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**TWENTY FIRST ANNUAL REPORT**

**2010-2011**

**Raj Agro Mills Limited**

## BOARD OF DIRECTORS:

Sh. Sanjeev Bansal	:	Managing Director
Sh. Varinder Kumar	:	Director (Works)
Sh. R.C.Singal	:	Director (Independent)
Sh. Jatinder Singh	:	Director (Independent)

## BANKERS

State Bank Of India  
Specialised Commercial Branch  
Miller Ganj,  
Pahwa Hospital Complex  
Ludhiana - (Pb)

## STATUTORY AUDITORS

M/s P.C. Goyal & Co;  
Chartered Accountants  
62, New Lajpat Nagar  
Ludhiana (Pb)

## COST AUDITORS

M/s J. Verma & Associates  
2<sup>nd</sup> Floor, Bajaj Building,  
Up Stairs Dr. Bowry Clinic,  
Bazar Panj Peer,  
Near Bhagat Singh Chowk,  
Jalandhar City (Pb)

## REGISTERED OFFICE

Building No.A-103,  
Mangolpuri Industrial Area  
Phase II, New Delhi – 110 034

## CORPORATE OFFICE & WORKS

Village Pawa, G.T.Road  
Near Civil Airport,  
Ludhiana - 141 120 (Pb)

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**NOTICE**

**NOTICE** is hereby given that the 21st Annual General Meeting of the Members of **RAJ AGRO MILLS LIMITED** will be held on Friday, the 30th day of September, 2011 at 10.00 A.M. at **Building No.A-103, Mangolpuri industrial Area, Phase II, New Delhi-110 034** for transacting the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2011 and the Balance Sheet as at that date together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Sh R.C. Singal who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s P.C. Goyal & Co; Chartered Accountants, Ludhiana as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

By Order of Board  
Sd/-  
(Sanjeev Bansal)  
Managing Director

Date: 12.08.2011  
Place: Ludhiana

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself. A proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered/Works office of the company not less than forty eight hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer books shall remain closed from **Friday (23.09.2011) to Friday (30.09.2011) (both days inclusive)** for the purpose of AGM.
3. A Member desirous of getting any information in respect of the contents of the Annual Report is required to forward the queries to the Company at least seven days prior to the meeting so that the required information can be made available at the meeting.
4. Members who hold shares in physical form/dematerialized form are requested to write their Ledger Folio No., Client-ID & DP ID numbers and to immediately notify their change of address etc., if any, to the Company's share Transfer Agent M/s Link Intime India Pvt. Ltd. formerly known as Intime Spectrum Registry Limited or Company.
5. Members are advised to hold shares jointly to simplify the procedure of transmission in the event of death of any holder.
6. In respect of re-appointment of existing Directors, a statement containing details of concerned Director is annexed to this notice.

**ANNEXURE TO THE NOTICE**

**INFORMATION PURSUANT TO CORPORATE GOVERNANCE CLAUSE 49 OF THE LISTING AGREEMENT(S) REGARDING THE DIRECTOR SEEKING RE-APPOINTMENT ON THE RETIREMENT BY ROTATION**

Name of the Director	:	Sh. R.C. Singal
Date of Birth	:	27.01.1954
Date of Appointment	:	01.06.1996
DIN	:	00010888
Qualification	:	B.Com, M.A.(Eco), CAIIB, PGDBM, FCS , FCWA
Experience	:	He has very vast experience in the field of Corporate Laws, Capital Market and Financial Services etc. He is also Ex-president of the Ludhiana Stock Exchange Ltd. Apart from this he shares office of Director of various other leading corporate houses.
Chairman/Membership of other Board Committees as on 31.03.2011	:	Chairman - Audit Committee & Remuneration Committee
Directorship in other companies as on 31.03.2011	:	RCS Financial Technology Ltd. Bhandari Hosiery Exports Ltd. Nishant Global Ltd. Supreme Texmart Ltd. Shreyans Industries Ltd. Malwa Industries Ltd. Oswal Spinning & Weaving Mills Ltd. RCS Consultants Pvt. Ltd. RCS Securities Pvt. Ltd. RCS Investments SPS Investments RCS Shares Brokers Ltd.

**DIRECTORS' REPORT TO THE MEMBERS**

Dear Members,

Your Directors have pleasure in presenting the 21st Annual Report for the financial year ended 31st March, 2011.

**FINANCIAL RESULTS**

	(Rs. In Lacs)	
	2010-2011	2009-2010
<b>Sales &amp; other Income</b>	<b>1427.82</b>	<b>9912.79</b>
Profit/(Loss) before Interest, Depreciation & Tax (PBITD)	(166.58)	(894.20)
Less : Interest & Financial Charges	164.17	273.08
Cash Profit/(Loss)	(330.75)	(1167.28)
Depreciation	160.92	78.64
<b>Profit/(Loss) before Tax (PBT)</b>	<b>(491.67)</b>	<b>(1245.92)</b>
Provision for Current Tax	0.00	0.00
Provisions for Deferred Tax Liability(+)/Assets(-)	(16.72)	246.45
<b>Profit/(Loss) after Tax (PAT)</b>	<b>(474.94)</b>	<b>(1492.37)</b>

**PERFORMANCE AND REVIEW**

The company suffered heavy losses in FY 2008-09 due to global economic crisis and non-hedging of import bills resulting in heavy losses on account of exchange rate fluctuations which mounted up year after year. Besides, the working capital dried up and the company could not pull on its day to day operations, therefore, it shut down its plant in the mid of the year to conserve on recurring losses. The turnover of company further declined to Rs.14.28 Crores as compared to Rs.99.12 Crores in the last year and the accumulated losses mount up to Rs.16.72 crores at the end of year as compared to Rs.11.97 crores at the end of last year.

**FUTURE PROSPECTS**

The shareholders are aware that for the last more than two years the Company is incurring losses and is now totally out of operations and is unable to meet its working capital requirements. However to overcome the present turmoil, the management has considered various options in the shape of amalgamation, joint venture with the prospective parties, overseas as well as local. But due to present state of affairs of the edible oil industry in the country nothing succeeded. The capacity utilization is merely 30% and the profit margins are squeezed to great extent. Now the industry has concentrated near port area and has gone into the hands of few big players who due to no or lesser transportation costs enjoy an edge by operating at low cost and selling the product at more competitive rates than the units like us.

Therefore, in order to pay the dues of the Bank which are presently classified as NPA, the management is considering various alternatives including distress selling by scraping the plant and that too selling in parts to different buyers i.e. land and building separately and plant and machinery separately. The land and building can only be sold when it is vacant not otherwise. Further, the disposal will be effected in parts that too at different times in one or more tranches. As the unit is not operating, there is negligible workforce.

The sale/transfer of the unit upon completion of necessary formalities would be at a consideration to be determined by the Board of Directors in the best interest of the company and its members. The company had already obtained the approval of the shareholders under section 293(1)(a) of the Companies Act, 1956 for disposal by way of sale, transfer or otherwise of whole or substantially the whole of undertaking of the company at a time or at different times in one or more tranches pursuant to the Postal Ballot Notice dated 18.04.2011 sent under section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2001. The Board is under way to realize the assets of the company and pay off the liabilities however pursuant to the prior approval, sanction and consent by its banker to release the assets mortgaged to it. The company is trying hard to get rid off this line of activity and may start another venture in the future to come. But all this is very un-predictable.

**DIVIDEND**

Keeping in view the present constraints, Your Directors express their inability to recommend any dividend for the year under review.

**PUBLIC DEPOSITS**

During the year under review, the Company has not accepted any public deposits falling within the purview of Section 58A of the Companies Act, 1956 and the rules made there-under and however it had complied with the provisions of section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits already accepted from the public in earlier years.

**DIRECTORS**

Dr. S K Suri demised during the year whereas Mr. Sahil Bansal resigned from the Board on 11.10.2010. The board expresses its deep concern over the sudden demise of Dr. Suri and the departure of Mr. Sahil Bansal from the Board.

Sh R C Singal is retiring by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The information pursuant to clause 49 of the Listing Agreement regarding the director seeking re-appointment on retirement by rotation has been attached to the Notice convening the annual general meeting.



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# RAJ AGRO MILLS LIMITED

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## DIRECTORS' RESPONSIBILITY STATEMENT

The Directors would like to assure the Members that the financial statements are in conformity with the requirements of the Companies Act, 1956. Hence pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- That in the preparation of accounts for the financial year ended 31st March, 2011, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss for that period.
- That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- That the Directors have prepared the annual accounts for the financial year ended on 31st March, 2011 on a going concern basis. However in order to pay off its liabilities, the company is going to liquidate its assets in near future, therefore, it may loose the going concern status.

## LISTING OF SECURITIES

The Equity Shares of the Company are listed at the following Stock Exchanges.

- The Delhi Stock Exchange Limited, New Delhi
- The Bombay Stock Exchange Limited, Mumbai
- The Ludhiana Stock Exchange Limited, Ludhiana

The Company has paid the listing fees to above Stock Exchange(s) for the financial year 2011-12.

## DEPOSITORY SYSTEM

Your Company had connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and/or Central Depository Services Limited (CDSL) to facilitate the holding and trading of securities in electronic form. As on 31<sup>st</sup> March, 2011, 85.27% of the equity share capital of the company has been dematerialized. The Company had already paid the Annual Custodian Fees to the NSDL and CDSL.

Further as per SEBI circular No.D&CC/FITTC/CIR-15/2002 dated 27.12.2002, the Company had its Registrar namely M/s Link Intime India Private Limited formerly known as Intime Spectrum Registry Limited, A-40, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase-II, New Batra Banquet Hall, New Delhi-110 028 for Share Transfer and Electronic Connectivity. Accordingly, all the Shareholders, Investors, Member of the Stock Exchanges, Depository Participants and all other concerned are requested to send all communications in respect of Share Transfer, Demat/ Remat etc. to our said Registrar. In case, any query/complaint remains unresolved with our Registrar, please write to the Company at the Registered Office/Corporate Office & Works of the Company.

## ADEQUACY OF INTERNAL CONTROL

The Company has a proper and adequate system of internal control, to ensure that all assets are safeguarded, properly utilized and protected against loss from un-authorized use or disposition and that transactions are authorized & recorded by the Accounts Department properly and reported to the Audit Committee/Board correctly.

## AUDIT COMMITTEE

Owing to change in the constitution of the Board, the Audit Committee was reconstituted during the year and the constituent members of the Audit Committee are Sh. R.C. Singal and Sh. Jatinder Singh. Sh. R.C. Singal is the Chairman of the said Committee. During the year under review the Committee had its five meetings.

## SHARE TRANSFER CUM INVESTOR GRIEVANCE RE-DRESSAL COMMITTEE

The committee had been reconstituted during the year. The present members of the committee are Sh Jatinder Singh as Chairman and Sh Sanjeev Bansal as member. The Committee looks into transfer, transmission, split, duplicate, re-mat and consolidation of shares and also monitor the re-dressal of shareholders' complaints. However, all the matters pertaining to the share transfer and related activities are handled by our Registrar and Share Transfer Agent M/s Link Intime India Private Limited formerly known as Intime Spectrum Registry Limited, New Delhi. The share transfer requests are processed by them and a transfer register is sent to the company for approval once in fortnight.

## REMUNERATION COMMITTEE

The committee had been re-constituted during the year. The present Committee comprises of Sh R.C. Singal as its Chairman and Sh. Jatinder Singh as Members. The Broad terms of reference of the remuneration committee are to approve/recommend to the Board the remuneration including perquisites, allowances to be paid to company's whole time directors. The committee consists of only non-executive independent directors.

## AUDITORS

M/s P.C Goyal & Co., Chartered Accountants, are liable to retire as statutory auditors of the Company at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment and they had furnished a certificate as required under Section 224(1-B) of the Companies Act, 1956.

## AUDITORS' REPORT

The Auditors Report on the Accounts of the Company is self-explanatory and the Auditors' in his audit report has

commented upon the fact that the company's losses are more than its net worth, the accounts of the company had been classified as NPA and the going concern nature of the company is in danger.

The shareholders are aware that for the last more than two years the Company is incurring losses, its working capital got eroded due to which its products lost its competitive edge in the market. However to overcome the turmoil, the management has considered various options in the shape of amalgamation, joint venture with the prospective parties, overseas as well as local. But due to present state of affairs of the oil industry in the country nothing succeeded. The capacity utilization in the industry is merely 30% and the profit margins are squeezed to great extent. Now the industry has concentrated near pan area and has gone into the hands of few big players who due to no or lesser transportation costs enjoy an edge by operating at low cost and selling the product at more competitive rates than the units like us. All these circumstance lead to the classification of company accounts as NPA.

The shareholders are well aware about the fact that the losses are mounting up year after year since 2009 as reported through annual reports, quarterly results and the Notice of Postal Ballot dated 18.04.2001.

Further, as the bank accounts remained over-due, therefore, the company banker namely State Bank of India has classified its accounts as NPA on 30.09.2010 and issued a Notice dated 15.12.2010 under section 13(2) of the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, for recovery of outstanding dues to the tune of Rs.34,89,75,652.74 (inclusive of interest up-to 15.12.2010). The bank has also asked for payment of future interest at contractual rate on the said amount together with incidental expenses, cost, charges, etc. However to pay-off the bank dues and to realize the assets of the company, the Board had sought the approval of the shareholders through the Postal Ballot process and the shareholders provided its consent under section 293(1)(a) of the Companies Act, 1956 to dispose of all or any assets/undertaking of the company however pursuant to prior approval of the bankers. The shareholders authorised the Board of Directors in terms of Special Resolution passed through said Postal Ballot. The board has forwarded a deliberate and considered One Time Settlement Scheme to the State Bank of India who is working upon it. The bank management has appointed M/s North India Technical Consultancy Organisation Ltd. (Nitcon), SCO 131-132, Sector 17C, Chandigarh for the valuation purposes. The said Agency is yet to undertake the valuation. The liquidation of the assets of the company may be at scrap to get rid off present turmoil. Hence all these circumstances signify that there is every possibility that the company may loose its going concern status.

Besides as in the One Time Settlement (OTS) Scheme applied to the bank; the company has also requested for waiver of the interest amount, therefore, the interest accruing after the classification of accounts as NPA as on 30.09.2010 has not been booked in the company accounts.

### COST AUDITORS

The Cost Accounts for the Financial Year 2010-2011 have been audited by M/s J. Verma & Associates, Cost Accountants, 2<sup>nd</sup> Floor, Bajaj Building, Up-stairs Dr Bowry Clinic, Bazar Panj Peer, Near Bhagat Singh Chowk, Jalandhar City (Pb). The Cost Audit Report will be submitted to the Central Govt. within the stipulated time.

Further, the Board keeping in view the ongoing turmoil has applied to the Central Government for grant of exemption from the Cost Audit of cost records by the company and the said application is under process with the Central Govt.

### CORPORATE GOVERNANCE

Pursuant to clause 49 of the listing agreement, a Report on Corporate Governance and a Management Discussion and Analysis Report are included in the Annual Report along-with CEO & CFO Certificates. A certificate from the auditors of the company is annexed to this report.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The detailed information as required under Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is appended hereto and form part of this Report.

### HUMAN RESOURCES

The Company is always following the policy of creating a healthy environment and work culture resulting into harmonious inter-personnel relations. Industrial Relations and work atmosphere remained very cordial throughout the year.

### PARTICULARS OF EMPLOYEES

Particulars of employees in accordance with provisions of Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1975, as amended, are not given as none of employees qualify for disclosure.

### ACKNOWLEDGEMENTS

The Board of Directors of the Company wish to place on record their sincere thanks and appreciation to the Staff Management and Workers at all levels for their cooperation. Your directors also acknowledge with gratitude the co-operation and support received from the Bankers, Central and State Government Authorities, Business Constituents and also place on record their sincere thank to the shareholders of the Company for their continued support, cooperation and confidence in the Management of the Company.

### FOR AND ON BEHALF OF THE BOARD

SD/-

SD/-

PLACE : LUDHIANA  
DATE : 12.08.2011

(SANJEEV BANSAL)  
MANAGING DIRECTOR

(VARINDER KUMAR)  
DIRECTOR (WORKS)

### Annexure-I

INFORMATION AS PER SECTION 217(1)(e) READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2011

#### CONSERVATION OF ENERGY

The Company has already taken steps to conserve energy, wherever possible. This continues to remain thrust area with studies, discussions and analysis being undertaken regularly for further improvements.

#### FORM A

Particulars	Unit	2010-11	2009-10
<b>A POWER &amp; FUEL CONSUMPTION</b>			
1 Electricity			
a) Purchased			
Units	KWH	479378	2455980
Total Amount	Rs.	3252400	11319702
Rate Per Unit	Rs./KWH	6.78	4.61
b) Own Generation			
Through Diesel Generator			
Units	KWH	64562	448500
Amount	Rs.	566856	3620429
Cost Per Unit	Rs./KWH	8.78	8.07
Through Steam Turbine		NIL	NIL
2. Coal		NIL	NIL
3. Rice Husk			
Quantity	MT	802	6542.05
Amount	Rs.	2478331	16349182
Average Rate	Rs./MT	3090	2499.09
4. Furnace Oil	NIL/N.A.	NIL	NIL
5. Others/Internal Generation Oil used	NIL	NIL	NIL

#### B. CONSUMPTION PER UNIT OF PRODUCTION

Due to number of products produced by the company, it is not feasible to quantify consumption per unit of production.

#### PARTICULARS AS PER FORM-B

##### A. RESEARCH & DEVELOPMENT (R&D)

- Specific area in which R&D carried out : Product Improvement
- Benefits derived as a result of R&D: Improvement in manufacturing R&D process, Reduction in manufacturing cost & waste.
- Expenditure on R & D

	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
a) Capital	Nil	1.16
b) Recurring	Nil	0.90
c) Total	Nil	2.06

##### B. TECHNOLOGY ABSORPTION

The technology being used by the company is indigenous.

#### III FOREIGN EXCHANGE EARNING AND OUTGO

Activities relating to export, initiatives to increase exports, Development of New Export Markets for Products and Services and Export Plans.

No export of its product has been done by the Company during the year under review.

##### b. Foreign Exchange Earning and Outgo.

	Current Year Rs.	Previous Year Rs.
a) Earned	NIL	NIL
b) Outgo (CIF Value of imports and expenditure in foreign currency.		
i) Value of Raw Material Imports	57573575	124855990
ii) Expenditure (Bank charges & others)	676890	5251625
iii) Remittance of Dividend	Nil	Nil

FOR AND ON BEHALF OF THE BOARD  
SD/- SD/-

PLACE : LUDHIANA  
DATE : 12.08.2011

(SANJEEV BANSAL)  
MANAGING DIRECTOR

(VARINDER KUMAR)  
DIRECTOR (WORKS)



### CORPORATE GOVERNANCE REPORT

(Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

#### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The company has established a code of governance based on transparency and accountability. For Raj Agro Mills Limited, Good Corporate Governance means adoption of best practices to ensure that the Company operates not only within the regulatory framework, but is also guided by broader business ethics. The adoption of such corporate practices- based on the transparency and proper disclosures – ensures accountability of the persons in charge of the Company and brings benefits to investors, customers, creditors, employees and the society at large.

#### 2. BOARD OF DIRECTORS COMPOSITION

As on March 31, 2011, the Board of Directors of the company comprises of four directors of which two are executives of the company and the rest two are non executives, thus the composition of Board meet the stipulated requirement of Corporate Governance.

#### BOARD MEETINGS

During the Financial Year 2010-11, Five Board Meetings were held on the following dates.

24.05.2010      29.05.2010      12.08.2010      02.11.2010      12.02.2011

The particulars of the directors, their category and attendance in the Board and Committee Meetings during the year 2010-2011 are given as under:

Name of Director	Category of Director	No. of Board Meetings Attended	No. of Committee Meetings Attended	No. of Committee's Chairman as on 31.03.2011
Sh. Sanjeev Bansal	Mg. Director (Executive)	5	3	--
Sh. Sahil Bansal*	Director(Finance) (Executive)	3	4	--
Sh. Varinder Kumar	Director (Works) (Executive)	5	-	--
Sh. R.C. Singal	Director (Non- Executive)	5	5	2
Dr. S.K. Suri**	Director (Non- Executive)	--	--	--
Sh. Jatinder Singh	Director (Non- Executive)	5	8	1

\*resigned with effect from 11.10.2010

\*\*demised on 10.10.2010

#### 3. COMMITTEE(S) OF THE BOARD

The Board of Directors has the following committees with adequate delegation of powers to discharge the affairs of the Company.

##### (i) Audit Committee

The terms of reference of Audit Committee includes the matters specified in section 292A of the Companies Act, 1956 as well as Clause 49 of the listing agreement with stock exchanges.

The constituent members of the Audit Committee are Sh.R.C.Singal and Sh. Jatinder Singh, both independent non-executive directors. Sh. R.C.Singal is the Chairman of the said Committee. The committee is reviewing the accounting, internal control system, approving financial results, the financial reporting, monitoring the compliance with accounting standards, principles, practices etc.

During the Financial Year 2010-11, the Audit Committee Members met on five times on 24.05.2009, 29.05.2009, 12.08.2009, 02.11.2009 and 12.02.2011.



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# RAJ AGRO MILLS LIMITED

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## (ii) Remuneration Committee

The Company had a Remuneration Committee in terms of Schedule XIII of the Companies Act, 1956 and Clause 49 of the Listing Agreement. The broad terms of reference of the remuneration committee are to approve/ recommend to the Board the remuneration including perquisites, allowances to be paid to company's whole time directors.

The Remuneration Committee too consists of only non-executive directors namely;

1. Sh. R.C. Singal - Chairman
2. Sh. Jatinder Singh - Member

## (iii) Share Transfer-Cum-Investor Grievance Redressal Committee

As a measure of good Corporate Governance and to focus on the Shareholder's grievances towards strengthening investor relations, a Share Transfer-Cum-Investor Grievance Committee, as a Sub-Committee of the Board is there for specifically look into the following matters

- a. Transfer, Transmission of Shares.
- b. Dematerialisation/ Rematerialisation of shares
- c. Replacement of lost/stolen/mutilated share certificate(s) etc.
- d. Investor Grievances

The said Committee consists of the following directors.

1. Sh. Jatinder Singh - Chairman
2. Sh. Sanjeev Bansal - Member

Name of Compliance Officer:

Sh. Sanjeev Bansal, Mg. Director is Compliance Officer of Company.

## 4. GENERAL BODY MEETINGS

The detail of last three Annual General Meetings is given as follows;

MEETING	DAY, DATE, TIME & VENUE OF THE MEETING	NO. OF SPECIAL RESOLUTION
17th AGM	Saturday, the 29 <sup>th</sup> September, 2007 at 10.30 a.m. at Hotel All Heavens, B-97, Wazirpur, Ring Road, New Delhi- 110 052	Nil
18th AGM	Tuesday, the 30 <sup>th</sup> September, 2008 at 10.30 a.m. at Hotel All Heavens, B-97, Wazirpur, Ring Road, New Delhi- 110 052	4
19th AGM	Wednesday, the 30 <sup>th</sup> September, 2009 at 10.30 a.m. at Hotel All Heavens, B-97, Wazirpur, Ring Road, New Delhi- 110 052	1
20th AGM	Thursday, the 30 <sup>th</sup> September, 2010 at 10.30 a.m. at Hotel All Heavens, B-97, Wazirpur, Ring Road, New Delhi- 110 052	Nil

The Company has passed an Ordinary Resolution under section 293(1)(a) of the Companies Act, 1956 and had obtained approval of the shareholders to dispose off by way of sale, transfer or otherwise the entire plant & machinery, land and building, current and other assets of the company including the manufacturing facilities with or without all the liabilities to one or more prospective buyer (s) whether at a time or at different times in one or more tranches as may be deemed appropriate by the Board and to authorize Board to decide the method, terms and conditions, price, consideration and all other matters relevant thereto through postal ballot process during the Financial Year 2010-11 and has filed the necessary forms with the Registrar of Companies through MCA portal.

## 4. DISCLOSURES

Related Party Transactions are furnished in Notes to Accounts attached with the Financial Statements for the financial year ended 31.03.2011. During the year 2010-11 there are no instances of any non-compliance of any provision of law by the Company nor any penalty/strictures has been imposed on the Company by Stock Exchange(s), SEBI or any other Statutory Authority on any matter relating to the Capital Market.

## 5. MEANS OF COMMUNICATION

The Company communicates with the Shareholders at large through its Annual Reports, Publication of Financial Results and by filing of various reports and returns with the Statutory Bodies like Stock Exchanges and the Registrar of Companies. The Quarterly/Half-Yearly/Annual Un-Audited/Audited Results of the Company are being published regularly in prominent daily newspapers.