



PARAMOUNT COSMETICS (INDIA) LIMITED

TWENTY FIFTH ANNUAL REPORT

2009-2010



PARAMOUNT COSMETICS (INDIA) LIMITED

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of Paramount Cosmetics (India) Limited will be held on Thursday, the 30th day of September 2010 at 11:00 a.m. at the Registered Office of the Company at A-1/2211, IIIrd Phase, G.I.D.C Vapi – 396 195, District Valsad, Gujarat to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company for the year ended 31st March 2010, the Profit & Loss Account as on that date along with the Cash Flow Statement for the year ended on that date and the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shishir B. Desai, who retires by rotation and is eligible for re-appointment.
3. To appoint M/s. R.U. Jain & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors/ Audit Committee to fix their remuneration.

NOTES:

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE/CORPORATE OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY MAY NOT VOTE EXCEPT ON A POLL. **A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.**
- b. The Register of Members and Share Transfer Books of the Company (applicable for Shares held in physical form) will remain closed from Saturday, September 25, 2010 to Thursday, September 30, 2010 (both days inclusive), in terms of the provisions of the Companies Act, 1956 and the Listing Agreement with the Stock Exchange where the Shares of the Company are listed.
- c. Members requiring information on the account /notice are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to furnish information.
- d. Members are requested to notify immediately of any change in their address to the Company's Registrars and Share Transfer Agent. Members holding Shares in electronic form are advised to notify any change in their address to the concerned depository participant.
- e. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other share related matters and/or change in address, furnishing of details of their bank accounts or updation thereof to Company's Registrar and Share Transfer Agents.
- f. The Board of Directors have resolved to change the Company's Registrar and Transfer Agents and appoint **BgSE Financials Limited, Bangalore** as the new Registrar and Transfer Agents, owing to the fact that the Company's Head Office is situated in Bangalore and to bring about a synergy in operation and management, the Company wants to concentrate its activities from Bangalore. The shift would take a months' time. Shareholders are requested to contact the Company Secretary during this duration for all their queries /grievances. The Shareholders would be duly intimated after the shift.
- g. Corporate Members are requested to send, a duly certified copy of the board resolution/power of attorney authorising their representative to attend and vote at the Annual General Meeting.
- h. Members/proxies are requested to bring duly filled admission/attendance slips sent herewith along with the copies of Annual Reports at the Meeting.
- i. The Company's securities are listed at the Bombay Stock Exchange Limited, Mumbai. The Company has paid Annual Listing fee to the Stock Exchange for the Financial Year 2010-11.

By order of the Board of Directors

Place : Bangalore
Date : 30th August 2010

(Pooja Agrawal)
Company Secretary

Details of Directors seeking appointment / re- appointment (Additional information pursuant to Clause 49 of the Listing Agreement)	
Name of the Director	Mr. Shishir B. Desai
Date of Birth	30.09.1953
Date of Appointment	28.03.2003
Experience in specific functional areas	Rich experience as a solicitor and advocate
Qualification	B.Com., LL.B., A.C.S., Solicitor – Supreme Court of England, Non Practising
Shareholding	NIL
List of Public Companies in which outside Directorships held on March 31, 2010	Camlin Limited
List of Chairmanship / Membership of the Committees of Board of Public Companies as on March 31, 2010	Paramount Cosmetics (India) Limited· Audit Committee – Member· Remuneration Committee – Member· Shareholders' Grievance Committee - Member

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 25th Annual Report of your Company, together with the Audited Statement of Accounts for the year ended **31st March, 2010**.

FINANCIAL RESULTS

Your Company's performance during the year as compared with that during the previous year is summarized below:

(Figures in Rs. lakh)

	Year ended 31.03.2010	Year ended 31.03.2009
Sales and other income	2894.98	2273.09
Profit before Depreciation and Tax	255.42	188.74
Depreciation	35.92	27.50
Interest and Finance Charges	106.07	84.23
Profit before Tax	113.43	77.01
Income Tax	20.91	6.43
Prior Year Exp	3.18	8.93
MAT credit entitlement of earlier years	21.06	-
Net Profit / (Loss)	110.40	61.65
Add: Profit / (Loss) for previous year brought forward	109.32	47.67
Surplus / (Deficit)	198.69	109.32
Appropriations:	-	-
Balance carried forward to the Balance Sheet	219.71	109.32

PERFORMANCE DURING THE YEAR

Sales and other Income of the Company for the year is 2894.98 as compared to Rs. 2273.08 lakh in the previous year, showing an increase of 27%. Profit before Interest and Depreciation for the current year is Rs. 255.42 lakh which is 35% higher than the preceding year which was Rs. 188.74 lakh. Profit after tax is Rs. 110.40 lakh which is 79% higher than the preceding year which stood at Rs. 61.65 lakh.

DIVIDEND

To conserve resources for funding business expenses & future business expansion and growth plans, your Directors do not propose any dividend this year.

DIRECTORS

During the year under review, Mr. N.K. Bhuta resigned from the directorship of the Company. The Board appreciated the contribution done by the Director.

FIXED DEPOSITS

The Company has not accepted any Fixed Deposits from the Public, during the current year under review.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed herewith as Annexure – A and forms part of this report.

AUDITORS

The Statutory Auditors of the Company, M/s R.U. Jain & Co., Chartered Accountants, retire at the ensuing Annual General Meeting of the Company and being eligible, offer themselves for reappointment and the Company seeks a letter from the Auditors, confirming that their re-appointment, if made, would be within limits under Section 224(1B) of the Companies Act, 1956.

AUDITORS' REPORT

Auditor's Report is self-explanatory and therefore, it does not call for any further comments and explanations.

Explanation on Auditor's remarks in the Audit Report.



1. In respect of non provision for doubtful debts the Company in process to recover the amount of Rs.1357582/- hence the same has not been provided in the books.
2. In respect of deferred assets of Rs. 4475364/- the same has not been accounted considering the prudence and also it is not certain that sufficient future taxable income will be available against which such deferred tax assets can be realised.
3. In respect of gratuity, the Company pays gratuity as per Gratuity Act, to only those employees who has completed 5 years services in the Company.

PARTICULARS OF EMPLOYEES AND DISCLOSURE OF INFORMATION

Particulars of employees, as required under Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 forms part of this report. Having regard to the provisions of Section 219 (1)(b)(iv) of the said Act, the Annual Report excluding the aforesaid information is being sent to all the Members of the Company and others entitled thereto. Any Member interested in obtaining such particulars may write to the Company at its Bangalore Head Office.

CORPORATE GOVERNANCE

The Company is committed to uphold the highest standards of corporate governance and adhere to the requirements set out by the Securities and Exchange Board of India.

A detailed report on Corporate Governance pursuant to the requirements of Clause 49 of the Listing Agreement forms part of the Annual Report. A certificate from the statutory auditors of the Company, R.U. Jain & Co., Chartered Accountants, confirming compliance of conditions of corporate governance as stipulated under the aforesaid Clause 49 is provided in this report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956, your Directors state and confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) 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 as on March 31, 2010 and of the profit of the Company for the year ended March 31, 2010;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors have prepared the annual accounts of the Company on a 'going concern' basis.

ACKNOWLEDGEMENTS

Your Directors wish to take this opportunity to express their appreciation & gratitude for the continued support from its Financial Institutions, Bankers, Suppliers and various Government Agencies.

Your Directors also express sincere appreciation for the commitment & dedicated services rendered by each employee of the Company at all levels.

For and on behalf of the Board of Directors

Dated: 30th August 2010

Place: Bangalore

**(B.D. Topiwala)
Chairman**

ANNEXURE TO THE DIRECTORS' REPORT

ANNEXURE A

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, 2010 :

I. CONSERVATION OF ENERGY

- a) *Energy Conservation measures taken*** - As the Company is not engaged in major manufacturing activities, it has very limited scope for energy conservation. However, the Company is conscious of energy saving and continues to take appropriate steps, wherever feasible.
- b) *Additional Investment and proposal, if any, being implemented for reduction of Energy*** - No Investment was made during the year under review.
- c) *Impact of the measures at (a) & (b) above for reduction of energy consumption and consequent impact on the production of goods*** - Not Applicable.
- d) *Total consumption and energy consumption per unit of production as per form "A" of the Annexure to the rules in respect of Industries specified in the Schedule thereto*** - Not Applicable.

2. (A) TECHNOLOGY ABSORPTION**RESEARCH & DEVELOPMENT (R&D)**

- | | |
|--|----------------|
| (a) Specified area in which R & D carried out by the Company | Not Applicable |
| (b) Benefits derived as a result of R & D | Not Applicable |
| (c) Future plan of action | Not Applicable |
| (d) Expenditure on R & D | Nil |

(B) TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

- | | |
|---|-----------------|
| a) Efforts, in brief, made towards technology absorption, adoption and innovation | Not Applicable |
| b) Benefit derived as a result of above efforts. | Not Applicable. |

(C) IN CASE OF IMPORTED TECHNOLOGY

- | | |
|---|---|
| (a) Technology imported | No new technology has been imported during the year |
| (b) Year of Import | Not Applicable |
| (e) Has Technology been Fully absorbed | Not Applicable |
| (d) If not fully absorbed, reasons thereof and future plan. | Not Applicable |

3. FOREIGN EXCHANGE EARNINGS AND OUTGO

- | | |
|---|-----------------|
| (a) Activity relating to Exports; Travel, purchase and sales Initiative taken to increase export, development of new markets for products and services and export plan. | Not Applicable |
| (b) Total Foreign Exchange Used and earned: | |
| Foreign Exchange used: | Rs. 1,03,49,175 |
| Foreign Exchange earned: | Rs. 32,10,978 |

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Economy, Industry Structure and Development**

The year 2009-10 saw the global economy emerging from the worst-ever financial crisis and slow down limiting the impact of the same on growth. India's growing importance in the world economy is now well accepted. While India may not have been affected by the global slowdown, the great depression and global financial meltdown did slow down the nation's growth. However, the economy bounced back quickly, demonstrating its inherent resilience and strength.

The year also witnessed a delayed and below normal monsoon followed by drought like conditions in several parts of the country. In the second half of the year, a big concern – in the form of food Inflation along with firming up of commodity prices globally started to trouble the country and the industry, especially in the second half of the year. While the Indian economy stride through the same, the Gross Domestic Product (GDP) which had slowed down to 6.7% in 2008-09 but recovered again in 2009-10 growing at 7.4% (as per CSO Revised Estimates). The economy has witnessed a demand revival as indicated by a 10.4% expansion in industrial production during 2009-10 as against 2.8% during 2008-09. In spite of all the challenges, FMCG markets and consumer demand in India has grown and was benefited by this revival in the economy. Indian market has become attractive and there were new entries in the market leading to the intense competition. The FMCG sector witnessed enhanced and intense competitive activities coupled by revival in consumer demand.

Developments in the Company during the year:

The market for Indian traditional cosmetic products like bindis, kumkum and kajal is very large and scattered among the unbranded products from unorganised sectors. In the organized sector, the traditional cosmetic products of the Company are one of the leading brand and commands immense brand equity among the consumers.

The Company has started the process to re-launch the existing products. In addition to the range of products in traditional cosmetic category for women, the Company has developed products in modern cosmetics for personal care, hair care and skin care for men and women. The Company has started the process of promoting and launching these new products during the year.

Encouraged by the initial response of the consumers for the new products in the men and women personnel care range and cosmetic range, Company is planning to come out with further new products in various categories of cosmetics in the year 2010-11. Post this product launch the Company is looking forward to a noteworthy growth in business volume.

The process of automisation of the production of traditional cosmetics at the existing facilities will be complete in the first half of the year 2010-11. On completion of the automisation, the Company will achieve higher production volumes with reduced costs. The Company is planning to set up state of the art manufacturing facility for traditional and modern cosmetic products for men and women. This is expected to be operational in the second half of the year 2011-12. On completion of this green field project, the Company will have its own manufacturing set up of international standards to manufacture various cosmetics in different categories. This will result in reduced dependency on outsourcing and further cost savings.

Financial Analysis**a. Sales and other income**

The Sales and other income of your Company for the year was Rs. 2894.98 lakh as against Rs. 2273.08 lakh in the previous year, showing an outstanding growth of 27% over the previous year.

b. Material Costs

The trading and manufacturing expenses for the year were Rs. 1898.42 lakh as against Rs. 1471.57 lakh in the previous year. The material costs have increased by 29% due to increase in the costs of various basic materials and increase in the sales volumes.

c. Employment Costs

The expenses pertaining to employment costs have also increased from Rs. 279.96 lakh in the previous year to Rs. 349.17 lakh showing an increase of 25%. The main reasons attributing to increase in employment costs are induction of professionals in the team and increase in salary and wages. Considering the growth plans the Company has started inducting professionals in the team and building up human capital.

d. Operational and other expenses

During the year under review, the operational and other expenses, as compared to the previous year, have increased by 24% from Rs. 330.65 lakh to Rs. 408.85 lakh in 2009-10.

e. Interest

The interest paid has increased from Rs. 84.24 lakh in the previous year to Rs. 106.07 lakh in the current year showing an increase of 26% over the last year. The interest cost has gone up due to more utilization of working capital facilities and also medium term loan taken by the Company to fund the launch of the new products.

f. Depreciation

The depreciation for the year was Rs. 35.92 lakh as against Rs. 27.50 lakh in the previous year showing an increase of 30% due to addition of fixed assets.

g. Profit Before tax

Profit before tax (PBT) stood at Rs. 113.43 lakh as against Rs. 77.00 lakh in the previous year, showing an increase of Rs. 36.43 lakh i.e., 47%. The increase in the PBT was mainly due to an increase in the sales turnover.

h. Profit After tax

Profit after tax (PAT) stood at Rs. 113.58 lakh as against Rs. 70.57 lakh in the previous year, showing an increase of Rs. 43.01 lakh i.e., 61%.

Opportunities and Threats**Opportunities**

The Company's brand is mainly known for bindi and other traditional cosmetic products. Launch of these products of traditional cosmetics in new pack and new design will enhance the brand equity and visibility. Launch of modern cosmetic products for women also will result into higher recognition and acceptance of the product by the user.

The cosmetics industry, traditionally believed to target women, has a new target segment: Men. No longer do cosmetics represent a 'women only' market. Many players are coming up with personal care and skin care products for men also. The modern cosmetic product for men in personal care, hair care and skin care category is having tremendous potential. The Company has launched the products in these categories for men and will be coming out with more new products.

The personal care and skin care products, which were considered to be for the upper class of the society, have now become common for the middle class and even in rural markets. This is mainly due to an increase in the purchasing power. Also, the awareness for skin care and personal care has increased in the consumer's mind.

The overall cosmetics and toiletries industry is having a very huge potential. The Company has planned to launch further personal care products and penetrate into this market.

Threats

The main threat to our brands of traditional cosmetics is from the spurious products dumped in the market by the unorganised sector using our brand names. Another threat can be due to the change in consumer behaviour.

Even with the apparent growth of the cosmetic industry during the past four decades, there are currently many growing cosmetic companies competing in the market. Additionally, there are also market leaders that dominate the cosmetic industry. Consequently, it creates stiff and intensifying competition especially to smaller companies as market leaders are putting pressure on these smaller cosmetic companies.

Outlook

It is believed that India's GDP will continue to grow robustly in coming years. FMCG categories have very good potential to grow, as the current per capita consumption levels are still low, compared even to some other Developing and Emerging economies like China, Indonesia, Thailand, etc. Increased per capita income will also provide opportunities to consumers for brand experiences. Significant upward trends due to global triggers could cause unit prices of products to rise and consequently slow down market growth. Your Company will continue to focus on both development and expansion of markets and share gains as appropriate to secure competitive growth. Underlying volume growth is a key requirement to deliver this. Managing margins through judicious pricing and sustained efficiencies and cost saving will receive constant attention.

Risks and Concerns

Major risks identified are systematically addressed through mitigating actions on a continuing basis. Some of the risks relate to economic volatility, competitive intensity and slower market growth. In order to ensure long term corporate success, it is essential to identify, analyse and find solutions for these risks.

One of the key risks faced by the Company is an increase in the imitation / fake products and brands which can hamper our growth. However, the Company is well aware of these risks and challenges and has put in place mechanisms to mitigate the same.

Internal Control Systems

The Company has an Internal Audit and control system, manned and managed by qualified and experienced people. Company's internal control systems are well commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and cover all the offices, factories and key areas of business. Significant audit observations and follow up actions thereon are reported to the Audit Committee. Audit Committee reviews the adequacy and effectiveness of the Company's internal control and monitors the implementation of audit recommendations including those relating to strengthening of the Company's systems.

Cautionary Statement

Statements in this Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

**Corporate Governance Report for the year 2008-09**

(as required under Clause 49 of the Listing Agreements entered into with the Bombay Stock Exchange)

The report on Corporate Governance is pursuant to Clause 49 of the Listing Agreement entered into with the Bombay Stock Exchange Limited and forms a part of the report of the Board of Directors. The Company has complied with the applicable requirements of Clause 49 of the Listing Agreement.

1. The Company's Corporate Governance Philosophy

The Company believes in adopting the best practices in the areas of Corporate Governance. Even in a fiercely competitive business environment, the Management and Employees of the Company are committed to uphold the core values of transparency, integrity, honesty and accountability which are fundamental to the Company.

The Company's mission is to constantly review its systems and procedures to achieve the highest level of Corporate Governance.

The Company will continue to focus its resources, strengths and strategies for creation and safeguarding of shareholders' wealth and at the same time protect the interests of all its stakeholders. The aim of the Corporate Governance is not merely a matter of creating checks and balances, but it is about creating an outperforming organization.

2. Board of Directors

As on March 31, 2010, the Company had 4 Directors, comprising of 3 Non-Executive Directors and 1 Executive Director. During the year the Company had a Non-Executive Chairman from the promoter group and the numbers of Independent Directors were not less than 50% of the total number of Directors in compliance with the Clause 49(1) (A) of the Listing Agreement.

The Board of Directors met seven times during the Financial Year 2009-10. Board Meetings were held on April 21, 2009, July 31, 2009, August 28, 2009, October 30, 2009, November 23, 2009, January 4, 2010 and January 29, 2010. The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, the number of Directorships & Committee Memberships held by them in domestic public companies as on March 31, 2010 are indicated below:

Name of Director	Category	No. of Meetings Attended	Whether Attended Last Annual General Meeting	No. of Directorship in domestic public companies (including this Company)		No. of Committee memberships in domestic public companies (including this Company)	
				As Chairman	As Director	As Chairman	As Member
Mr. B.D. Topiwala (Chairman)	Promoter & Non-Executive	7	No	1	1	-	2
Mr. Hitesh Topiwala (Managing Director)	Promoter & Executive	7	Yes	-	1	-	-
Mr. N.K. Bhuta (resigned on 30/11/2009)	Independent & Non-Executive	4	Yes	N.A.	N.A.	N.A.	N.A.
Mr. Shishir Desai	Independent & Non-Executive	7	No	-	2	-	2
Mr. V.N. Mehta (w.e.f. 31/07/2009)	Independent & Non-Executive	5	Yes	-	1	2	-

3. Code of Conduct

The Company has adopted a Code of Conduct and Ethics which is applicable to all the Directors, Managers and all the employees of the Company. All the Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct for the financial Year ended March 31, 2010. A declaration to this effect, duly signed by the Managing Director is annexed to this report.

4. Audit Committee

The constitution of the Audit Committee is in conformation with the requirements of Section 292A of the Companies Act, 1956 and also as per the requirements of Clause 49 (II) (A) of the Listing Agreement. During the Financial Year 2009-10 followings were members of the Audit Committee:

Mr. N.K. Bhuta – Chairman (upto 30/10/2009)

Mr. Shishir Desai

Mr. V. N. Mehta – Chairman (w.e.f. 30/10/2009)

Mr. B.D. Topiwala

The scope of the activities, roles and powers of the Audit Committee were in line with the provisions of Section 292A of the Companies Act, 1956 and revised Clause 49 of the Listing Agreement.

The Audit Committee met five times during the year on April 21, 2009, July 31, 2009, August 28, 2009, October 30, 2009 and January 29, 2010. All the members attended these meetings. In addition, the Managing Director and Finance Controller were present at the meetings of Audit Committee. Representatives of the Statutory Auditors are invited to the Meetings as and when required. The Company Secretary acts as the Secretary of the Audit Committee.

5. Remuneration Committee

The Company has constituted a Remuneration Committee on 30th January 2009. The scope of the activities of the Remuneration Committee includes, recommending to the Board, the appointment / re-appointment of Managing Director, the remuneration payable to the Managing Director etc.

The Composition of the Remuneration Committee is as follows:

Mr. N.K. Bhuta – Chairman (upto 30/10/2009)

Mr. Shishir Desai

Mr. V. N. Mehta – Chairman (w.e.f. 30/10/2009)

Mr. B.D. Topiwala

The Remuneration Committee has met once on April 21, 2009 during the financial year.

The Non – Executive Directors of the Company are paid sitting fee for attending Board Meetings only. No Commission was paid to the Non – Executive Directors. Details of the sitting fee paid for the year ended 31st March 2010 are as follows:

Name of the Director	Sitting Fees per meeting	No. of meetings attended	Total Fees
Mr. B.D. Topiwala	Rs.5,000	7	Rs. 35,000
Mr. Shishir Desai	Rs.5,000	7	Rs. 35,000
Mr. N.K. Bhuta	Rs.5,000	4	Rs. 20,000
Mr. V.N. Mehta	Rs.5,000	5	Rs. 25,000

The Managing Director is not eligible to receive sitting fees as per the Articles of Association of the Company. The Company has during the year paid remuneration to its Managing Director by way of salary, perquisites and commission within the limits approved by the Shareholders. Details of the remuneration to the Managing Director during 2009-10 are as under:

Name	Salary	Perquisites & Allowances	Commission
Mr.Hitesh Topiwala, Managing Director	12,00,000	15,62,100	-

Details of the shares of the Company held by Non – Executive Directors as on March 31, 2010 are as below:

Name of Director	Number of Shares
Mr. B.D. Topiwala	4,08,654
Mr. Shishir Desai	NIL
Mr. V.N. Mehta	200

6. Shareholders' Grievance Committee

The Shareholders' Grievance Committee was constituted to specifically look into the redressal of various complaints received from the Shareholders. During the Financial Year 2009-10 followings were members of the Shareholders' Grievance Committee: