
**37th
ANNUAL REPORT
2009-10**

Paushak

PAUSHAK LIMITED

ALEMBIC ROAD, VADODARA-390 003.

PAUSHAK LIMITED

Board of Directors

Mr. Chirayu R. Amin - Chairman
Mrs. Malika C. Amin
Mr. Udit C. Amin
Mr. Amit M. Goradia
Mr. R. M. Kapadia
Mr. Sanjay Bhatt (w.e.f. 21.10.2009)
Mr. Arun Patel (upto 27.07.2009)

Company Secretary

Mr. Manish Mistry

Statutory Auditors

J.R.S. Patel & Co.,
Chartered Accountants
106, Anurag Commercial Centre,
R. C. Dutt Road,
Vadodara - 390 007

Bankers

IDBI Limited

Registered Office

Alembic Road, Vadodara - 390 003

Manufacturing Facilities

Panelav, Tal. Halol,
Dist. Panchamahar - 389 350. Gujarat

Registrar and Transfer Agents

M/s. Link Intime India Private Limited
308, 1st Floor, Jaldhara Complex,
Opp. Manisha Society,
Off. Old Padra Road,
Vadodara - 390 015
Tel.: (0265) 2250241 / 3249857
Email: vadodara@linkintime.co.in

Stock Exchange

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

NOTICE

NOTICE is hereby given that the Thirty-Seventh Annual General Meeting of Paushak Limited will be held at "Sanskriti", Alembic Corporate Conference Center, Alembic Colony, Vadodara-390 003, on **Thursday, the 29th July, 2010 at 4.00 p.m.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account of the Company for the year ended on 31st March, 2010 and the Reports of the Directors' and Auditors' thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mrs. Malika C. Amin who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Udit C. Amin who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:
"RESOLVED THAT Mr. Sanjay Bhatt, who was appointed as an Additional Director on 21st October, 2009 and who holds office upto the date of this Annual General Meeting and in respect of whom a notice under Section 257 of the Companies Act, 1956 has been received for the Office of Director, be and is hereby appointed as 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 Special Resolution:
"RESOLVED THAT pursuant to Section 314 and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company, be and is hereby accorded to the holding and continuing to hold an office or place of profit under the Company by Mrs. S. R. Mukharji, relative of Mr. Chirayu R. Amin and Mrs. Malika C. Amin, Directors, who is appointed by the Board of Directors as a Management Consultant on consultancy fees of Rs. 50,000/- per month for a period of 3 years w.e.f. 1st May, 2010."
8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:
"RESOLVED THAT pursuant to Section 314 and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company, be and is hereby accorded to the holding and continuing to hold an office or place of profit under the Company by Ms. Y. R. Amin, relative of Mr. Chirayu R. Amin and Mrs. Malika C. Amin, Directors, who is appointed by the Board of Directors as a Marketing Consultant on consultancy fees of Rs. 30,000/- per month for a period of 3 years w.e.f. 1st August, 2010."

NOTES:

1. **ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Proxy Form, duly completed, must reach the Registered Office of the Company not later than forty-eight hours before the time of holding the meeting.
3. The Register of Members and Transfer books of the Company will remain closed from Thursday, the 22nd July, 2010 to Thursday, the 29th July, 2010 (both days inclusive) for the purpose of payment of dividend.
4. The dividend when sanctioned will be made payable on or after Thursday, 3rd August, 2010 to those members whose names stand on the Register of Members of the Company on Thursday, 22nd July, 2010. Members are requested to notify promptly any change in their registered address.
5. All the work related to share-registry in terms of both - physical and electronic are being conducted by Company's R&T Agents M/s. Link Intime India Private Limited, 308, 1st Floor, Jaldhara Complex, Opp. Manisha Society, Off. Old Padra Road, Vadodara – 390 015. Tel: (0265) 2250241, 3249857, Telefax: (0265) 2250246 Email: vadodara@linkintime.co.in The Shareholders are requested to send their communication to the aforesaid address.

Explanatory Statement pursuant to Section 173 of the Companies Act, 1956

Item No. 6

Mr. Sanjay Bhatt was appointed as Additional Director of the Company on 21st October, 2009. Pursuant to the provisions of Section 260 of the Companies Act, 1956, he holds office of the Director upto the date of this Annual General Meeting. He is eligible for appointment as a regular Director liable to retire by rotation. The Company has received a notice under Section 257 of the Companies Act, 1956 proposing his name for the Office of the Director.

In order to enable the Company to avail the benefit of his experience, your Directors consider it desirable that Mr. Sanjay Bhatt be appointed as a Director of the Company.

Except Mr. Sanjay Bhatt, none of the other Directors of the Company is in any way, concerned or interested in the resolution.

Item No. 7

Mrs. S. R. Mukharji is a graduate. She has rich experience in business management. Taking into consideration her knowledge and vast experience, she was reappointed as Management Consultant of the Company w.e.f. 1st May, 2007 for a period of three years. Considering the valuable guidance provided by Mrs. S. R. Mukharji, she has been further retained for a period of three years w.e.f. 1st May, 2010. As a Management Consultant, she will be drawing retainership fees of Rs. 50,000/- (Rupees Fifty Thousand only) per month.

Mr. Chirayu R. Amin and Mrs. Malika C. Amin, Directors of the Company are relatives of Mrs. S. R. Mukharji and hence, Mrs. S. R. Mukharji is deemed to hold an office or place of profit under Section 314 of the Companies Act, 1956. Therefore, prior approval of the members of the Company by Special Resolution is required. The Board of Directors recommends the shareholders to accord their consent to Mrs. S. R. Mukharji for her continuing to hold the office or place of profit under the Company as Management Consultant.

Mr. Chirayu R. Amin and Mrs. Malika C. Amin, being relatives, are deemed to be concerned or interested in the said resolution. None of the other Directors is concerned or interested in the resolution.

Item No. 8

Ms. Y. R. Amin is an MBA from Boston University, USA. She has over two decades of experience in business management. Taking into consideration her knowledge and vast experience, she was appointed as Marketing Consultant of the Company w.e.f. 1st August, 2007 for a period of 3 years. Considering the valuable guidance provided by Ms. Y. R. Amin, she has been further retained for a period of three years w.e.f. 1st August, 2010. As a Marketing Consultant, she is drawing retainership fees of Rs. 30,000/- (Rupees Thirty Thousand only) per month.

Mr. Chirayu R. Amin and Mrs. Malika C. Amin, Directors of the Company are relatives of Ms. Y. R. Amin and hence, Ms. Y. R. Amin is deemed to hold an office or place of profit under Section 314 of the Companies Act, 1956. Therefore, approval of the members by way of Special Resolution is required. The Board of Directors recommends the shareholders to accord their consent to Ms. Y. R. Amin for her continuing to hold the office or place of profit under the Company as Marketing Consultant.

Mr. Chirayu R. Amin and Mrs. Malika C. Amin, being relatives are deemed to be concerned or interested in the said resolution. None of the other Directors is in any way concerned or interested in the resolution.

Registered office:
Alembic Road,
Vadodara - 390 003.
Date: 4th May, 2010

By Order of the Board

Manish Mistry
Company Secretary

DIRECTORS' REPORT

To
The Members,

Your Directors present the 37th Annual Report on the working of the Company with the Audited Accounts for the year ended on 31st March, 2010.

1. Financial Results:

Particulars	Year ended on 31st March, 2010	Year ended on 31st March, 2009
Profit for the year before Interest, Depreciation and Tax	5,22,33,309	7,15,34,561
Deducting therefrom:		
Interest	69,83,175	81,71,077
Depreciation	1,44,94,700	1,46,50,045
Profit for the year before Taxes	3,07,55,434	4,87,13,439
Less: Provision for Deferred Tax Liabilities / (Asset)	(5,91,688)	10,52,843
Less: Provision for Income Tax & FBT	94,00,000	1,26,31,000
Less: Short provision for Income Tax	5,46,972	-
Profit after Taxes	2,14,00,150	3,50,29,596
Less: Prior Period Expenses	-	49,000
Add: Profit brought forward from last year	6,90,82,612	6,16,06,342
Balance available for appropriation	9,04,82,762	9,65,86,938
Less: APPROPRIATIONS		
Dividend on Equity Shares	64,14,228	64,14,228
Dividend Distribution Tax on Equity Shares	10,90,098	10,90,098
Transfer to General Reserve	1,00,00,000	2,00,00,000
Surplus carried to Balance Sheet	7,29,78,436	6,90,82,612

Dividend:

Your Directors recommended dividend of Rs. 2/- per share, i.e., 20 per cent (Previous Year Rs. 2/- per share) on the equity shares of Rs. 10/- each for the year ended on 31st March, 2010.

2. Operations:

The Profit before interest, depreciation and tax was Rs. 522.33 lacs for the year under review as compared to Rs. 715.35 lacs for the previous year. The Company made a net profit of Rs. 214.00 lacs for the year under review as compared to net profit of Rs. 350.30 lacs for the previous year. The Company's Gross Sales including export incentives were Rs. 2588.78 lacs for the year under review as compared to Rs. 2886.34 lacs for the previous year.

3. Management Discussion and Analysis:

Management Discussion and Analysis as required under the Listing Agreements with the Stock Exchange is enclosed as Annexure "A" to this report.

4. Corporate Governance:

Your Company complies with the provisions of Corporate Governance as envisaged in the Listing Agreements. A separate report on Corporate Governance is attached as a part of the Annual Report, along with the Auditor's Certificate on the compliance.

5. Research & Development:

Research and Development is carried out for improvements in the production and quality of products. The Company is also exploring opportunities to develop and introduce new products through Research and Development activities.

6. Safety, Health & Environment:

The Company continues to maintain high standards of safety. It is ensured that all safety rules and statutory requirements are complied during production, storage, handling and transportation of products to prevent any accident. Mock-drills of on-site emergency plans are carried out periodically. The Company maintained emission within the specified limits of standard. The preservation of Environment and Pollution Control are among the top priorities of your Company.

7. Fixed Deposits:

The Company has not accepted any deposits during the year. The fixed deposits including loans from shareholders of the Company as on 31st March, 2010 was Rs. 7,000/-. This deposit from one depositor is matured unclaimed deposit. In absence of any instructions from the depositor, the said deposit has not been renewed on due date.

8. Particulars of employees:

The information required under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 forms part of this report. However, as per the provisions of Section 219(1)(b) of the Companies Act, 1956, this Annual Report being sent to shareholders do not include the statement of particulars of employee under section 217(2A) of the Act. Any shareholder interested in obtaining copy of the said statement may write to the Company Secretary at the Registered Office.

9. Energy, Technology and Foreign Exchange:

Information pursuant to Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, is given in the Annexure - "B" hereto and forms part of this Report.

10. Directors:

As per the provisions of the Companies Act, 1956, Mrs. Malika C. Amin and Mr. Udit C. Amin, Directors of the Company, retires by rotation and are eligible for re-appointment.

During the year, Mr. Arun Patel has resigned as Director. The Board places on record, its appreciation for the services rendered by Mr. Arun Patel as Director of the Company. The Board has appointed Mr. Sanjay Bhatt as Additional Director w.e.f. 21st October, 2009. As per section 260 of the Companies Act, 1956, he holds office upto the date of this Annual General Meeting. The Company has received notice under section 257 of the Act proposing his appointment as director liable to retire by rotation. Your directors recommend the resolution to the notice for your approval.

11. Auditors:

M/s. J.R.S. Patel & Co., Chartered Accountants, Vadodara will retire at the conclusion of this Annual General Meeting and are eligible for re-appointment as Auditors. Members are requested to re-appoint them.

12. Directors' Responsibility Statement:

In terms of the provisions of Companies Act, 1956, the Directors state that:

- i) In preparation of the Annual Accounts for the year, the applicable Accounting Standards have been followed.
- ii) Accounting policies as listed in Schedule U to the financial statements have been selected and consistently applied and reasonable and prudent judgements have been made so as to give true and fair view of the state of affairs of the Company as on 31st March, 2010 and profit of the Company for the accounting year ended on that date.
- iii) Proper and sufficient care for maintenance of adequate accounting records has been taken in accordance with the provisions of the Act so as to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.
- iv) The Annual Accounts have been prepared on going concern basis.

13. Acknowledgement:

Your Directors wish to place on record their sincere appreciation for the support received from the Company's bankers, Government Authorities, Valuable Customers, Vendors, Depositors and the Shareholders.

Registered office:
Alembic Road,
Vadodara - 390 003.
Date: 4th May, 2010

By Order of the Board

Chirayu R. Amin
Chairman

Annexure “A” to Directors’ Report
MANAGEMENT DISCUSSION AND ANALYSIS

(A) Industry Structure and Development:

International business of specialty chemicals continued to be impacted by the recessionary trends of previous years, although some segments and domestic market showed signs of recovery.

In the Pharma sector, the primary growth driver in medium term would be the generic market from India and abroad.

(B) Opportunities, Threats, Risks, Concern and Outlook:

Some spot business opportunities which had come up in 2008-09 ran out by the beginning of this year, resulting in relatively flat sales. Your Company accordingly shifted focus on consolidating the operational areas and improving efficiencies.

The efforts taken on development of continuous process bore fruit and the Company has established a few products in semi-continuous processes. Apart from saving energy cost, this also offers the benefit of reduced process inventory, enhanced process safety and superior product quality. Extensive work is in progress for converting more products into this mode.

It is anticipated that efforts put on process improvement will make the Company more competitive in some of our higher volume products. To take benefit of this, the Company has filed an application with the Government for permission to significantly increase its licensed capacity for Phosgene and downstream products. The activities related to Environmental Impact Assessment for this are under progress and would be completed during the current year.

(C) Financial Performance:

The total income of the Company for the year under review was Rs. 2588.78 lacs as compared to Rs. 2886.34 lacs for the previous year. The profit before interest, depreciation and tax was Rs. 522.33 lacs for the year under review as compared to Rs. 715.35 lacs for the previous year. The Company made a net profit of Rs. 214.00 lacs for the year under review as compared to net profit of Rs. 350.30 lacs for the previous year.

(D) Internal Control Systems and Adequacy:

Your Company maintains a system of well-established policies and procedure for internal control of operations and activities of the Company. The Company has appointed M/s. K. C. Mehta & Co., Chartered Accountants, Vadodara as Internal Auditors.

(E) Human Resources – developing human capital

Your company firmly believes that it is the employees’ commitment and contributions that ensures existing and future business growth. The focus of your company has been to develop employees’ capabilities and aligning their efforts with business requirements. Your company worked on redefining the process of cross functional exposure and performance orientation of the employees. The company was able to source best possible talent in its process of reinforcing teams for strategic priorities. The efforts to build both functional and leadership compatibilities among employees will continue in future for sustained growth.

Annexure “B” to Directors’ Report

Particulars required under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

(A) Conservation of Energy:

(a) The energy conservation measures taken:

The Company continued its efforts to improve methods of energy conservation and utilization.

- (i) Replaced feed water of Boiler from DM water to R.O. water saving fuel by increasing the efficiency of Boiler as RO water does not make Silica scale.
- (ii) Reduced losses from Chilled Brine and Chilled water by reducing pipeline length and flow.

(b) Additional investment and proposals, if any, being implemented for reduction in the consumption of energy.

- (i) Proposal for reducing batch timing by improving scrubber efficiency.
- (ii) Proposal for reducing power consumption in Refrigeration Plants by rationalizing pump capacities.

- (c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on cost of production of goods.
- Rs. 16 lakhs per year through introduction of RO water in Boiler.
 - Rs. 36 lakhs per year through improvement in refrigeration plants.
- (d) Total Energy consumption and energy consumption per unit of production.
- As per Form "A" enclosed herewith.

FORM "A"

Form for disclosure of particulars with respect to conservation of energy:

(A) Power and Fuel consumption	2009-10	2008-09
1. Electricity:		
(a) Purchased Units (KWH)	38,04,726	40,33,932
Total Amount (Rs.)	2,41,46,134	2,48,22,988
Average Rate (Rs./ Unit)	6.35	6.15
(b) Own Generation (KWH)	20,300	17,500
2. Bio-Mass Briquettes		
Quantity (Kgs.)	28,91,830	28,04,249
Total Amount (Rs.)	1,09,43,618	1,27,12,916
Average Rate (Rs./Kg)	3.78	4.53
3. Furnace Oil:		
Quantity (Kgs.)	38,198	19,829
Total Amount (Rs.)	7,56,045	4,26,207
Average Rate (Rs./Kg)	19.79	21.49
4. L.D.O. (Ltr.)	8,730	5,950
Total Amount (Rs.)	2,12,227	1,79,745
Average Rate (Rs./Lit.)	24.31	30.20

(B) Consumption per unit of Production:

In view of number of products being manufactured by the Company, with different batch sizes, process steps and other parameters, it is not feasible to give information on consumption of fuel per unit of production.

FORM "B"

Form for disclosure of particulars with respect to technology absorption.

(A) Research and Development (R & D):

- (1) Specific areas in which R & D carried out by our Research Centre approved by DSIR.

To compete with competitors internationally, R&D has put in concentrated efforts to improve the quality & yield of existing products and technologies to make them more viable.

- a) TCC: Reaction time reduced for intermediate step. Further cycle time reduction in progress.
- b) Chloroformates: Two products established in semi-continuous process, reducing RM and Utility consumption and increasing capacity.

- (2) Future plan of action:

The Company is working on a number of new products through its Research & Development Infrastructure and expects to launch at least 3 major products in the current year.

(B) Technology Absorption, Adaptation and Innovation:

- (1) Efforts in brief made towards technology absorption, adaptation and innovation:
- (i) Working on a number of continuous processes for existing & new products.
- (2) Benefits derived as a result of the above efforts:
- (i) By adopting the above technologies, there is reduction in raw material consumption, utility costs and improved safety.
 - (ii) Process time reduced; hence production increase with marginal investment in existing facilities.
- (3) Information regarding technology imported during last 5 years.
- None

Report on Corporate Governance

1. Company's Philosophy

The Company strongly believes in adopting the best practices in the areas of Corporate Governance. The Company's policy and practices are aimed at efficient conduct of business and effectively meeting its obligation to the shareholders. The Company will continue to focus its resources, strengths and strategies for enhancement of the long term shareholders' value while at the same time protecting the interest of other stakeholders.

2. Board of Directors

• Composition of the Board:

The Company's Board meets the requirement of composition of the Board under Corporate Governance. The Board consists of 6 (Six) Directors and all of them are non-executive directors. Moreover, three Directors are independent Directors.

• Number of Board Meetings held and the dates of the Board Meetings:

During the financial year ended 31st March, 2010, 4 (Four) Board Meetings were held. The dates on which the said meetings were held are as follows:

1. 18th May, 2009
2. 27th July, 2009
3. 22nd October, 2009
4. 12th January 2010

• Number of other Public Limited Companies in which the Director is a Director / Committee Member and attendance of the Director at the Board Meetings and the last AGM

Name of Director	Category	No. of other Directorships held (excluding Directorships in foreign & private companies)	No. of other board committees of which member / chairman#	No. of Board Meetings Attended	Attendance at the last AGM
Mr. Chirayu R. Amin	Chairman & N.E.D.	9	1 (as Chairman)	4 of 4	Yes
Mrs. Malika C. Amin	N.E.D.	5	2 (as member)	4 of 4	Yes
Mr. Udit C. Amin	N.E.D.	Nil	Nil	4 of 4	Yes
Mr. Amit Goradia	N.E.D. (I)	Nil	1 (as member)	2 of 4	Yes
Mr. R. M. Kapadia	N.E.D. (I)	Nil	1 (as Chairman) 1 (as member)	4 of 4	Yes
Mr. Arun Patel* (upto 27.07.2009)	N.E.D. (I)	Nil	Nil	1 of 1	No
Mr. Sanjay Bhatt* (w.e.f. 21.10.2009)	N.E.D. (I)	1	2 (as member)	2 of 2	N.A.

The committees include the committees of Paushak Limited.

N.E.D. Non-Executive Director

N.E.D. (I) Non-Executive & Independent Director

* Mr. Arun Patel resigned from the Directorship on 27th July, 2009. Mr. Sanjay Bhatt was appointed as Additional Independent Director w.e.f. 21st October, 2009. He was also inducted as member of Audit Committee and Shareholders' / Investors' Committee.

Code of Conduct

Pursuant to Clause 49.1.D.(i) of the Listing Agreement, the Board has laid down the Code of Conduct for all the members of the Board and senior management of the Company. The same has been posted on the website of the company. Further, the company has received confirmation from all the members of Board and senior management regarding compliance of the code for the year ended 31st March, 2010.

3. Audit Committee

- Composition & Terms of Reference**

At present, the Audit Committee comprises of Mr. R. M. Kapadia, Mrs. Malika C. Amin, Mr. Amit Goradia and Mr. Sanjay Bhatt.

Mr. R. M. Kapadia, a Non-executive Independent Director is Chairman of the Audit Committee.

All the Directors in the Audit Committee were Non-Executive Directors. Out of which, 3 (three) Directors are Independent Directors. The terms of reference of the Committee are wide enough covering the matters specified for Audit Committee under the Listing Agreements. The Statutory Auditors, Internal Auditors and other senior management personnel are invited to attend the meetings of the Audit Committee. The Company Secretary acts as Secretary to the Committee.

Mr. R. M. Kapadia, Chairman of the Audit Committee was present at the last Annual General Meeting held on 27th July, 2009.

- Meetings and the attendance during the year:**

There were four meetings of the Audit Committee held during the year. The attendance of each Member of the Committee is given below:

Name of Director	Category of Director	No. of meetings attended
Mr. R. M. Kapadia	Chairman, Non-executive Independent	4 of 4
Mrs. Malika C. Amin	Non-executive	4 of 4
Mr. Amit Goradia	Non-executive Independent	2 of 4
Mr. Sanjay Bhatt	Non-executive Independent	2 of 2

4. Remuneration Committee

The Company does not have a Remuneration Committee of Directors.

- Details of Remuneration paid to Directors:

Non-executive Directors

The Non-executive Directors were paid the sitting fees for attending Board/Committee Meetings at Rs. 5,000/- per meeting.

Name of Directors	Sitting fees for Board Meetings	Sitting fees for Committee Meetings
Mr. Chirayu R. Amin	20,000	50,000
Mrs. Malika C. Amin	20,000	70,000
Mr. Udit C. Amin	20,000	Nil
Mr. Amit Goradia	10,000	10,000
Mr. R. M. Kapadia	20,000	55,000
Mr. Sanjay Bhatt	10,000	30,000
Mr. Arun Patel	5,000	Nil

Executive Directors

The Company does not have any executive director.

5. Shareholders' / Investors' committee

At present Shareholders' / Investors' committee comprises of Mr. Chirayu R. Amin, Mrs. Malika C. Amin, Mr. R. M. Kapadia and Mr. Sanjay Bhatt. Mr. Chirayu R. Amin is Chairman of the Shareholders' / Investors' Committee. Generally, the Meeting of Shareholders' / Investors' Committee is held every month, in which transfers, transmission, issuance of duplicate certificates etc. are approved. The Secretary and the Directors are also authorised by the Board to approve transfers and therefore, transfers are approved by them on fortnightly basis. Hence, no transfers remain pending for more than 15 days.