



**27th
Annual Report
2009-2010**

**MY
FAIR
LADY
LIMITED**

BOARD OF DIRECTORS**S.N. Chopra**

Chairman & Managing Director

Vineet Arora

Director

Anil Kumar Chaddha

Director

Palakuzhil Verghese Mohan

Director

Sudhir Kumar Sharma

Director

Karan Chopra

Director

Devendra Manchanda

Director

Auditors :

M/s Chandiwala Virmani & Associates

Chartered Accountant

New Delhi

Bankers :

Bank of India

Share Transfer Agents**Link Intime India Pvt. Ltd.**

A-40, 2nd Floor,
Naraina Industrial Area, Ph-II,
Near Batra Banquet Hall,
New Delhi - 1100028
Tel. : 91-11-4140592-93-94
Fax : 91-11-41410591
E-mail: delhi@linkintime.com

For Dematerialisation of Shares

ISIN No.: INE244CO1012

Registered Office:

6, Shahpur Jat, New Delhi - 110049

Email: apsinghmfl@yahoo.co.in

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NOTICE

Notice is hereby given that 27th Annual General Meeting of My Fair Lady Limited will be held on Saturday 10th July, 2010 at 9.00 a.m. at Community Hall, Kilokari, New Delhi – 110 014 to transact the following businesses.

As Ordinary Business:**Item No. 1**

To receive, consider and adopt the Audited accounts of the Company for the year ended 31st March, 2010 together with the Reports of auditors and directors thereon.

Item No. 2

To appoint a Director in place of Mr. Karan Chopra, who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3

To receive, consider and, if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED that M/s. Chandiwala Virmani & Associates., Chartered Accountant, not to be appointed as Statutory Auditors of the company because of their unwillingness to continued in the office of the Auditors of the company."

"RESOLVED Further that pursuant to the provision of section 224(1) and 224 (1B) of the Companies Act, 1956, and other applicable provision, if any, M/s. SRY & Associates, Chartered Accountants, be appointed as statutory auditor of the company in place of retiring auditors to hold the office till the next annual general meeting."

"RESOLVED FURTHER THAT the remuneration payable together with the out of pocket expenses, if any, shall be such as shall be mutually agreed upon between the Board of Directors and the Auditors."

As Special Business:**Item No. 4**

To receive, consider and, if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED pursuant to Section 257 and other applicable provision, if any, of the Companies Act, 1956 that Mr. Palakuzhiil Verghese Mohan be and is hereby appointed as director of the Company."

Item No. 5

To receive, consider and, if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED pursuant to Section 257 and other applicable provision, if any, of the Companies Act, 1956 that Mr. Sudhir Kumar Sharma be and is hereby appointed as director of the Company."

Item No. 6

To receive, consider and, if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED pursuant to Section 257 and other applicable provision, if any, of the Companies Act, 1956 that Mr. Devendra Manchanda be and is hereby appointed as director of the Company."

Item No. 7

To receive, consider and, if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED pursuant to Section 257 and other applicable provision, if any, of the Companies Act, 1956 that Mr. Vineet Arora be and is hereby appointed as director of the Company."

Item No. 8

To receive, consider and, if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED pursuant to Section 257 and other applicable provision, if any, of the Companies Act, 1956 that Mr. Anil Kumar Chaddha be and is hereby appointed as director of the Company."

Item No. 9

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

RESOLVED THAT the consent of the Company be and is hereby accorded in terms of section 149 (2A) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors to commence business as provided in Clause no. 28 and 41 in the other objects of the Memorandum of Association of the Company more specifically mentioned hereunder :

Clause - 28 : To purchase or otherwise acquire the mine working and mining ground, lands and property.

Clause - 41 : To manufacture and deal in carpets, wall papers, bed sheets, towels and textile and apparel products of all types.

"RESOLVED FURTHER THAT Mr. Anil Kumar Chaddha, Director of the company be and is hereby authorized to sign and file all forms/papers/ documents in relation to captioned subject, and to comply with all the requirements necessary to commence business as mentioned above."

Item No. 10

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

"RESOLVED THAT pursuant to the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment (s) thereto or any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009 ("SEBI Regulations") as in force, the regulations/ guidelines, if any, issued by the Government of India,

the Reserve Bank of India and any other applicable laws rules and regulations (including any amendment (s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the stock exchange where shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, the Reserve Bank of India, Securities and Exchange Board of India, Stock Exchange and any other relevant statutory, governmental authorities or departments, institutions or bodies ("Concerned Authorities") in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the concerned Authorities while granting such approvals, sanctions and permissions as may be necessary ("Approvals") and any such conditions and /or modifications as may be prescribed, stipulated or imposed by any such Approvals and /or which may be agreed to or considered necessary by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent, permission and approval of the members of the Company be and is hereby accorded the Board to creates, issue, offer and allot, from time to time in one or more tranches, on a preferential allotment basis, upto 4200000 (Forty Two Lacs) nos. of equity shares to M/s. SGM Webtech Pvt. Ltd., Manorites Capital Management Ltd., Krishna Gardens Pvt. Ltd., all Strategically Investors, and Mr. Anil Kumar Chaddha and Mr. Vineet Arora, Promoters of the Company, on such terms and conditions and in such manner as the Board may think fit, without offering the same to any other person, whether or not they are members of the company, at a price calculated in accordance with regulation 76(1) of chapter VII of SEBI Regulations which shall be the higher of the following:-

1. The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the six months preceding the relevant date.
- OR
2. The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the relevant date.

RESOLVED FURTHER THAT the relevant date, in terms of Chapter VII of the SEBI Regulations, for determination of minimum price for the issuance of the shares on a preferential allotment basis is 30 days prior from the date of Annual General Meeting i.e. 10th June, 2010.

RESOLVED FURTHER THAT the equity shares allotted on preferential basis shall be subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend with the existing fully paid up equity shares of Rs.10/- each of the Company.

RESOLVED FURTHER THAT the aforesaid shares to be allotted on preferential basis shall be subject to lock-in requirements as per the provision of Chapter VII of the SEBI Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the company to taken all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid equity shares on preferential basis and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) of the Company to give effect to the resolution.

Item No. 11

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

"RESOLVED THAT pursuant to the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment (s) thereto or any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009 ("SEBI Regulations") as in force, the regulations/ guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws rules and regulations (including any amendment (s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the stock exchange where shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, the Reserve Bank of India, Securities and Exchange Board of India, Stock Exchange and any other relevant statutory, governmental authorities or departments, institutions or bodies ("Concerned Authorities") in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the concerned Authorities while granting such approvals, sanctions and permissions as may be necessary ("Approvals") and any such conditions and /or modifications as may be prescribed, stipulated or imposed by any such Approvals and /or which may be agreed to or considered necessary by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent, permission and approval of the members of the Company be and is hereby accorded the Board to creates, issue, offer and allot, from time to time in one or more tranches, on a preferential allotment basis, upto 5400000 (Fifty Four Lacs) nos. of equity share warrants or any other securities or financial instrument(s) convertible into equity shares of the Company (hereinafter referred to as "Warrants") to M/s. SGM Webtech Pvt. Ltd., M/s. Manorites Capital Management Ltd., M/s. Krishna Gardens Pvt. Ltd., M/s. Ashi Equities Pvt. Ltd. all Strategically Investors, and Mr. Anil Kumar Chaddha, Mr. Vineet Arora and Mr. Gurdeep Singh, Promoters of the Company, ("Warrant holder"), on such terms and conditions and in such manner as the Board may think fit, without offering the same to any other person, whether or not they are members of the company, each warrant entitling the Warrant holder to apply for and be allotted one equity share of Rs.10/- (Rupees Ten Only) each fully paid-up, at a price calculated in accordance with regulation 76(1) of chapter VII of SEBI Regulations which shall be the higher of the following:-

1. The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the six months preceding the relevant date.
- OR
2. The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the relevant date.

The said Warrants shall be converted within a period not exceeding eighteen months from the date of allotment of the Warrants, in one or more tranches, in accordance with the SEBI Regulations and other relevant guidelines as may be prevailing at the time of allotment of shares, and that the warrants so issued or allotted give rise (on allotment or conversion/ exercise of right) to not more than 54,00,000 (Fifty Four Lacs) nos. of Equity shares of Rs. 10/- each fully paid-up.

RESOLVED FURTHER THAT the relevant date, in terms of Chapter VII of the SEBI Regulations, for determination of minimum price for the issuance of the Warrants on a preferential allotment basis and conversion thereof into equity shares of Rs. 10/- each is 30 days prior from the date of AGM i.e. 10th June, 2010 and accordingly, the Warrants so issued shall, on exercise of rights attached thereto, shall be converted into equal number of equity shares of Rs. 10/- each at a price including premium as may be determined.

RESOLVED FURTHER THAT the equity shares allotted on conversion of warrants in terms of this resolution shall be subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend with the existing fully paid up equity shares of Rs. 10/- each of the Company.

RESOLVED FURTHER THAT the aforesaid Warrants allotted in terms of this resultant equity shares arising on exercise of right attached to such Warrants shall be subject to lock-in requirements as per the provision of Chapter VII of the SEBI Regulations.

RESOLVED FURTHER THAT the warrants shall be issued by the Company on the following terms and conditions:

- i. An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for Warrants, which will be kept by the Company as a deposit to be adjusted And appropriated against the price of the Equity Shares payable by the Warrant Holder at the time of exercising the option.
- ii. In the event the Warrants Holder does not exercise the option of conversion within 18 months from the date of allotment of Warrants, the Warrants shall lapse and the deposit of 10% as indicated in point (i) above shall be forfeited by the Company.
- iii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the companies Act, 1956, the memorandum & Association of the Company and also the Guidelines/Regulations issued by SEBI or any other Authority as the case may be, or any modifications thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on the company to taken all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid Warrants and the resultant equity shares to the holders of the Warrants upon exercise of right to subscribe the shares and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) of the Company to give effect to the resolution.

CERTIFIED TRUE COPY

For My Fair Lady Limited

By the Order of the Board
For My Fair Lady Limited

Place: New Delhi
Date: 8th June, 2010

S. N. Chopra
Chairman

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY MAY BE SEND IN THE FORM ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY COMPLETE IN ALL RESPECT NOT LESS THAN 48 HOURS BEFORE THE MEETING. THE PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A BLANK PROXY FORM IS ENCLOSED FOR USE, IF NECESSARY, BY THE MEMBER.**
1. The Explanatory statement pursuant to Section 173(2) for item no. 3 to 11 is attached here with.
2. The members are requested to intimate the Company immediately, any change in their registered address.
3. The Register of Members and Share transfer books of the company shall remain closed from 9th July, 2010 to 10th July, 2010 (both days inclusive).
4. Members/ Proxies should bring the attendance slips duly filled in for attending the meeting. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
5. It will be appreciated that queries, if any, on accounts and operations of the company are sent to the registered office of the company ten days in advance of the meeting so that the information may be made readily available.
6. Members are requested to bring their copy of the notices at the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956
ITEM NO. 3

M/s. Chandiwalla Virmani & Associates, Chartered Accountants, has expressed their unwillingness to be reappointed as statutory auditors of the company for the financial year 2010-11.

The Chairman further apprised that the company has received the representation from some of the members of the company for Appointment of M/s. SRY & Associates, Chartered Accountants, as Statutory auditors of the company for the financial year 2010-11.

Hence, your directors recommend the said resolution to be passed as ordinary resolution.

None of the directors are interested or concerned in passing of the said resolution.

ITEM NO. 4-6

Mr. Palakuzhiil Verghese Mohan, Mr. Sudhir Kumar Sharma and Mr. Devendra Manchanda have been appointed as Additional Independent Directors in the Board meeting of the company held on 08.06.2010. Their tenure as an Independent Additional directors come to the end on the date of the AGM. For continuation of their appointment as directors need to be conformed in the AGM.

Further, The company have received representation from the members for their candidature as directors of the company as per requirement of Section 257 of the Companies Act, 1956.

Hence, your directors recommend the said resolution to be passed as ordinary resolution.

None of the directors except Mr. Palakuzhiil Verghese Mohan, Mr. Sudhir Kumar Sharma and Mr. Devendra Manchanda, are interested or concerned in passing of the said resolution.

ITEM NO. 7-8

Mr. Vineet Arora and Mr. Anil Kumar Chaddha have been appointed as Additional Directors in the Board meeting of the company held on 04.05.2010. Their tenure as an Additional directors come to the end on the date of the AGM. For continuation of their appointment as directors need to be conformed in the AGM.

Further, The company have received representation from the members for their candidature as directors of the company as per requirement of Section 257 of the Companies Act, 1956.

Hence, your directors recommend the said resolution to be passed as ordinary resolution.

None of the directors except Mr. Vineet Arora and Mr. Anil Kumar Chaddha, are interested or concerned in passing of the said resolution.

ITEM NO. 9

At present the company is not doing the any business activities. However, the company has introduced the new promoter group and they along with the strategic investor wish to infuse the fund for commencing the business activities of the company and the Board has decided to commence the business activities in the filed of Garments trading and exports and Mining activities.

However, the main object of the memorandum of association does not contain any of the above activities as its main objects but in clause no. 28 and 41 of the other objects clause of the Memorandum of Association have the provision for the same.

Hence, your Board recommend to brought the same in main objects of the company and the for the purposed resolution be passed as Special resolution.

None of the directors are interested or concerned in passing of the said resolution.

ITEM NO. 10

Issuance of 4200000 nos. of equity shares of the Company to the strategic investors and Promoter(s) on preferential basis:

The Company requires funds in near future for meeting present capital expenditure for expansion and other corporate, as may be required from time to time. To make provision for the funds so required, it is considered appropriate under the current circumstances to issue equity share warrants convertible into equity share on preferential basis in accordance with the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI Regulations").

On the request of the Company Some Strategic Investors and Promoters of the Company, have agreed to Subscribe upto 42,00,000 (Forty two Lacs) nos. of equity shares of Rs. 10/- each fully paid-up, on preferential basis as per detailed below :

S.No.	Name of the Person	Category of the Person	No. of Shares
1.	M/s. SGM Webtech Pvt. Ltd.	Strategic Investor	1300000
2.	M/s. Manorites Capital Management Ltd.	Strategic Investor	1300000
3.	M/s. Krishna Gardens Pvt. Ltd.	Strategic Investor	1200000
4.	Mr. Anil Kumar Chaddha	Promotor	200000
5.	Mr. Vineet Arora	Promotor	200000
		TOTAL	4200000

The price for allotment of the shares on preferential basis be calculated in accordance with clause 76 (1) of Chapter VII of SEBI Regulations, which shall be the higher of the following:

1. The average of the weekly high and low of the closing prices of the related shares quoted on the stock Exchange during the six months preceding the relevant date.

OR

2. The average of the weekly high and low of the closing prices of the related shares quoted on the stock Exchange during the two weeks preceding the relevant date.

(Relevant date: 30 days prior from the date of General Meeting of the members i.e. 10th June, 2010) date of the Proposed General Meeting is 10th, July, 2010

The details of the issue and other particulars as required under the SEBI Regulations, in relation to the above resolution proposed are given as under:

- i. **Objects of the Issue:**
The funds raised through the proposed issue of Warrants shall be used for meeting present and future capital Expenditure for expansion and modernization activities, working capital margin requirements arising out of Increased volume of business and for other corporate purpose, as may be required from time to time.
- ii. **Intention of strategic investors/ promoters / directors /key management persons to subscribe to the offer.**

All the Strategic Investors and Promoters as per detailed below have agreed to subscribe 4200000 Equity Shares Offered by the Company. None of the other promoters / directors /key management persons, except given below, of the company Shall subscribe to the offer.

S.No.	Name of the Person	Category of the Person	No. of Shares
1.	M/s. SGM Webtech Pvt. Ltd.	Strategic Investor	1300000
2.	M/s. Manorites Capital Management Ltd.	Strategic Investor	1300000
3.	M/s. Krishna Gardens Pvt. Ltd.	Strategic Investor	1200000
4.	Mr. Anil Kumar Chaddha	Promotor	200000
5.	Mr. Vineet Arora	Promotor	200000
		TOTAL	4200000

- iii. **Shareholding pattern before and after the offer**

The shareholding pattern of the Company, before and after the preferential allotment of equity Shares shall be as under:

Category	Pre-Issue Shareholding Pattern*		Shareholding Pattern post allotment of Equity Shares*	
	No. of Shares	Shareholding (%)	No. of Shares	Shareholding (%)
A. Promoters, Promoters Group, Directors and Director's Relatives Shareholding	715637	13.47	1115637	11.73
B. Public Shareholding				
Banks	0	0.00	0	0.00
Mutual Funds	7800	0.15	7800	0.08
Financial Institutions	0	0.00	0	0.00
Foreign Institutional Investors	0	0.00	0	0.00
Private Corporate Bodies	578621	10.89	4378621	46.02
Foreign Company/ Non Resident Individual	133575	2.51	133575	1.40
Shares in transit / Clearing Member	63832	1.20	63832	0.67
Resident Individuals /others	3814535	71.78	3814535	40.10
Total	5314000	100.00	9514000	100.00

*Based on the beneficiary positions in the shares of the Company as of 8th June, 2010, as provided by the Depositories. Post-Issue Shareholding Pattern may change due to change in the beneficiary position.

iv. Proposed time within which the allotment shall be completed

As required under the SEBI Regulations, the allotment of preferential shall be completed within 15 days of the Date of passing of the above resolution. Provided that where the allotment is pending on account of pendency of any approval from any regulatory authority or Central Government, the allotment would be completed Within 15 days from the date of such approval.

v. Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them

Name of the Proposed allottee	Pre-Issue Shareholding Pattern*		Shareholding Pattern post Issue	
	No. of Shares (%)	Shareholding	No. of Shares (%)	Shareholding
M/s. SGM Webtech Pvt. Ltd.	0	0	1300000	13.66
M/S Manorites Capital Management Ltd.	0	0	1300000	13.66
M/s. Krishna Gardens Pvt. Ltd	0	0	1200000	12.61
Mr. Anil Kumar Chaddha	0	0	200000	2.10
Mr. Vineet Arora	0	0	200000	2.10

vi. Lock-In

In terms of the SEBI Regulations for Preferential Issue, the shares to be allotted to all the person on preferential basis shall be locked-in for a period of three years from the date of their allotment or such other period as prescribed in the SEBI Regulations, Provided that in any case, not more than 20% of the total capital of the Company, including capital brought in by way of preferential issue, shall be subject to lock-in of three years from the date of allotment.

Further, the entire pre-preferential allotment shareholding of the persons, if any, shall Also be under lock-in from the relevant date upto a period of six months from the date of preferential Allotment.

The equity shares that will be issued pursuant to preferential allotment, will be locked-in as per the Requirements of the SEBI Regulation.

vii. Other terms of Issue of Shares

The equity shares issued as above shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid up equity shares of the company.

The allotment of equity shares on preferential basis does not require making of a public offer as it is below the prescribed threshold limit For making of a public offer in terms of SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 1997. Due to above preferential allotment of shares, no change in the Management control is contemplated.

The aforesaid allottee(s) shall be required to comply with the relevant Provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, if any, applicable Consequent to the allotment of shares as proposed above.

In view of the above, it is proposed to issue upto 420000 (Four Lacs Twenty Thousand) Nos. of Equity Shares) to the strategic investors and the promoters as detailed above, on a preferential basis, at a price including premium, if any, as may be determined in accordance with the criteria given under the SEBI Regulations.

A copy of the certificate from the Statutory Auditors of the Company, M/s. Chandiwala Virmani & Associates., Chartered Accountants, Certifying that the issue of the equity shares is being made in accordance with the requirements of SEBI Requirements of SEBI Regulations for Preferential Issues, will be available for inspection at the Corporate Office of the Company situated At 6, Shahpur Jat, New Delhi – 110 049, during the office hours on all working days between 11.00 a.m and 1.00 p.m upto 10th July, 2010.

The consent of the Shareholders is being sought pursuant to the provisions of Section 81 (1A) and other applicable Provisions of the companies Act, 1956, if any, and in terms of the provisions of the Listing Agreements executed by the Company with the Stock Exchanges in India where the Company's shares are listed.

Your Directors recommend the resolution for your approval

None of the Directors of the Company, other than Mr. Vineet Arora and Mr. Anil Kumar Chaddha, are in any way, concerned or interested in the said resolution.

ITEM NO 11

Issuance of 5400000 nos of equity share warrants of the Company to the Strategic Investor and Promoter(s) on preferential basis.

The Company requires funds in near future for meeting present capital expenditure for expansion and other corporate, as may be required from time to time To make provision for the funds so required it is Considered appropriate under the

current circumstances to issue equity share warrants convertible into equity share on preferential basis in accordance with the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI Regulations").

On the request of the Company Some Strategic Investors and Promoters of the Company, have agreed to Subscribe upto 5400000 (Fifty Four Lacs) nos. of equity share warrants Or financial instrument(s) (hereinafter referred to as "Warrants"), convertible into equivalent number of equity Shares of Rs.10/- each fully paid-up, on preferential basis as per detailed below :

S.No.	Name of the Person	Category of the Person	No. of Warrants
1	M/s. SGM Webtech Pvt. Ltd.	Strategic Investor	750000
2	M/S. Manorites Capital Management Ltd.	Strategic Investor	750000
3	M/s. Krishna Gardens Pvt. Ltd	Strategic Investor	850000
4	M/s. Ashi Equities Pvt. Ltd.	Strategic Investor	1950000
5	Mr. Gurdev Singh	Strategic Investor	800000
4	Mr. Anil Kumar Chaddha	Promoter	150000
5	Mr. Vineet Arora	Promoter	150000
		TOTAL	5400000

The price for allotment of the shares on preferential basis be calculated in accordance with clause 76 (1) of Chapter VII of SEBI Regulations, which shall be the higher of the following:

On the request of the Company all the strategic investors and promoters , as detailed above, have agreed to Subscribe upto 5400000 (Fifty Four Lakhs) nos. of equity share warrants Or financial instrument(s) (hereinafter referred to as "Warrants"), convertible into equivalent number of equity Shares of Rs.10/- each fully paid-up, on preferential basis, at a price calculated in accordance with clause 76 (1) of Chapter VII of SEBI Regulations, which shall be the higher of the following:

1. The average of the weekly high and low of the closing prices of the related shares quoted on the stock Exchange during the six months preceding the relevant date.

OR

2. The average of the weekly high and low of the closing prices of the related shares quoted on the stock Exchange during the two weeks preceding the relevant date.

(Relevant date: 30 days prior from the date of General Meeting of the members i.e. 10th June, 2010) date of the Proposed General Meeting is 10th July, 2010

The details of the issue and other particulars as required under the SEBI Regulations, in relation to the above Resolution proposed are given as under:

i. Objects of the Issue:

The funds raised through the proposed issue of Warrants shall be used for meeting present and future capital Expenditure for expansion and modernization activities, working capital margin requirements arising out of Increased volume of business and for other corporate purpose, as may be required from time to time.

ii. Intention of promoters / directors /key management persons to subscribe to the offer

All the strategic investors and promoters, as per detiled below, have agreed to subscribe all the Warrants Offered by the Company. None of the other promoters / directors /key management persons of the company Shall subscribe to the offer.

S.No.	Name of the Person	Category of the Person	No. of Warrants
1	M/s. SGM Webtech Pvt. Ltd.	Strategic Investor	750000
2	M/S. Manorites Capital Management Ltd.	Strategic Investor	750000
3	M/s. Krishna Gardens Pvt. Ltd	Strategic Investor	850000
4	M/s. Ashi Equities Pvt. Ltd.	Strategic Investor	1950000
5	Mr. Gurdev Singh	Strategic Investor	800000
4	Mr. Anil Kumar Chaddha	Promoter	150000
5	Mr. Vineet Arora	Promoter	150000
		TOTAL	5400000

iii. Shareholding pattern before and after the offer

The shareholding pattern of the Company, before and after the preferential issue assuming allotment of equity Shares upon full conversion of all the Warrants shall be as under:

Category	Pre-Issue Shareholding Pattern*		Shareholding Pattern post conversion of Warrants and issue of present preferential allotment of equity shares*	
	No. of Shares	Shareholding (%)	No. of Shares	Shareholding (%)
A. Promoters, Promoters Group, Directors and Director's Relatives Shareholding	1115637	11.75	1415637	9.49
B. Public Shareholding				
Banks	0	0.00	0	0.00
Mutual Funds	7800	0.08	7800	0.05
Financial Institutions	0	0.00	0	0.00
Foreign Institutional Investors	0	0.00	0	0.00
Private Corporate Bodies	4378621	46.02	8678621	58.19
Foreign Company/ Non Resident Individual	133575	1.40	133575	0.90
Shares in transit / Clearing Member	63832	0.67	63832	0.43
Resident Individuals /others	3814535	40.10	4614535	30.94
Total	9514000	100.00	14914000	100.00

*Based on the beneficiary positions in the shares of the Company as of 8th June, 2010, as provided by the Depositories. Post-Issue Shareholding Pattern may change due to change in the beneficiary position.

iv. Proposed time within which the allotment shall be completed

As required under the SEBI Regulations, the allotment of Warrants shall be completed within 15 days of the Date of passing of the above resolution. Provided that where the allotment is pending on account of pendency of any approval from any regulatory authority or Central Government, the allotment would be completed Within 15 days from the date of such approval.

v. Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them

Name of the Proposed allottee	Pre-Issue Shareholding Pattern* after taking the present preferential allotment of Equity shares		Shareholding Pattern post conversion of Warrants and issue of present preferential allotment of equity shares*		
	No. of Shares	Shareholding (%)	No. of Shares allotted on preferential basis	Shareholding allotted on conversion of warrant	Shareholding (%) (after 1+2)
M/s. SGM Webtech Pvt. Ltd.	1300000	13.66	1300000	750000	13.75
M/s. Manorites Capital Management Ltd.	1300000	13.66	1300000	750000	13.75
M/s. Krishna Gardens Pvt. Ltd	1200000	12.61	1200000	850000	13.75
M/s. Ashi Equities Pvt. Ltd.	0	0.00	0	1950000	13.07
Gurdev Singh	0	0.00	0	800000	5.36
Anil Kumar Chaddha	200000	2.10	200000	150000	2.35
Vineet Arora	200000	2.10	200000	150000	2.35

vi. Lock-In

In terms of the SEBI Regulations for Preferential Issue, the Warrants and the resultant shares on conversion Of the Warrants proposed to be allotted to person detailed above shall be locked-in for a period of three years from the date of their allotment or such other period as prescribed in the SEBI Regulations, Provided that in any case, not more than 20% of the total capital of the Company, including capital brought In by way of preferential issue, shall be subject to lock-in of three years from the date of allotment.