

ANNUAL REPORT
2008-2009

Report  Junction.com



NICCO CORPORATION LTD.



26th ANNUAL GENERAL MEETING
 Date : 16th September, 2009
 Day : Wednesday
 Time : 11.00 a.m.
 Place : "Williamson Magor Hall" of
 The Bengal Chamber of
 Commerce & Industry
 6, Netaji Subhas Road,
 Kolkata 700 001

Contents

	Page
1. Notice	4
2. Directors' Report	21
3. Auditors' Report	39
4. Balance Sheet	42
5. Profit & Loss Account	43
6. Cash Flow Statement	44
7. Schedules to the Balance Sheet and Profit & Loss Account	45
8. Significant Accounting Policies & Notes to Accounts	55
9. Balance Sheet Abstract & Company's General Business Profile	70
10. Statement regarding Subsidiary Companies, pursuant to Section 212 of the Companies Act, 1956	71
11. Report & Accounts of Nicco Engineering Services Limited	72
12. Report & Accounts of Nicco Biotech Limited	95
13. Report & Accounts of NE Cables Limited	114
14. Report & Accounts of Nicco Cables Limited	134
15. Consolidated Financial Statements	152-174
(a) Auditors' Report	
(b) Consolidated Balance sheet	
(c) Consolidated Profit & Loss Account	
(d) Schedules to the Consolidated Balance Sheet and Profit & Loss Account	
(e) Consolidated Significant Accounting Policies & Notes to Accounts	
(f) Consolidated Cash Flow Statement	



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr Rajive Kaul
 Mr Udayan Roy (Appointed as MD w.e.f. 1st February, 2009)
 Mr Narottam Das
 Mr Prabir Chakravarti
 Dr Lakshminaryanapuram Ramier Vaidyanath
 Mr Dharendra Nath Bhattacharjee
 Mr Umesh Kumar (Appointed w.e.f. 30th July, 2008)

Mr Sujit Poddar
 Mr Sanjoy Bhattacharya
 Ms Pallavi Priyadarshini Kaul
 Mr Shiv Siddhant Narayan Kaul
 Dr Tridibesh Mukherjee (Appointed w.e.f. 10th August, 2009)

Executive Chairman
 Managing Director
 Ind. Non-Executive Director
 Ind. Non-Executive Director
 Ind. Non-Executive Director
 Ind. Non-Executive Director
 Ind. Non-Executive Director
 Non-Executive Director
 Director (Cable Operations)
 Non-Exe. Non Ind. Director
 Non-Exe. Non Ind. Director
 Ind. Non-Executive Director

SR VICE PRESIDENT & CO. SECRETARY

Mr J S Paul

AUDITORS

Messrs G Basu & Co.,
 Chartered Accountants, Kolkata

BOARD COMMITTEES

Audit Committee

Mr N Das	Chairman
Mr Prabir Chakravarti	Member
Mr Sujit Poddar	Member
Mr D N Bhattacharjee	Member
Mr J S Paul	Secretary

SOLICITORS

Messrs Khaitan & Co., Kolkata

Compensation & Remuneration Committee

Mr N Das	Chairman
Dr L R Vaidyanath	Member
Mr Prabir Chakravarti	Member
Mr Sujit Poddar	Member

BANKERS

Allahabad Bank
 Canara Bank
 Central Bank of India
 State Bank of India
 State Bank of Bikaner & Jaipur
 State Bank of Travancore
 UCO Bank

Share Transfer Committee

Mr Rajive Kaul	Chairman
Mr Sanjoy Bhattacharya	Member
Mr Udayan Ray	Member

REGISTERED OFFICE

Nicco House,
 2 Hare Street, Kolkata-700 001
 Phone No.: (033) 2248 5102/7
 Fax No. : (033) 2220 9443

Shareholders' Grievances Committee

Mr N Das	Chairman
Mr D N Bhattacharjee	Member
Mr Sanjoy Bhattacharya	Member
Mr Udayan Ray	Member

WORKS

1. Shamnagar, 24-Parganas (North), West Bengal
2. Baripada Dist. Mayurbhanj, Orissa



NAMES & ADDRESSES OF THE STOCK EXCHANGES WHERE THE SHARES OF THE COMPANY ARE LISTED AND WHETHER LISTING FEES PAID.

(Pursuant to Clause 49 of the Listing Agreement)

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai-400 051
e-mail : cm1ist@nse.co.in

The Company has already paid Annual Listing Fees for the year 2009-10 to the above mentioned Stock Exchange.

WEBSITE :

www.niccogroup.com

E-mail Id for Investors :

investorsservices@niccocorp.com

REGISTRARS & SHARE TRANSFER AGENTS

M/s R & D Infotech Pvt. Ltd.
Ground Floor,
22/4, Nakuleshwar Bhattacharya Lane
Kolkata-700 026
Phone No : (033) 2463-1657/8
E-mail Id : rdinfotec@yahoo.com
rd.infotech@vsnl.net

REPORT  JUNCTION.COM



NICCO CORPORATION LIMITED

Notice of the Annual General Meeting to the Members

NOTICE is hereby given that the 26th Annual General Meeting of the Members of Nicco Corporation Limited will be held on Wednesday, the 16th September, 2009 at 11.00 a.m. at the "Williamson Magor Hall" of The Bengal Chamber of Commerce & Industry, 6 Netaji Subhas Road, Kolkata 700 001, to transact the following business :

ORDINARY BUSINESS :

1. To consider and adopt the Audited Profit & Loss Account of the Company for the year ended on 31st March, 2009, the Balance Sheet as on that date and the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr D N Bhattacharjee who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr Sujit Poddar who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr Prabir Chakravarti who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS :

6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an ORDINARY RESOLUTION :

"RESOLVED that Mr Umesh Kumar, who was appointed by the Board of Directors as an Independent, Non Executive, Additional Director of the Company w.e.f. 30th July, 2008, and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956, and in respect of whom the Company has received a Notice in writing from a member u/s 257 of the Companies Act, 1956, proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation."

7. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an ORDINARY RESOLUTION :

"RESOLVED that Dr Tridibesh Mukherjee, who was appointed by the Board of Directors as an Independent, Non Executive, Additional Director of the Company w.e.f. 10th August, 2009, and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956, and in respect of whom the Company has received a Notice in writing from a member u/s 257 of the Companies Act, 1956, proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation."

8. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an ORDINARY RESOLUTION :

"RESOLVED that the Company hereby accords its approval and consent under sections 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and subject to such other approvals/clearances as may be required to the appointment of and to the payment of remuneration to Mr Udayan Ray as Managing Director of the Company for the period from 1st February, 2009 till 30th September, 2011 upon the terms and conditions and stipulations and on the remuneration and perquisites as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with an authority and power to the Board of Directors of the Company ("The Board"), to alter and vary the terms and conditions, referred to above, in such manner as may, from time to time, be stipulated by the Central Government or as may be in consonance with the applicable provisions of law and as may be agreed to by and between the Board and Mr Udayan Ray within the overall ceiling prescribed under Schedule XIII of the Act.

"RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to this resolution."

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION :

"RESOLVED that in accordance with the provisions of section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, the Guidelines for Preferential Issues contained in the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (the SEBI Preferential Issues Guidelines), and subject to such other approvals, permissions, sanctions and consents of CDR/ARCIL/any other Authority that may be required and subject to such terms and conditions, stipulations and modifications as CDR/ARCIL/any such Authority may prescribe or impose at the time of granting its approvals, permissions, sanctions and consents, and which may be considered necessary and agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof for the time being, exercising the powers conferred on the Board by the resolution), the consent of the Company be and is hereby accorded to the Board to issue and allot by way of Preferential Allotment, up to 46,56,862 Equity Shares of nominal value of Rs 2/- each of the Company on preferential basis to some of the Creditors of the Company @ Rs. 6.12 per share, as per share prices with reference to the Relevant Date as per SEBI Preferential Issues Guidelines, (comprising par value of Rs 2/- per share and a Premium of Rs 4.12 per share) (hereinafter referred to as the "New Equity Shares"), for an



aggregate value not exceeding Rs 2.85 crores to some of the Creditors, as detailed below, upon conversion of part of their outstanding dues of up to Rs 2.85 crores, due and payable by the Company to the said Creditors :

Sl. No.	Name & Father's Name of proposed Allottee/s in full	Address and Occupation of the proposed Allottee/s	No. of Shares proposed to be allotted	Amount (Rs/-)
1	Kalpena Industries Ltd.	2B, Pretoria Street Kolkata 700 071 Occupation : Manufacturing	8,16,994	50,00,000/-
2	Vinicab (India) Private Ltd.	11, Esplanade East Kolkata 700 069 Occupation : Manufacturing	4,90,196	30,00,000/-
3	Ashu Tradecom Pvt Ltd.	6B, Bentinck Street, 1st Floor Kolkata 700 001 Occupation : Private Limited Company	24,50,980	1,50,00,000/-
4	Gem Polytech Industries Pvt. Ltd.	25A, Radha Madhab Dutta Garden Lane, Beliaghata Kolkata 700 010 Occupation : Manufacturing	3,26,797	20,00,000/-
5	Everlite Transport Agency Pvt. Ltd.	67, Sambhunath Pandit Street, 2nd Floor, Kolkata 700 025 Occupation : Private Limited Company	1,14,379	7,00,000/-
6	East West Transport Pvt. Ltd.	67, Sambhunath Pandit Street, 2nd Floor, Kolkata 700 025 Occupation : Private Limited Company	49,020	3,00,000/-
7	Bal Krishna Saggi S/o Late Kharaiti Ram Saggi	C/o Alcon Wires & Cables Industries 27-A, Focal Point Rajpura 140 401 Punjab Occupation : Manufacturer	2,04,248	12,50,000/-
8	Guishan Vohra S/o Late Ishar Dass Vohra	C/o Alcon Wires & Cables Industries 27-A, Focal Point Rajpura 140 401 Punjab	2,04,248	12,50,000/-
		Total	46,56,862	2,85,00,000/-

"RESOLVED FURTHER that

- The Relevant Date for the purpose of calculating the issue price of the New Equity Shares under SEBI (Disclosure & Investor Protection) Guidelines, 2000 relating to the Preferential Issues shall be 17th August, 2009, being the date 30 days prior to the date on which the Meeting of the General Body of Shareholders is being held, to consider the proposed issue;
- The New Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company;
- For the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such things and acts as may be necessary and expedient and to settle any matter that may arise in connection therewith;
- The Board be and is hereby authorised to delegate all or any of the powers herein conferred, by the resolution, to any Committee of Directors or any one or more Directors or the Company Secretary or other Officer/s of the Company, to give effect to this resolution;
- In order to give effect to this resolution, the Board or any Committee which the Board might appoint, be and is hereby further authorised on behalf of the Company to do all such acts, deeds and things as the Committee/Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question and remove any difficulty or doubt that may arise from time to time in relation to the offer, Preferential Issue and Allotment of the New Equity Shares, including (without limitation) to decide and approve the terms and conditions of the issue of the New Equity Shares, to vary, modify or alter any of the terms and conditions (including the size of the issue or allotment), to enter into any agreements or other instruments, to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit."



NICCO CORPORATION LIMITED

10. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION :

"RESOLVED that in accordance with the provisions of section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, the Guidelines for Preferential Issues contained in the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (the SEBI Preferential Issues Guidelines), and subject to such other approvals, permissions, sanctions and consents of CDR/ARCIL/any such Authority that may be required, and subject to such terms and conditions, stipulations and modifications as CDR/ARCIL/any such Authority may prescribe or impose at the time of granting its approvals, permissions, sanctions and consents, and which may be considered necessary and agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof for the time being, exercising the powers conferred on the Board by the resolution), the consent of the Company be and is hereby accorded to the Board to issue and allot by way of Preferential Allotment, up to 9,80,392 Equity Shares of nominal value of Rs 2/- each of the Company on preferential basis to the persons other than the existing Shareholders of the Company @ Rs. 6.12 per share, as per Share Prices with reference to the Relevant Date as per SEBI Preferential Issues Guidelines, (comprising par value of Rs 2/- per share and a Premium of Rs 4.12 per share) (hereinafter referred to as the "New Equity Shares"), as detailed below :

Sl. No.	Name & Father's Name of proposed Allottee/s in full	Address and Occupation of the proposed Allottee/s	No. of Shares proposed to be allotted	Amount (Rs/-)
1	DCM Shriram Credit and Investment Ltd.	5th Floor, Kanchenjunga Building, 18, Barakhamba Road New Delhi 110 001 Occupation : Investment Company	6,53,592	40,00,000/-
2	Gwal Dass Mohatta S/o Late Dwarka Dass Mohatta	C/o M Haridass & Co. 55, Ezra Street, 2nd Floor Kolkata 700 001 Occupation : Investor	49,020	3,00,000/-
3	Hari Dass Mohatta S/o Late Dwarka Dass Mohatta	C/o M Haridass & Co. 55, Ezra Street, 2nd Floor Kolkata 700 001 Occupation : Investor	49,020	3,00,000/-
4	Gwal Dass Mohatta S/o Late Dwarka Dass Mohatta	C/o M Haridass & Co. 55, Ezra Street, 2nd Floor Kolkata 700 001 Occupation : Investor	49,020	3,00,000/-
5	Hari Dass Mohatta S/o Late Dwarka Dass Mohatta	C/o M Haridass & Co. 55, Ezra Street, 2nd Floor Kolkata 700 001 Occupation : Investor	49,020	3,00,000/-
6	Bhagwan Dass Mohatta S/o Late Dwarka Dass Mohatta	C/o M Haridass & Co. 55, Ezra Street, 2nd Floor Kolkata 700 001 Occupation : Investor	49,020	3,00,000/-
7	Rajshree Mohatta D/o Sri Gwal Dass Mohatta	C/o M Haridass & Co. 55, Ezra Street, 2nd Floor Kolkata 700 001 Occupation : Investor	40,850	2,50,000/-
8	Abhishek Mohatta S/o Sri Gwal Dass Mohatta	C/o M Haridass & Co. 55, Ezra Street, 2nd Floor Kolkata 700 001 Occupation : Investor	24,510	1,50,000/-
9	Swati Mohatta D/o Sri Bhagwan Dass Mohatta	C/o M Haridass & Co. 55, Ezra Street, 2nd Floor Kolkata 700 001 Occupation : Investor	16,340	1,00,000/-
		Total	9,80,392	60,00,000/-

"RESOLVED FURTHER that

- (a) The Relevant Date for the purpose of calculating the issue price of the New Equity Shares under SEBI (Disclosure & Investor Protection) Guidelines, 2000 relating to the Preferential Issues shall be 17th August, 2009, being the date 30 days prior to the date on which the Meeting of the General Body of Shareholders is being held, to consider the proposed issue;



- (b) The New Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company;
 - (c) For the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such things and acts as may be necessary and expedient and to settle any matter that may arise in connection therewith;
 - (d) The Board be and is hereby authorised to delegate all or any of the powers herein conferred, by the resolution, to any Committee of Directors or any one or more Directors or the Company Secretary or other Officer/s of the Company, to give effect to this resolution;
 - (e) In order to give effect to this resolution, the Board or any Committee which the Board might appoint, be and is hereby further authorised on behalf of the Company to do all such acts, deeds and things as the Committee/Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question and remove any difficulty or doubt that may arise from time to time in relation to the offer, Preferential Issue and Allotment of the New Equity Shares, including (without limitation) to decide and approve the terms and conditions of the issue of the New Equity Shares, to vary, modify or alter any of the terms and conditions (including the size of the issue or allotment), to enter into any agreements or other instruments, to take such actions or give such directions as may be necessary or desirable and to obtain any approvals/permissions/sanctions which may be necessary or desirable, as they may deem fit."
11. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION :

"RESOLVED that in accordance with the provisions of section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, the Guidelines for Preferential Issues contained in the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (the SEBI Preferential Issues Guidelines), and subject to such other approvals, permissions, sanctions and consents of CDR/ARCIL/any other Authority that may be required and subject to such terms and conditions, stipulations, and modifications as CDR/ARCIL/any such Authority may prescribe or impose at the time of granting its approvals, permissions, sanctions and consents, and which may be considered necessary and agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof for the time being, exercising the powers conferred on the Board by the resolution), the consent of the Company be and is hereby accorded to the Board to issue and allot by way of Preferential Allotment, up to 1,19,00,000 Equity Shares of nominal value of Rs 2/- each of the Company @ 6.12 per share, as per Share Prices with reference to the Relevant Date as per SEBI Preferential Issues Guidelines, (comprising par value of Rs 2/- per share and a Premium of Rs 4.12 per share) (hereinafter referred to as the "New Equity Shares"), to Asset Reconstruction Company (India) Ltd., a Company incorporated under the Companies Act, 1956, and having its Registered Office at Shreepati Arcade, August Kranti Marg, Nana Chowk, Mumbai 400 036 upon conversion to secured loan of Rs 7.28 crores due and payable by the Company to the said Asset Reconstruction Company (India) Ltd. :

"RESOLVED FURTHER that

- (a) The Relevant Date for the purpose of calculating the issue price of the New Equity Shares under SEBI (Disclosure & Investor Protection) Guidelines, 2000 relating to the Preferential Issues shall be 17th August, 2009, being the date 30 days prior to the date on which the Meeting of the General Body of Shareholders is being held, to consider the proposed issue;
- (b) The New Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company;
- (c) For the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such things and acts as may be necessary and expedient and to settle any matter that may arise in connection therewith;
- (d) The Board be and is hereby authorised to delegate all or any of the powers herein conferred, by the resolution, to any Committee of Directors or any one or more Directors or the Company Secretary or other Officer/s of the Company, to give effect to this resolution;
- (e) In order to give effect to this resolution, the Board or any Committee which the Board might appoint, be and is hereby further authorised on behalf of the Company to do all such acts, deeds and things as the Committee/Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question and remove any difficulty or doubt that may arise from time to time in relation to the offer, Preferential Issue and Allotment of the New Equity Shares, including (without limitation) to decide and approve the terms and conditions of the issue of the New Equity Shares, to vary, modify or alter any of the terms and conditions (including the size of the issue or allotment), to enter into any agreements or other instruments, to take such actions or give such directions as may be necessary or desirable and to obtain any approvals/permissions/sanctions which may be necessary or desirable, as they may deem fit."

Registered Office:

NICCO HOUSE
2 Hare Street
Kolkata 700 001

Dated, the 17th August, 2009

By Order of the Board
NICCO CORPORATION LIMITED

J S PAUL
Sr Vice President & Co Secretary



NICCO CORPORATION LIMITED

NOTES

1. A Member entitled to attend and vote at the Meeting himself and the proxy need not be a member of the Company. e on a poll instead of
2. Proxies in order to be effective must be received by the Company, not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 7th September, 2009 to Wednesday, the 16th September, 2009, (both days inclusive).
4. Members are requested to produce the enclosed attendance slip, duly signed as per the specimen signature recorded with the Company/Depository Participant for admission to the Meeting Hall.
5. Members, who hold shares in the de-materialised form are requested to bring their Client ID and DP ID Numbers for easier identification of attendance at the meeting.
6. A Member desirous of getting any information on the Accounts or operations of the Company, is requested to forward his/her queries to the Company at least seven working days prior to the Meeting, so that the required information can be made available at the Meeting.
7. Members holding shares in physical form are requested to notify immediately any change in their address and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialised form, this information should be passed on directly to their respective Depository participants and not to the Company/Registrar & STA, without any delay.
8. In all correspondence with the Company, Members are requested to quote their account/folio numbers and in case their shares are held in the dematerialised form, they are requested to quote their DP ID and Client ID Numbers.
9. Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them pursuant to the amendment in the Companies Act, 1956. Members desiring to avail this facility may send their Nomination Form duly filled in, to the Company or its Registrar & Share Transfer Agent by quoting their respective Folio Numbers.
10. Information u/s 205A read with the Companies' Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 as amended is given below :
 - (i) Pursuant to section 205 of the Companies Act, 1956, all unclaimed/unpaid dividends upto the Financial Year ended on 31st March, 1994 have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not yet encashed their dividend warrants for the said period are requested to claim the amount from the Registrar of Companies, West Bengal, 234/4, A J C Bose Road, Kolkata 700 020, by submitting an application in the prescribed form.
 - (ii) Consequent upon amendment in section 205A of the Companies Act, 1956 and introduction of section 205C by the Companies (Amendment) Act, 1999 the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. In compliance with the said provisions of the Act, all Unclaimed Dividends pertaining to the Financial Year ended on and from 31st March, 1995 to 31st December, 1998 have already been transferred to IEPF and no payments shall be made in respect of any such claims by the Fund.
11. An Explanatory Statement as required under section 173(2) of the Companies Act, 1956 in relation to the Special Business of the Meeting is annexed hereto and forms part of this Notice.



ANNEXURE TO NOTICE

EXPLANATORY STATEMENTEXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2)
OF THE COMPANIES ACT, 1956**ITEM NO. 6 — Appointment of Mr Umesh Kumar as a Director**

Mr Umesh Kumar, Director — Finance of Technology Development Board (TDB) has been appointed as an Additional Director of the Company, on 30th July, 2008, as Nominee Director of TDB, pursuant to the withdrawal of nomination by TDB of Mr H Purushotham. In terms of the applicable provisions of the Companies Act, 1956 and Article 124 of the Articles of Association of the Company, the aforesaid Director holds his office upto the date of this Annual General Meeting. The Company has received a separate Notice under section 257 of the Companies Act, 1956, along with the requisite deposit, from a Member of the Company, signifying his intention to propose the appointment of the said Director at the ensuing Annual General Meeting. The said Director has also filed his Consent pursuant to the provisions of section 264(1) of the Companies Act, 1956, to act as a Director, if appointed.

Mr Umesh Kumar, B Tech (Mech) from IIT Kanpur, presently Director — Finance, TDB, has wide experience in the various Fields of indigenous development and productisation of Defence Equipments & Spares.

He has also got wide experience in Project monitoring and financial review of Technology Development Projects.

Considering his educational background and experience as stated above, the Board considers that the Company will benefit from the appointment of Mr Umesh Kumar as a Director and recommends that this Ordinary Resolution as set out in Item No.6 of the attached Notice be adopted by the Members.

The particulars of Mr Umesh Kumar, which are required to be disclosed pursuant to Clause 49 IV(G) of the Listing Agreement are mentioned in the enclosed Annexure 'B'.

Excepting Mr Umesh Kumar, who is interested in his appointment, none of the Directors of the Company is in any way concerned or interested in the said resolution.

ITEM NO. 7 — Appointment of Dr Tridibesh Mukherjee as a Director

The Board of Directors of the Company on 10th August, 2009 appointed Dr Tridibesh Mukherjee as an Independent, Non-Executive, Additional Director of the Company under section 260 of the Companies Act, 1956. Dr Mukherjee holds office up to the date of the forthcoming Annual General Meeting of the Company. The Company has received a separate Notice under section 257 of the Companies Act, 1956, along with the requisite deposit, from a Member of the Company, signifying his intention to propose the appointment of Dr Tridibesh Mukherjee as a Director of the Company at the forthcoming Annual General Meeting.

Dr Mukherjee joined TATA Steel as Research & Development Engineer and later on rose to occupy key positions such as Executive Director on the Board of TATA Steel and became Dy Managing Director. Dr Mukherjee was the Chairman of Tata Metaliks, Jamipol, Metaljunction, Hooghly MetCoke and Power Ltd., Sila Eastern, Thailand, Board Member of Tata Chemicals, Tata Yodogawa, Tata Refractories, Tata Timken and many other Companies.

Dr Tridibesh Mukherjee was a visiting lecturer at the University of Sheffield and was a member of the faculty in the Post Graduate Course on iron making and steel making. He received the Bessemer Gold Medal and was elected a Fellow of the Royal Academy of Engineering and was conferred an honorary degree of Doctor of Metallurgy by the University of Sheffield. Keeping in view the qualifications, experience and expertise of Dr Mukherjee, your Directors appointed him as an Additional Director w.e.f. 10th August, 2009, subject to the approval of the members of the Company. The details of Dr Mukherjee's age, qualifications, expertise and other Directorships and Committee Memberships of other Boards and Committees which are required to be disclosed pursuant to Clause 49 IV(G) of the Listing Agreement have been given in Annexure 'B' attached to the Notice convening the Annual General Meeting.

The Board considers that the Company will benefit from the appointment of Dr Tridibesh Mukherjee as a Director and recommends that this Ordinary Resolution as set out in item no. 7 of the attached Notice, be adopted by the Members.

Excepting Dr Tridibesh Mukherjee, who is interested in his appointment, none of the Directors of the Company is in any way concerned or interested in the said resolution.

ITEM NO. 8 — Appointment of Mr Udayan Ray as Managing Director

Mr Udayan Ray was earlier re-appointed as Director (Finance) & CFO of the Company for a period of 2 years and 6 months with effect from 1st April, 2007 on the terms approved by the Members at the Annual General Meeting held on 30th July, 2007. The present term of appointment of Mr Udayan Ray as Director (Finance) & CFO would be scheduled to expire on 30th September, 2009.

On the recommendation of the Compensation & Remuneration Committee, the Board of Directors ("the Board") of the Company at its Meeting held on 30th January, 2009 appointed Mr Udayan Ray as Managing Director of the Company for the period from 1st February, 2009 till 30th September, 2011 on the terms and conditions, subject to the approval of the Members of the Company in a General Meeting and such othr approvals/clearances as may be required.

Mr Udayan Ray is a Postgraduate in Commerce and a Fellow of The Institute of Cost & Works Accountants of India.

He has worked in senior positions in Andrew Yule, IBP-Balmer Lawrie Group, and other Companies/Organisations since 1970