup>th</sup> May, 2010

## ANNEXURE - I TO THE DIRECTORS' REPORT

Particulars pursuant to section 217(1)(e) of the Companies Act, 1956 read with companies (disclosure of particulars in the report of board of directors) rules, 1988 and forming part of the directors' report.

### I. CONSERVATION OF ENERGY:

(a) energy conservation measures taken:

energy conservation and optimizing the energy usage continue to receive priority attention of the management of your company. Special focus has been on the specific audits on energy consumption related to productivity and consumption pattern and its management. The company has given special thrust to reduce the cost of electricity generated from captive source through efficient plant maintenance system and reduced distribution losses.

(b) specific energy conservation measures are:

1. use of efficient additives to obtain a better octane value for fuels.
2. overhauling of transformer system to reduce power losses.

3. increase in air compressor performance factor by setting of high/low pints of operations.
4. the company has offered its facility for energy audits by gujarat electricity board, a statutory body under government of gujarat and initiated actions on replacement of under efficient components like electric motors with more efficient ones.
5. installed a new electric panel board for efficient and smooth operations to captive power source.
6. capacitor bank has been upgraded resulting in improved power factor rating.
7. redesigning and improvement of water treatment and usage system resulting in a remarkable improvement in water consumption norms.

(c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:

1. energy conservation measures as stated above have resulted in bringing down the cost of production.
2. significant savings in energy consumption due to the above stated measures has created awareness in the employees and workers of the company.

(d) total energy consumption and energy consumption per unit of production:

### FORM - A

Form for disclosure of particulars with respect to conservation of energy

A. Power and Fuel Consumption		31 <sup>st</sup> March, 2010	31 <sup>st</sup> March, 2009
1.	electricity		
	a) purchased units	355765	346061
	total amount Rs.	2154370	2041555
	rate / unit Rs.	6.10	5.89
	b) own generation		
	(i) through generator 160 kva	472	2080
	units per litre of diesel oil	2.30	2.10
	cost / unit Rs.	14.34	16.47
	(ii) through generator 250 KVA	4080	9064
	units per litre of diesel oil	1.30	1.43
	cost / unit Rs.	24.61	24.20
	(iii) through steam turbine /generator	Nil	Nil
2.	coal	Nil	Nil
3.	furnace oil	Nil	Nil
4.	others / internal generation	Nil	Nil

B. consumption per unit of production:	
electricity (units)	there is no specific standard followed by the company for the current year as well as for previous year, as per the records and books of the company maintained in accordance with Companies Act, 1956.
furnace oil, coal & others	



**II. TECHNOLOGY ABSORPTION:****FORM B**

Form for disclosure of particulars with respect to absorption:

**(a) Research and Development (R&D):**

1. Specific areas in which R & D carried out in the company:
  - Company's R&D laboratory at Sihor has been accredited by department of science and technology, Govt. of India as a recognized institution.
  - The company has launched many new formulations in the domestic market in the current year. Some of them are: Ojen eye & ear drops, Triben plus ear drops, pantazole. They have been received quite enthusiastically by medical fraternity.
  - Preparation and submission of product dossiers have been continued and these are being submitted to the countries having good potential for your company's products.
2. Benefits derived from R&D:
  - Launch of new formulations both in domestic and international operations.
  - Cost reduction in manufacturing / packaging operations.
  - Increase in shelf life of some of the existing formulations.
3. Future Plans:
  - Submission of Technical dossiers continued to various countries for International business.
  - Operation of new state of the art R & D unit with microbiology section.
4. Expenditure on R&D:
  - Capital expenditure Rs.29.12 lacs, recurring expenditure Rs.33.80 lacs, total Rs.62.92 lacs, total R&D expenditure as 1.21% of turnover.

**(b) Technology absorption, adaptation and innovation:**

1. Efforts in brief, made towards technology absorption, adaptation, and innovation:
  - a) As committed last year the company has initiated steps to upgrade and refurbish its manufacturing facility and also to enhance the installed capacity for tablets at Sihor plant. This, when completed will make the facility fully compliant with stringent international regulations for pharmaceuticals. Phase I covering tablet section has already been completed and preparations are underway for

- similar upgrading of oral liquid, ointment and capsule sections.
- b) The company has successfully launched brand of anti-ulcer drug viz. Pantazole in the international market. It has also been planned to manufacture the key brand products like Nervijen-P and Cartisafe-D at Sihor location.
- c) During the year about 24 products have been registered in the countries for international business division.
- d) Two new stability chambers have been procured and installed in quality control to facilitate the monitoring of stability profile of products as per regulatory norms.
- e) As a strategy to diversify the dosage form segments, it is decided to create dry-syrup manufacturing section in the Sihor facility. It is hoped to be operational during 2010.
- f) True to the company's motto to deliver products of highest quality with zero defect. The current year's performance has proved once again that quality of products command the highest attention for the in-house produced and out-sourced products.

2. Benefits derived as the result of the above efforts:
  - a) Product improvement, cost reduction, import substitution, standardised analytical methods which are reflected in the productivity of resources and better quality and stability of products.
  - b) Development of new products/packaging materials/line extensions.
  - c) Quality improvement.
3. Imported technology:
 

The Company has not imported any technology on payment of consideration in the last five years.

**III. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

1. Activities relating to exports, initiatives taken to increase exports; development of new export markets for products: The company is continuously exploring different markets, for its products. The GMP certification as per WHO, has provided major boost in the area of export.
2. Foreign exchange earnings by the company: Rs.471.02 lacs. Foreign exchange expenditure of the company: capital goods Nil, other expenditures 47.24 lacs and dividend paid 0.18 lacs. Aggregating to Rs.47.42 lacs.

For and on behalf of the Board

Uttam N. Bhuta  
Chairman and Managing Director

Mumbai, 28<sup>th</sup> May, 2010

## CORPORATE GOVERNANCE

### 1. A brief statement on company's philosophy on corporate governance:

Jenburkt believes in adherence to corporate governance in spirit and not in letter. Jenburkt's philosophy in corporate governance is to assist the management in the efficient and effective conduct of its business affairs and in meeting with its commitments towards all the stakeholders.

### 2. Board of directors:

#### A. Composition of Board:

Jenburkt's Board's present strength is 5 directors. The Board has the requisite mix of executive, non executive and independent directors. There are two executive directors and three non-executive directors, all of them are independent directors.

The details of composition and category of directors, their attendance of Board Meeting / Annual General Meeting, other positions in board / committee of board are as under:

Name of Director	Designation/ category of directorship	No.of Board Meetings attended	Last AGM attended	No.of directorship held in other company
Uttam N. Bhuta	Promoter / Chairman and Managing Director	6	Yes	1
Bharat V. Bhate	Non-Executive/ Independent	6	Yes	1
Rameshchandra J.Vora	Non-Executive/ Independent	6	Yes	-
Arun Rangildas Raskapurwala	Non-Executive/ Independent	6	Yes	-
Ashish U. Bhuta	Whole Time Director	6	Yes	1

None of the directors is a member of any committee of board of any other company. Shri Uttam N. Bhuta is one of the promoters of the company.

Shri Uttam N. Bhuta, chairman and managing director and Shri Ashish U. Bhuta, whole time Director are related to each other. None of the other directors are related to any other.

#### B. Number of Board Meetings held during the year with dates:

The board of directors met for five times in the financial year 2009-10. The Board Meetings were held on 05/05/2009, 23/06/2009, 31/07/2009, 23/10/2009, 14/12/2009 and 28/01/2010. The maximum time gap between any two board meetings was not more than four calendar months.

#### C. All relevant information as suggested under clause 49 of the listing agreement is furnished to the board from time to time.

### 3. Audit committee:

Shri Bharat V. Bhate, chairman, Shri Rameshchandra J. Vora and Shri Arun R. Raskapurwala are the members of the committee. All of them are non-executive and independent directors on the board of directors of the company.

The company secretary act as the secretary to committee.

The terms of reference of the audit committee are in accordance with the clause 49 of the listing agreement with stock exchange and interalia includes:

- Overseeing the company's financial reporting process and ensuring that the financial statement is correct, sufficient and credible.
- Recommending the board, the appointment, re-appointment, removal of the statutory auditors and fixation of their



- fees and payment for any other services rendered.
- iii. Reviewing with management the annual financial statements before submission to the board with reference to matters required to be included in the directors' responsibility statement under section 217 of the companies act, 1956, changes, if any, in accounting policies and practices, compliance with accounting standards, listing and other legal requirements pertaining to financial statements.
- iv. Reviewing the adequacy of audit, discuss about nature and scope of audit and to ensure the compliance as per regulations.
- v. Review management discussion and analysis of financial condition, status of related party transactions, if any, etc.
- vi. Reviewing with management, external and internal auditors, the adequacy of internal control system.
- vii. Reviewing the adequacy of the internal control system.
- viii. Discussion with internal auditors, any significant finding and report thereon.
- ix. Carrying out any other function as per directions from the Board of Directors.

The audit committee met 4 times in the year 2009-10, on 23/06/2009, 31/07/2009, 23/10/2009 and 28/01/2010. Shri Bharat V. Bhate and Shri Arun R. Raskapurwala attended all the meetings held during the year, however Shri Rameshchandra J. Vora attended three meetings.

#### 4. Remuneration committee:

The remuneration committee of the board is set up to formulate and recommend, from time to time, the salary / compensation payable to the executive directors of the company. It refers to all the rules / regulations / acts pertaining to the payment of compensation to the executive directors on board.

The remuneration committee determines and recommends, to the board, the remuneration payable to executive directors. The policy of the committee for deciding remuneration is based on fair and transparent decisions. The remuneration is decided on the director's past track record, current performance, the prevailing remuneration in the peer group, the profitability of the company and the provisions of the applicable rules in this regard.

All the members of the committee are non-executive and independent director. The committee met twice during the year, i.e. on 23<sup>rd</sup> June 2009, 31<sup>st</sup> July, 2009 and all the members attended the meeting.

Details of the remuneration of directors for the Financial Year 2009-10.

(Rs. in Lacs)

Name	Remunerati on including all benefits	Commis sion	Sitting fees	Total	Service contract	Eq. Shares held as on 31.03.2010
Uttam N. Bhuta	23.76	N.A.	N.A.	23.76	01.04.2010 to 31.03.2012	304119
Rameshchandra J. Vora	N.A.	N.A.	0.15	0.15	N.A.	500
Bharat V. Bhate	N.A.	N.A.	0.25	0.25	N.A.	2500
Arun R. Raskapurwala	N.A.	N.A.	0.25	0.25	N.A.	100
Ashish U. Bhuta	28.22	N.A.	N.A.	28.22	02.06.2007 to 01.06.2012	195282

#### 5. Shareholders'/ investors' grievance committee:

Shri Bharat V. Bhate, the non-executive and independent director is the chairman of the committee and Shri Uttam N. Bhuta, executive director and Shri Rameshchandra J. Vora, non-executive independent director are other members. Shri Ashish R. Shah is the company secretary and compliance officer of the company.

The board of directors have constituted a sub-committee to approve share transfers and other related activities, under the overall supervision and control of the committee.

The share transfer and shareholders'/ investors' grievance committee monitors the registrar and transfer agent's activities and approves transfers, transmissions, splitting, issue of duplicate shares, etc. The committee, interalia, takes note of dematerialisation of shares and monitors the redressal of shareholders complaints.

The board is periodically being briefed about the share transfer and dematerialisation of shares related activities.

The committee met 07 times during the year. The details of attendance by members are as follows:

	Name of the member	No.of meetings attended in 2009-2010
1.	Bharat V. Bhate	07
2.	Uttam N. Bhuta	07
3.	Rameshchandra J. Vora	07

During the year 49 complaints of shareholders were received and all of them were attended to. No complaints were pending / outstanding as on 31/03/2010. No share transfers was pending as on 31/03/2010.

## 6. General Body Meetings:

Location and time of last three annual general meetings held by company:

Financial year	Venue	Date	Time	Special resolution passed
2008-09	ISKCON Auditorium, Juhu, Mumbai.	31/07/2009	3.30 p.m.	i). u/s 372 A of the Companies Act, 1956 for giving guarantee or providing security for an aggregate amount of Rs.20 Cr. ii). u/s 198, 269, 309 and Schedule XIII of Companies Act 1956, appointment and payment of remuneration to Whole Time Director.
2007-08	Juhu Jagruti Auditorium, Vile Parle, Mumbai.	31/07/2008	4.30 p.m.	u/s198, 269, 309, Schedule XIII of Companies Act 1956, appointment and payment of remuneration to Chairman and Managing Director.
2006-07	Juhu Jagruti Auditorium, Vile Parle, Mumbai.	31/07/2007	4.30 p.m.	i) u/s 309 of Companies Act 1956, payment of commission to non-executive directors. ii) u/s198, 269, 309, Schedule XIII of Companies Act 1956, appointment and payment of remuneration to Whole Time Director.

A special resolution was passed through postal ballots during the financial year. The resolution was u/s 372(A) and all other applicable provisions of the Companies Act, 1956 and was passed by 99.5% votes casted in it's favour. Mr.Nilesh G. Shah, practicing company secretary was the scrutinizer appointed for the postal ballot procedure.

## 7. Disclosure:

- The company has not entered into any materially significant related party transaction with its promoters, directors or management, that may have potential conflict with the interest of the company at large.
- No penalties or stricture has been imposed on the company by stock exchange or SEBI or any statutory authority, on any matter related to capital market, during the last three years.
- A whistle blower policy has been formulated, which interalia, provide liberty to employee of the company to have direct access to the chairman of the audit committee.

## 8. Compliance with other mandatory requirements:

- Management Discussion and Analysis: A management discussion and analysis report as required under clause 49 of listing agreement, is annexed to the Directors' report.
- Disclosures :
  - Risk Management :  
The Company has laid down procedures to inform the board members about risk assessment and minimisation procedures. A committee reviews periodically these procedures, to ensure that executive management controls risk through properly defined framework.