

16th  
ANNUAL REPORT  
2008 - 09



**NCJ INTERNATIONAL LIMITED**

**BOARD OF DIRECTORS**

SH. BIPIN AGARWAL  
SH. SUNIL JAIN  
SH. VIRENDRA TRIPATHY  
SH. MUKESH GUPTA  
SH. SATISH GOEL  
SH. PRAVEEN TAYAL

MANAGING DIRECTOR & COMPANY SECRETARY  
DIRECTOR.  
DIRECTOR.  
DIRECTOR.  
DIRECTOR  
DIRECTOR

**AUDITORS**

**ANIL PRAHLAD & COMPANY**

C-42, RDC, RAJ NAGAR,  
GHAZIABAD-201002 (U.P)

**BANKERS**

CORPORATION BANK  
HDFC BANK  
AXIS BANK  
HSBC BANK  
STATE BANK OF HYDERABAD

**REGISTERED OFFICE:**

313-315, VIKAS DEEP BUILDING  
LAXMI NAGAR DISTRICT CENTER  
DELHI-110092.  
Ph :- 43020300, 43020318  
Fax : 22424291  
Email: info@ncjinternational.com

**SHARES TRANSFER AGENT**

(For Physical & electronic mode)

**M/s. ALANKIT ASSIGNMENT LTD.**

(Unit :- NCJ International Limited)  
2E/21, ALANKIT HOUSE  
JHANDEWALAN EXTN.  
NEW DELHI-55.  
PH: 51540060-62.

**NOTICE**

**NOTICE** is hereby given that 16<sup>th</sup> Annual General Meeting of Members of the Company will be held at 10:00 A.M on Wednesday the 30<sup>th</sup> day of September 2009 at the Registered office of the company at 313-315, Vikas Deep Building, District Center, Laxmi Nagar, New Delhi-92 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2009, the Profit and Loss Account & Cash Flow statement for the year ended on that day and the report of Director's and Auditor's thereon.
2. To appoint a Director in place of Sh. Sunil Jain, who retires by rotation and being eligible, offer himself for reappointment.
3. To appoint a Director in place of Sh. Praveen Tayal, who retires by rotation and being eligible, offer himself for reappointment.
4. To consider & if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :

**"RESOLVED THAT** M/s Anil Prahlad & Co Chartered Accountants, the retiring Auditors of the Company be and is hereby re-appointed to hold such office until the conclusion of the next Annual General Meeting at the remuneration to be fixed by the Audit Committee of Board of Directors of the Company."

**SPECIAL BUSINESS:**

5. To consider and, if thought fit, to pass with or without modification(s) the following resolutions as Ordinary Resolution :-

**"RESOLVED THAT** in accordance with and subject to the provisions of Section 16, 94 and all other applicable provisions of the Companies Act, 1956, the Authorised Share Capital of the company be and is hereby increased from Rs. 7,50,00,000 ( Rupees Seven Crore & Fifty Lakhs only ) divided into 75,00,000 ( Seventy Five Lakhs) Equity Shares of Rs.10/- (Rs. Ten) each to Rs. 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rs. Ten) each ranking pari passu with the existing Equity Shares of the company."

**"RESOLVED FURTHER THAT** the Existing Clause V of the Memorandum of Association of the company relating to share capital be and is hereby altered by deleting the same and substituting in place and stead thereof, the new clause V :-

V. The Authorised Share Capital of the company is Rs. 25,00,00,000/- (Rs. Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rs. Ten) each.

6. To consider and, if thought fit, to pass with or without modification(s) the following resolutions as Ordinary Resolution:-

**"RESOLVED THAT** in supersession of earlier Resolution passed by the Members, the consent of the company be and is hereby accorded in terms of Section 293(1)(d) of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors of the company for borrowing from time to time, any sum or sums of monies, which together with monies already borrowed by the company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the Ordinary course of business) shall not exceed in the aggregate at any one time Rs. 150 Crores ( Rupees One hundred & Fifty Crores) irrespective of the fact that such aggregate of borrowing outstanding at any one time may exceed the aggregate for the time being of the paid-up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose."

7. To consider and, if thought fit, to pass with or without modification(s) the following resolutions as Ordinary Resolution:-

**"RESOLVED THAT** in supersession of earlier Resolution passed by the Members, the consent of the company be and is hereby accorded in terms of Section 293(1)(a) of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors of the company for mortgaging and/or charging of all the immovable and movable properties of the company wheresoever situated, present and future and the whole of the undertaking of the company in favour of Bank(s) or financial institution(s) to secure term loan, cash credit and/or corporate loan, upto Rs.150/- Crores (Rupees One hundred & Fifty Crores) together with interest thereon at the respective agreed rates, interest rates, compound interest, additional interest, liquidation damages, commitment charges, premia on and other prepayment or on redemption, costs, charges, expenses and other monies payable by the Company to banks/ Financial Institutions under Loan agreements to be entered into by the Company in respect of the Loans whenever required."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company or committee of Directors be and are hereby authorized to finalize all agreement(s) for creating mortgage and/or charge and to do all such acts, deeds and matters as may be necessary or expedient for giving effect to the above Resolution."



8. To consider and, if thought fit, to pass with or without modification(s) the following resolutions as Special Resolution:-

**"RESOLVED THAT** in accordance with the provisions of Section 81(1) and other applicable provisions, if any, of the Companies Act, 1956 and any other law for the time being in force and the provisions in the Memorandum and Articles of Association of the Company, the guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval, permissions and sanctions of the lenders of the Company, SEBI, Stock Exchanges, Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), Government of India and other concerned authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of the Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) the consent of the shareholders be and is hereby accorded to create, offer and issue to the Equity Shareholders of the Company as on the record date (to be fixed for the purpose by the Board) equity shares of Rs.10/- each of the Company for a sum up to Rs.21,00,00,000 (Rupees Twenty One Crores Only) or such sum as may be determined by the Board of Directors in this regard, in the ratio to be determined by the Board (the "Rights Issue") and on such other terms and conditions as may be mentioned in the draft Letter of Offer to be issued by the Company in respect of the Rights Issue.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the shareholders hereby authorize the Board to do all such acts, deeds, matters and things, settle all questions, difficulties or doubts that may rise in regard to the issue or allotment of the equity 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 shareholders 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."

**By order of the Board**

Place: New Delhi.

Date: August 31, 2009

BIPIN AGARWAL

**Chairman**

**NOTES:**

1. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of resolutions set out under item nos. 5 to 8 is appended below.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. The Register of Member and Transfer Book of the Company will remain closed from the 22<sup>nd</sup> September, 2009 to 30<sup>th</sup> September 2009. (Both days inclusive)
4. All the documents referred in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working days between 11:00 A.M to 1.00PM up to the date of Annual General Meeting.
5. Members seeking any information or having queries with regards to accounts are requested to write the Company seven day in advance so as to enable the management to keep the information ready.
6. Members / proxies should bring their attendance slips duly completed for attending meeting.
7. Members are requested to notify any change in address, if any under their signatures to the Company at its registered office of the Company, quoting Folios Nos.
8. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID number on the attendance slip for easy identification of attendance at the Meeting.
9. Shares of the Company are compulsorily traded in demat mode. The Company has entered into an agreement with National Securities Depository Ltd. (NSDL) and Central Securities Depository Ltd. (CSDL) for dematerialisation of shares.
10. As per SEBI direction for having Common Transfer Agency for physical as well as demat mode, the Company has appointed M/s. Alankit Assignments Ltd., as R&TA for both modes.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956 IS ANNEXED.**

**Item No-5**

The Authorized Share Capital of the Company at present is Rs.7,50,00,000/- (Rupees Seven Crore & Fifty Lakhs only) and issued, subscribed and paid up capital is Rs. 7,43,80,000/- (Rupees Seven Crores Fourty Three Lakhs Eighty Thousands only) In view of proposed Right issue of the company, the number of shares to be issued, as well as for raising the funds, are expected to be substantially in excess of the Company's current authorized share capital. In order to ensure that the Company's authorized share capital is adequate to meet issue of new equity shares through right issue and for raising of funds, it is proposed to increase the Authorised Share Capital to Rs. 25 Crores in accordance with Section 16 and 94 of the Companies Act, 1956.

Increase in Authorised Share Capital would necessitate amendment to Clause-V of the Memorandum of Association of the Company and would require Member's approval by passing an Ordinary Resolution.

None of the Directors is, in any way, concerned or interested in the resolution.

The Board Recommends the Resolution for approval of the Members.

#### Item No-6

Section 293(1)(d) of the Companies Act, 1956 provides inter alia that the Board of Directors of a public company shall not, without the consent of its members in General Meeting, borrow money (apart from temporary loans obtained from the Company's bankers in ordinary course of business) in excess of the aggregate of the paid up capital of the company and free reserves. As company is in the business of Real estates development it usually requires huge financial assistance & for that purpose company is required to raise loans from external sources. Company can raise loans only after passing the Ordinary Resolution U/s. 293(1)(d) of the Companies Act, 1956 in the General Meeting of the members.

The members of the company has already approved such borrowings upto Rs. 15 Crores Previously in the General Meeting of the Members, now Board seeks to enhance the above limit to Rs. 150 Crores, which is subject to the approval of members at the ensuing Annual General Meeting of the Company.

The consent of the members is sought under the provisions of Section 293(1)(d) of the Companies Act, 1956 to enable the Board to borrow upto the aforesaid amount.

None of the Directors is, in any way, concerned or interested in the resolution.

The Board Recommends the Resolution for approval of the Members.

#### Item No-7

Members are aware that company is engaged in Real Estate Development. Real Estate Development requires huge amount of funds for expanding its various business activities. The fund may be required for purchasing the land, or bidding in Government tenders etc. It is therefore necessary for the company to rely upon some external sources for financial assistance. The external sources may be commercial banks or the financial institutions. For raising loans from commercial banks or financial institutions the company shall require to create charge or mortgage over its movable or immovable properties.

Section 293(1)(a) of the companies Act, 1956 provides inter alia that the Board of Directors of a public company shall not, without the consent of its members in general meeting, sell, lease or otherwise dispose off the whole or substantially the whole of any such undertaking of the company, or where the company owns more than one undertaking, of the whole or substantially the whole of any such undertaking. Since the mortgage by the company of its movable or immovable properties in favour of lender may be regarded as disposal of the company's properties/undertaking, it is necessary for the members to pass a resolution under Section 293(1)(a) of the Companies Act, 1956 before creation of mortgage/charge.

The members of the company has already approved such mortgaging and/or charging upto Rs. 15 Crores previously in the General Meeting of the Members, now Board seeks to enhance the above limit to Rs. 150 Crores, which is subject to the approval of members at the ensuing Annual General Meeting of the Company.

The consent of the members is sought under the provisions of Section 293(1)(a) of the Companies Act, 1956 to enable the Board to borrow upto the aforesaid amount.

None of the Directors is, in any way, concerned or interested in the resolution.

The Board Recommends the Resolution for approval of the Members.

#### Item No-8

Members are aware that company is engaged in the Business of Real Estates Development which requires huge funding to carry out its day to day operations and to execute their projects, the main source of funding are external borrowings, intercorporate borrowings, short term loans etc. Another mode raising the fund is by issue of Equity shares through right issue of shares to their existing equity shareholder which is in accordance with the provisions of Section 81(1) of the Companies Act, 1956.

The Board of Directors in their meeting had approved raising the fund through right issue upto an aggregate of Rs. 21,00,00,000 (Rupees Twenty one Crores Only) subject to approval of the members at the ensuing Annual General Meeting.

The said resolution is an enabling resolution conferring authority on the Board to do all acts and deeds, which may be required to issue/ offer securities of appropriate nature at opportunate time, including the size, structure, price and timings of the issue/ offer at the appropriate time. The detailed terms and conditions will be determined in consultation with Lead Managers, Merchant Bankers, Guarantors, Consultants, Advisors, underwriters and/or such other intermediaries as may be appointed for the issue/ offer. Wherever necessary and applicable, the pricing of the issue/offer will be finalized in accordance with applicable guidelines in force of Government of India, Securities & Exchange Board of India, the Stock Exchange and other appropriate authorities.

Section 81 of the Companies Act, 1956, inter-alia provides that whenever it is proposed to increase the subscribed capital of the company by further issue and allotment of shares, such share shall be offered to the existing shareholders of the Company in the manner laid down in Section 81 unless the shareholders decide otherwise by a special Resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of the Section 81(1) and all other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the Listing agreements executed by the Company with the Stock Exchanges, authorizing the Board to issue Securities, as stated in the Resolution, which would result in issuance of further Securities of the Company to its Existing share holders in accordance with the terms and nature of the Securities.

Further Record date for determining the rights of the shareholders to participate in the issue/ offer shall be decided by the Board in Consultation with the appropriate authorities.

None of the Directors of the company is, in any way, concerned or interested in the said resolution, except in their capacity as shareholder of the company.

The Board Recommends the Resolution for approval of the Members as a Special Resolution.

**By order of the Board**

**BIPIN AGARWAL**

**Chairman.**

Place: New Delhi

Date : August 31, 2009

Report  Junction.com

## DIRECTOR'S REPORT

Dear Members,

Yours Directors have pleasure in presenting 16th Annual Report of the Company together with the Audited Accounts of the Company for the period ended on 31st Day of March, 2009.

**Financial Results.**

	2008-09 (Rs.)	2007-08 (Rs.)
1. Total Income/ Sale	171154290	34551640
2. Adm. & Operative exp.	8057538	4666903
3. Depreciation	3642098	1281640
4. Profit/ (loss) before tax	8930576	10804653
5. Profit/ (loss) after tax	5939742	7214449

**Dividend**

Your Board of directors have decided to plough back the profits and accumulated reserves as the same are required for increasing the operational efficiency of the Company. Taking into view of current policy of the Company, your directors do not recommends any dividend for the financial year 2008-09.

**Operation**

The prevalent business environment is conducive to the growth of a construction & infrastructure companies. The construction sector is one of the largest employers in the country. Your Directors have pleasure in declaring that during the financial year your company earned a profit of Rs. 89,30,576/- before tax.

**Projects at a Glance**

The construction of residential units at Vivek Vihar, Delhi by the company is at final stage of completion:

Construction of commercial complex is under progress & company is planning to hand over the possession by the end of the financial year.

Your company is very shortly coming out with a Residential Group Housing Project at Greater Noida on Taj Express Highway. Launching details shall be announced shortly.

Hotel project of the company in collaboration with other entities is under progress. Company foresees its completion before starting of Common wealth games at New Delhi.

**Fixed deposit**

The Company has not accepted deposit under Section 58A of the Companies Act, 1956 from public during the year under review

**Directors**

**Sh. Sunil Jain**, Director, who retires at this Annual General Meeting and being eligible offer himself for reappointment.

**Sh. Praveen Tayal**, Director, who retires at this Annual General Meeting and being eligible offer himself for reappointment

Yours Directors recommends the appointment of Sh. Sunil Jain and Sh. Parveen Tayal as Directors for your approval.

**Director's Responsibility Statements.**

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

- that in the preparation of annual accounts applicable accounting standards have been followed along with proper explanation relating to material departure;
- that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for the period under review;
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Act, for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
- that the Directors have prepared the annual accounts for the year ended 31st March 2009 on 'going concern basis'

**Corporate Governance**

A report on the Corporate Governance Code along with a Certificate from Company Secretaries in whole time practice regarding the Compliance of the Conditions of Corporate Governance as stipulated under Clause 49 of Listing Agreement and also the Management Discussion and Analysis Report are annexed to this report.

**Auditors**

M/s Anil Prahlad & Company, Chartered Accountants the retiring Auditors, who are to retire at ensuing Annual General Meeting and are eligible offer themselves for reappointment.

**Particulars of Employees**

Particulars of employees pursuant to Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975; as amended upto date is given as below:-

Name/age (Yrs)	Remuneration Rs.	Designation/Nature of Duties &	Qualification Experience (Yrs)	Date of Commencement of Employment	Last employment
Bipin Agarwal (43)	20,25,000/-	Managing Director & Company Secretary Overall Management	B.Com (H) FCS (15)	01/09/2000	NA

1. Above details are of those employees who were employed throughout the accounting year and were in receipt of remuneration of not less than Rs. 2.00 Lacs during the part of year
2. Remuneration as above includes salary, contribution to provident fund, leave travel allowance, medical expenses, leave encashment, bonus, actual amount spent on perquisites valued as per income tax rules.

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo**

The Company has not carried on any activity relating to conservation of energy and technology absorption.

There has been no foreign exchange inflow during the year under review. However there has been foreign exchange outflow of Rs. 1,83,93,225/- (Rupees Rupees One Crores Eighty Three Lakhs Ninety Three Thousands Two hundred and Twenty Five only) during the year under review.

**Acknowledgement**

Yours Directors express their appreciation for the co-operation extended by Clients, Banks, staff, executives, friends and associates and shareholders.

By order of the Board

Place: New Delhi.

Date : August 31, 2009

**BIPIN AGARWAL**  
Chairman



**Management Discussion & Analysis**

*The information and opinion expressed in this section of the Annual Report contains forward-looking statements. The management believes these to be true to the best of its knowledge at the time of its preparation. We shall not liable for any loss, which may arises as a result of action taken on the basis of the information contained therein. The information contained therein may not be disclosed, reproduced or used in whole or in part for any purpose or furnished to any other persons without the express prior written permission.*

**A. Industrial Structure and Development.**

The Indian real estate sector plays a significant role in the country's economy. The real estate sector is second only to agriculture in terms of employment generation and contributes heavily towards the gross domestic product (GDP). Almost Five percent of the country's GDP is contributed by the housing sector. In the next five years, this contribution to the GDP is expected to rise 6 percent.

The term "Real Estate" connotes land, including the air above it and the ground below it, and any building or structures on it. It covers residential housing, commercial offices, trading spaces such as theatres, hotels and restaurants, retail outlets and industrial buildings such as factories and government buildings. Real estate involves the purchase, sale and development of land and residential and non-residential buildings. The activities of the real estate sector encompasses the housing and construction sector as well.

Moreover the real estate sector is also responsible for the development of over 250 ancillary industries such as cement, steel, paints etc. A study by rating agency ICRA shows that the construction industry ranks 3<sup>rd</sup> among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

The Indian real estate sector can be divided into the organized and unorganized segments. The unorganized segments accounts for the majority of the housing units constructed. The organized segment consists of private real estate developers and government or government affiliated entities.

Almost 80 percent of the real estate developed in India is residential space, the rest comprising of offices, shopping malls, hotels and hospitals. According to the Tenth five year plan, there is a shortage of 22.4 million dwelling units. Thus over the next 10 to 15 years, 80 to 90 million housing dwelling units have to be constructed with a majority of them catering to middle-and lower-income groups.

The real estate sector is also likely to get a boost from Real Estate Mutual Funds (REMFs) and Real Estate Investment Trusts (REITs) In fact, according to a CRISIL paper, the REITs would have the potential to hold atleast 5 percent of the total global real estate market by 2010, the size of which would turn to US\$1400 billion in the next 3 years. The paper titled 'Indian REITs, Are We Prepared' says that by 2010, REITs alone would hold a market size of US\$70 billion of the total real estate market as its concept is gaining ground in countries like India and other developing nations.

**B. Company Opportunities and Threat**

The Management of the Company presents some of their views on potential opportunities and potential threats that could confront them this year.

**Opportunities**

The real estate market in India is yet in a nascent stage and the scope is simply unlimited. It does not resemble bubbles that will burst. An unhindered growth for the next twenty years is almost sure. Developments in the real estate sector as a whole are being driven by:-

- Increasing demand for more housing dwelling units in cities and towns because of growing urbanization of the Indian population.
- Increasing demand for office space from the growing IT/ITES industry, especially BPO;
- Increasing demand for shopping Malls.
- Increasing demands fro multiplexes from the entertainment sector; and
- Increasing demand for hotels and resorts from growing tourism Industry.

**Threats**

- Severe fluctuations in market conditions may affect the sector adversely.
- The projects in real estate business involve the purchase of several small parcels of land within a large area. Failure to purchase any strategically located parcels may lead to failure of the entire project.
- Limited supply of land, increasing competition and applicable regulations may result in land price escalation further shortage of developable land.
- The business is subject to extensive statutory or governmental regulations.
- The industry is highly fragmented and competitive and increased competitive pressure may have adverse effect on the sector.
- For seizing opportunities and driving further growth, incremental capital may be required, which may not be available on acceptable terms.
- Compulsory price correction, if any, exercised by the government, may adversely affect the business. Significant increase in prices or shortage of building materials may adversely affect the business. Joint venture projects entail certain risks.
- A slowdown in economic growth in India could adversely affect the business. Work stoppages and other labour problems could adversely affect the business. Any increase in rate of interest may adversely affect the business.
- **Threats specific to the Company are as under:**
  - A number of the Company's projects in the Real Estate business and construction business are not covered by insurance or are not adequately insured to cover all risks in these projects.
  - The Company conducts due diligence and assessment exercises prior to undertaking a project, but may not be able to assess or identify certain risks and liabilities related to it.
  - The Company is dependent on its directors and senior management team to effectively oversee the operations and growth of the business. However, the loss of key members or failure to attract skilled personnel may adversely affect the business.
  - The ability to sell the Company's products may be affected by the availability of financing to potential customers, especially the buyers of residential properties.
  - The Company is dependent on various sub-contractors or specialist agencies to construct and develop its projects.

**C. Business Wise Analysis**

The Company operates in the business segment of 'Real Estates & Infra structure development'. During the year, Company witnesses the marked growth in the business with the development of infrastructure & real estates business. The demand profile for products has risen sharply.

**D. Internal Control System**

The Company has adequate Internal Control System commensurate with the nature of its business and the size of its operation. Your Company has formed an Audit Committee Consisting of three independent, Non Executive Directors. Internal Audit is conducted at regular interval and all significant audit observations and follow up actions are reported to Audit Committee.

**E. Human Resources**

The Company as on 31st March 2009 had 9 employees on its rolls. Cordial relations were maintained through out the year with employees. Every area of work is taken care of with regular inspections and standard procedures are being followed in the evaluation of performance of each employee. The Company has a history of imparting training to young breed of professionals. The training & other professional's development activities would continue with the same pace in future.

**REPORT ON CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company continues to focus on good Corporate Governance and its primary objective is to create adhere to a corporate culture of conscience and consciousness, integrity, transparency and accountability for efficient and ethical conduct of business for meeting its obligations towards shareholders and other stakeholders.

In India, corporate governance standards for listed companies are regulated by the Securities and Exchange Board of India (SEBI) through Clause 49 of the Listing Agreement of the Stock Exchanges. This chapter, along with those on Management Discussion and Analysis and Additional shareholders information, reports the Company's compliance with the Clause 49.