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SAHYADRI INDUSTRIES LTD.

14th ANNUAL REPORT 2007-08



SAHYADRI INDUSTRIES LIMITED

BOARD OF DIRECTORS

| | |
|--------------------|---------------------|
| Mr. P. L. Patel | Chairman |
| Mr. V. L. Patel | Managing Director |
| Mr. J. P. Patel | Executive Director |
| Mr. S. V. Patel | Director Commercial |
| Mr. D. B. Kasad | Director |
| Mr. S. U. Koshti | Director |
| Mr. M. P. Kulkarni | Director |
| Mr. S. U. Joshi | Director |
| Mr. C. P. Shah | Director |
| (Upto 31.03.2008) | |
| Mr. J. G. Awate | Director |

COMPANY SECRETARY

Abhijit Barje

AUDITORS

M/s. Parag Patwa & Associates,
Chartered Accountants,
Pune

BANKERS

Cosmos Co-op Bank Ltd
Indian Overseas Bank
Oriental Bank of Commerce
Corporation Bank
ICICI Bank Limited
Central Bank of India
HDFC Bank Limited

REGISTERED OFFICE

'Swastik House' 39/D, Gultekadi,
Jawaharlal Nehru Road, Pune 411037
Phone No. (020) – 26444625/26/27
Fax No. (020) – 2645 8888

REGISTRAR & SHARE TRANSFER AGENT

M/S Sharex Dynamic (India) Pvt. Ltd.
Unit 1, Luthra Industrial Premises,
Safed Pool, Andheri (E)
Mumbai - 400 072
Phone No (022) – 28515606/44
Fax No (022) -28512885

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WEBSITE: www.silworld.in

FACTORY

Chinchwad

Plot No. 39, 44, 46 to 49
Block No. D III,
MIDC, Chinchwad,
Pune - 411 019

Kedgaon

Gat No.322/323,
Village Kedgaon,
Taluka: Daund,
District: Pune.

Tamilnadu

Plot No. KK2(N) & KK2(S), SIPCOT
Industrial Growth Centre, Perundurai –
638052. Erode district, Tamilnadu



SAHYADRI INDUSTRIES LIMITED

NOTICE

Notice is hereby given that the 14th Annual General Meeting of the Members of the Company will be held on Wednesday, September 10, 2008 at 3.30 p.m. at Plot No.39, Block No. D-III, MIDC, Chinchwad, Pune - 411 019 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2008 and the Profit & Loss Account for the year ended on that date along with the Reports of the Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. P. L. Patel, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. V. L. Patel, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors of the Company.

On Behalf of the Board of Directors

Place: Pune
Date: 07.07.2008

P. L. Patel
Chairman

V.L. Patel
Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. DULY FILLED AND SIGNED PROXY FORMS, IN ORDER TO BE EFFECTIVE SHOULD REACH THE COMPANY AT LEAST 48 HOURS BEFORE THE ANNUAL GENERAL MEETING.
2. Members/ Proxies should bring their duly filled up Attendance Slips at the meeting.
3. The Register of members and transfer books of the Company shall remain closed from September 5, 2008 to September 10, 2008 (both dates inclusive) for recording transfers/for preparation of the list of members for payment of final dividend, if approved at the Annual General Meeting.
4. Members are requested to communicate change in address, if any, immediately to the R & T Agent. Shareholders holding shares in dematerialized form shall inform any change in their details to their respective Depository Participant only.
5. Any query on accounts or any matter as mentioned in this notice can be sent in writing to the Company at least 10 days before the Annual General Meeting.
6. Members are requested to bring their copy of Annual Report at the meeting, as the same may not be distributed again at the meeting venue.

ITEMS REQUIRING EXPLANATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT:

Item No. 3 and 4 of the Notice:

It is proposed to re-appoint Mr. P. L. Patel and Mr. V. L. Patel, Directors of the Company who are retiring this year and being eligible have offered themselves for re-appointment.

A) Mr. P. L. Patel

He is the Chairman of the Company since 1994. He is an industrialist and has over 40 years of experience in fiber & cement industry. He is a director of the Company for past 14 years. He does not hold any directorship or committee membership in any other public limited company.

B) Mr. V. L. Patel

He is the Managing Director of the Company since 1994. He is an industrialist and has over 36 years of experience in fiber & cement industry. He is a director of the Company for past 14 years. He does not hold any directorship or committee membership in any other public limited company.

On Behalf of the Board of Directors

Place: Pune
Date: 07.07.2008

P. L. Patel
Chairman

V.L. Patel
Managing Director



SAHYADRI INDUSTRIES LIMITED

DIRECTORS' REPORT

The Shareholders,

The directors present their 14th Annual Report and audited statements on accounts for the year ended 31st March, 2008.

FINANCIAL RESULTS

The comparative financial results with respect to the previous year are: -

Rs. In Lakhs

| Particulars | 2007-08 | 2006-07 |
|--|----------|----------|
| Sales and other income | 21797.41 | 16884.47 |
| Profit Before Interest & Depreciation | 3108.49 | 2367.77 |
| Interest | 1070.38 | 866.45 |
| Depreciation | 1041.05 | 829.75 |
| Profit Before Tax | 986.70 | 671.57 |
| Adjustment Pertaining to Earlier Year | 0.00 | 0.01 |
| Provision for Taxation including Deferred Tax | 320.32 | 288.07 |
| Profit After Tax | 666.38 | 383.51 |
| Extraordinary items | 4.52 | 0.00 |
| Net Profit | 670.90 | 383.51 |
| Dividend (including Dividend Distribution Tax) | 111.86 | 111.86 |
| Transfer to General Reserve | 100.00 | 19.24 |
| Profit carried forward to Balance Sheet | 459.04 | 252.39 |

PERFORMANCE OF THE COMPANY:

Your Company achieved sales of Rs. 21797.41 Lakhs (previous year Rs. 16884.47 Lakhs) resulting in increase in sales over 29% over the previous year. The profit before tax for the year under review stood at Rs. 986.70 Lakhs as compared to Rs. 671.57 Lakhs of the previous year after providing depreciation.

DIVIDEND

The directors recommend for consideration of the shareholders at the ensuing annual general meeting, payment of dividend of Re. 1 per share (10 per cent) for the year ended March 31, 2008. The amount of dividend and the tax thereon aggregates to Rs. 111.86 Lakhs which shall be borne by the company.

DIRECTORS

Mr. Chirag P Shah resigned from the board with effect from 1 April 2008. The Board places on record its sincere appreciation for the services rendered by him towards the success of the Company. Mr. D. B. Kasad resigned as a Whole Time Director of the Company with effect from 1 April 2008. However he continues to be the Non Executive Director of the Company.

Mr. P. L. Patel and Mr. V. L. Patel retire from the board by rotation and being eligible, offer themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under sub-section 2AA of Section 217 of the Companies Act, 1956 with respect to the Directors Responsibility Statement, it is hereby confirmed:

- that in the preparation of the Annual accounts for the financial year ended 31.03.2008, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- that the Directors had 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 Profit/ Loss of the Company for that period;
- that the Directors had taken proper and sufficient care for the maintenance of the 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; and
- that the Directors had prepared the annual accounts for the financial year ended on 31.03.2008 on a going concern basis.

AUDITORS

M/s Parag Patwa & Associates, Chartered Accountants,



SAHYADRI INDUSTRIES LIMITED

Auditors of the Company, retire and being eligible, offer themselves for re-appointment as Auditors.

CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreement with Stock Exchange, a separate section titled Corporate Governance Report has been included in this annual report, along with the reports on management Discussion & Analysis and Additional Shareholder Information.

All board members and senior management personnel have affirmed compliance with the code of conduct for the year 2007-08.

EMPLOYEES

The Company has no employee whose particulars are required to be disclosed pursuant to Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

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

The details about conservation of energy, technology absorption, foreign exchange earning and outgo as required by section 217 (1) (e) of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are as given below.

CONSERVATION OF ENERGY

FORM A

CONSERVATION OF ENERGY: NOT APPLICABLE

FORM B

A) RESEARCH AND DEVELOPMENT

1. Specific Areas in which R & D carried out by the company: In respect of the Building Material division, the Company has been experimenting in varying ratio of raw materials for improving quality and reducing cost.
2. Benefits derived as a result of the above: In respect of Building Material, we have explored the possibilities to increase in productivity and reduction in cost.
3. Future Plan of action: Improve the input mix further.
4. Expenditure on R & D: No expenditure exclusively on R & D has been incurred during the year.

B) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

No technology has been imported. The in-house

technology is continuously upgraded to improve the overall performance of the Company.

C) FOREIGN EXCHANGE EARNINGS & OUT GO

- Foreign Exchange Earned Rs. 19,812,600/-
- Foreign Exchange Outgo Rs. 397,817,415/-

ACKNOWLEDGEMENT

Your Directors express their sincere thanks to the Bankers, Dealers, and Suppliers for the support and co-operation extended to the Company. Your Directors would further like to record their appreciation of the efforts of every employee for the results achieved during the year.

On behalf of the Board of Directors

| | | |
|------------------|-------------|-------------------|
| Place: Pune | P. L. Patel | V. L. Patel |
| Date: 07.07.2008 | Chairman | Managing Director |

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

The growth of fibre cement sheet industry is continued during the year. There are additional capacities sharing in the market. However, your company maintains its position and keeping pace with the growth.

Product of the Company i.e. Fibre Cement sheets are mainly used in the housing which is the basic need of the human being and as such it will have a continuous consumption and demand. Fibre Cement Sheets are user friendly on account of its affordable cost, prolong life span, corrosion resistance and fire proof in nature.

OPPORTUNITIES AND THREATS

The product has ever increasing demand in the rural sector. The monsoon is expected to be at average level, over all economic growth is also being seen, farmers loan waiver will also give further boost to the rural economy leading to upward revision in the demand. Slow down in Industrial activities in general and acute competition due to additional capacities may put price pressure, eroding margins on company's products.

Manufacture and sale of fibre cement sheets is the main source of revenue of your Company. Fibre cement sheets are pre-dominantly used for roofing of Industrial Sheds, Warehousing and residential uses. It is the most and cost effective roofing material available in the market. Your Company enjoys its strong brand image with the name of **SWASTIK**. Your company is always keeping pace with market requirement.

RISKS AND CONCERN



SAHYADRI INDUSTRIES LIMITED

Inputs cost is continuously increasing which include one of the major raw material cement. Trend of increase in the rupee value against US Dollar is also changed its direction. Increase in the oil price will further make a transport costly. It shall have the adverse effect on margins.

The malafide campaign against Asbestos Products is not yet totally arrested. Such campaign continued giving erroneous information to the general public. However, such malafide anti campaign is being kept under control by the industry association by making their best efforts to bring the real situation before the public at large.

FINANCIAL PERFORMANCE

Company had achieved its targeted sale. However, there has been a price pressure through out the period. All efforts are made to keep expenses under control; Company is expecting better results in the coming years.

WIND POWER GENERATION

Company is also in the activity of generation of non-conventional Wind Power. Out of proposed project of 6 windmills, only 2 windmills were commissioned in the last year i.e. year ending March 31st, 2007, commissioning of balance 4 machines was abnormally delayed due to local agitation. The order for these 4 machines was withdrawn. During period from June, 2007 to December, 2007 this project could not generate the power due to local agitation. The agitation was settled by developer and since then the project is continuously generating power. Power generated is being sold to State utility at predetermined rate.

Company has two windmills with a total capacity of 2.5 MW at Village Biranwadi, Dist. Sangli, Maharashtra, commissioned during March 2006 and eight windmills with a total capacity of 4.8 MW at Village Chalkewadi, Tal & Dist. Satara, Maharashtra. Power Generation at Biranwadi plant is not commensurate with the capacity and there have repeated interruptions in power generation due to local agitations. Company decided to dispose off these machines located at Village Biranwadi.

CARBON CREDIT

In the process of Wind Power generation the Company also generate carbon Emission reduction unit which may be negotiated for price in international market under Clean Development Mechanism, subject to completing formalities and obtaining Certificate of Carbon Emission Reduction as per Kyoto Protocol. In addition Company has also explored possibilities of negotiating voluntary emission in the reduction in respect of company's some of the wind power project. During the year under report company has received revenue against such voluntary Emission.

BANKS AND FINANCIAL INSTITUTIONS

Your Company is getting excellent co-operation from all its bankers and financial institutions. The bankers have also placed faith in the Company by sanctioning fresh term loans and additional capital facilities. Your Company is also prompt in repayment of its dues. The Board of Directors appreciates the wholehearted support and encouragement extended by the banks.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate internal control system and management information systems which are focused towards achieving efficiency in operations, optimum utilization of resources, safeguarding of assets and compliance with the applicable laws, rules, regulations and policies.

Your Company's operations are audited by a team of qualified internal auditors at Head Office level as well as depots level. The adequacy and effectiveness of the internal control, as well as compliance with laid down systems and policies are reviewed by the management regularly and same are comprehensively evaluated and monitored by the internal auditors. The audit committee reviews the audit systems and internal controls on a regular basis.

HUMAN RESOURCES

The relations between the employees and the management continued to be cordial during the year under review. The Company is always keen to improve the efficiency and competency of its labour force. Your company considers human resource to be an important valuable asset for the organization and therefore constantly strives to attract and recruit the best talents for the current and future needs. The Directors of the Company wish to place on record their appreciation for the hard work and dedication of its employees at all levels.

CAUTIONARY STATEMENT

It may be noted that the statements in the Management Discussion and Analysis Report describing the Company's objectives and predictions may be forward looking within the meaning of applicable rules and regulations. Actual results may differ materially from those either expressed or implied in the statement depending on circumstances.



SAHYADRI INDUSTRIES LIMITED

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Sound governance practices and responsible corporate behaviour contribute to superior long term performance of companies. Best practices on governance issues are an evolutionary and continuing process. Corporate governance practice embodies the dual goals of protecting the interests of all shareholders while respecting the duty of the board and senior management to oversee the affairs of a company, ensure accountability and promote long term growth and profitability.

Corporate Governance is an integral part of values, ethics and the business practices followed by the company. The core values of the company are:

- Commitment to excellence and customer satisfaction
- Maximizing long term shareholders' value.

BOARD OF DIRECTORS

Presently the Company's Board consists of 9 members of which 5 are Non Executive Directors out of that 4 are Independent Directors.

| Director | Category | No. of Board Meetings attended during 2007-08 | Whether last AGM attended | No. of committee positions held in other public limited companies |
|--------------------|---------------------------|---|---------------------------|---|
| Mr. P. L. Patel | Chairman | 7 | Yes | Nil |
| Mr. V. L. Patel | Managing Director | 6 | Yes | Nil |
| Mr. J. P. Patel | Executive director | 7 | Yes | Nil |
| Mr. S. V. Patel | Director Commercial | 6 | Yes | Nil |
| Mr. D. B. Kasad* | Non-Executive Director | 3 | Yes | Nil |
| Mr. S. U. Koshti | Non-Executive Independent | 2 | No | Nil |
| Mr. M. P. Kulkarni | Non-Executive Independent | 6 | Yes | Nil |
| Mr. S. U. Joshi | Non-Executive Independent | 7 | Yes | Nil |
| Mr. Jaykumar Awate | Non-Executive Independent | 6 | Yes | Nil |
| Mr. C. P. Shah** | Non-Executive Independent | 4 | Yes | Nil |

* Retired from Whole Time Directorship from April 1, 2008 and continued as a Non Executive Director.

** Resigned from April 1, 2008

DATE AND NUMBER OF BOARD MEETINGS HELD

The board meets at least once a quarter to review the performance of the Company. Meetings are generally scheduled well in advance and notice of each board meeting is given in writing to each director.

During the year under review, the board met seven times. The meetings were held on May 31, 2007, June 30, 2007, August 11, 2007, September 24, 2007, November 5, 2007, January 16, 2008 and January 31, 2008.

AUDIT COMMITTEE

The Audit Committee comprises three independent directors and is vested with role and powers mentioned in para C & D respectively of Clause 49(II) of the Listing Agreement. The Audit Committee provides direction to the audit function and monitors the quality of internal and statutory audit. The responsibilities of Audit Committee include overseeing the financial reporting process to ensure fairness, sufficiency and credibility of financial statements, recommendation of appointment and removal of statutory auditors and internal auditors and fixation of their remuneration, review of quarterly and annual financial statements before submission to the board, review of adequacy of internal control system and the internal audit function, review of compliance with the inspection and audit reports and reports of statutory auditors, review of statement of significant related party transactions, discussion on the scope of audit with external auditors and examination of reasons for substantial defaults, if any, in payment to shareholders.

During the year under review, committee met six times. The meetings were held on May 31, 2007, June 30, 2007, August 11, 2007, September 24, 2007, November 5, 2007 and January 31, 2008.

The composition of Audit Committee and the details of the meetings attended by the members thereof as follows:



SAHYADRI INDUSTRIES LIMITED

| Committee Member | Designation | Category | No. of Meetings held | Meetings attended |
|--------------------|-------------|---------------------------|----------------------|-------------------|
| Mr. S. U. Koshti | Chairman | Non-Executive Independent | 6 | 2 |
| Mr. M. P. Kulkarni | Member | Non-Executive Independent | 6 | 5 |
| Mr. S. U. Joshi | Member | Non-Executive Independent | 6 | 6 |

REMUNERATION COMMITTEE

The Remuneration Committee comprises solely independent directors. The members of the committee are Mr. M. P. Kulkarni (Chairman), Mr. S. U. Koshti, Mr. S. U. Joshi. The terms of reference of the committee are to review and recommend remuneration payable to the all Executive Directors of the Company. The details of remuneration paid to all directors for the year 2007-08 are as follows:

| Name of director | Relationship with other directors | Salary and Perquisites Rs | Provident Fund Rs | Sitting Fees Rs | Total Rs |
|--------------------|---|---------------------------|-------------------|-----------------|-----------|
| Mr. P. L. Patel | Father of J. P. Patel, Brother of V. L. Patel | 13,80,000 | 1,65,600 | - | 15,45,600 |
| Mr. V. L. Patel | Father of S. V. Patel, Brother of P. L. Patel | 13,80,000 | 1,65,600 | - | 15,45,600 |
| Mr. J. P. Patel | Son of P. L. Patel | 16,80,000 | 2,01,600 | - | 18,81,600 |
| Mr. S. V. Patel | Son of V. L. Patel | 16,80,000 | 2,01,600 | - | 18,81,600 |
| Mr. D. B. Kasad | - | 12,79,400 | 1,02,120 | - | 13,81,520 |
| Mr. S. U. Koshti | - | - | - | 2,400 | 2,400 |
| Mr. M. P. Kulkarni | - | - | - | 7,200 | 7,200 |
| Mr. S. U. Joshi | - | - | - | 8,400 | 8,400 |
| Mr. J. G. Awate | - | - | - | 7,200 | 7,200 |
| Mr. C. P. Shah | - | - | - | 4,800 | 4,800 |

INVESTORS' GRIEVANCES COMMITTEE

The Investors' Grievances Committee comprises of Mr. S. U. Joshi (Chairman), Mr. M. P. Kulkarni and Mr. S. U. Koshti (Members). The committee is mandated to oversee share transfers, transmission and review and redress shareholders' complaint. During the year under review, committee met four times. The meetings were held on May 31, 2007, August 11, 2007, November 5, 2007 and January 31, 2008.

Name, designation & address of Compliance Officer : Mr. Abhijit Barje
Company Secretary
Sahyadri Industries Limited
39/D, Swastik House, J. N. Marg,
Gultekadi, Pune - 411037
Phone: (020) 26444625, Fax: (020) 26458888

Number of shareholder complaints received: 12

Number of complaints not solved to the satisfaction of the shareholders: Nil

Number of share transfer pending as on 31.03.2008: Nil

GENERAL BODY MEETINGS

| Date | Time | Special Resolution | Location | AGM/EGM |
|------------|-----------|--------------------|---|---------|
| 14.02.2008 | 3.30 p.m. | Yes | Block D-III, MIDC, Chinchwad, Pune 411019 | EGM |
| 24.09.2007 | 3.30 P.M | No | Block D-III, MIDC, Chinchwad, Pune 411019 | AGM |
| 22.09.2006 | 3.30 P.M. | No | Block D-III, MIDC, Chinchwad, Pune 411019 | AGM |
| 19.09.2005 | 4.00 P.M. | Yes | 39/D, Gultekadi, J. N. Marg, Pune 411019 | AGM |



SAHYADRI INDUSTRIES LIMITED

Details of Special Resolution(s) passed at General Meetings

- i) At EGM held on 14.02.2008 - change in capital clause of Memorandum of Association due to increase in Authorised Capital, issue of equity shares & convertible warrants to specified investors on preferential basis.
- ii) AT AGM held on 19.09.2008 issue of equity shares to shareholders other than existing shareholders of the company as per scheme of amalgamation with Swastik Roofing Ltd.

No resolutions were passed by postal ballot in the year 2007-08.

DISCLOSURES

- There has been no materially significant related party transactions that may have potential conflict with the interests of company at large.
- There has not been any non compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- Whistle Blower Policy As per the policy in force, no person irrespective of the status or level is denied access to the Audit Committee.
- Adoption of non mandatory requirements under clause 49 of the Listing Agreement is being reviewed by the Board from time to time.
- Management Discussion and Analysis Report forms part of the Annual Report.

MEANS OF COMMUNICATION

- Quarterly results and annual results: They are published in one English newspaper and one regional language newspaper (Marathi) where the registered office of the Company is situated. They are generally published in Free Press Journal & Navshakti.
- Website: Financial results and other useful information of the company is available on the Company's website www.silworld.in
- The intimation about Board Meetings and General Meetings is given for press release in the leading newspapers.

GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting (AGM)

Date and time: September 10, 2008 at 3.30 p.m.

Venue : Plot No. 39, Block D-III,
MIDC, Chinchwad,
Pune 411019

Financial Calendar

The Company follows April March as its financial year. The results for every quarter beginning from April are declared in the month following the quarter except for the last quarter, for which the results are declared by June as permitted under the Listing agreement.

Dates of Book Closure

From September 5, 2008 to September 10, 2008(both days inclusive)

Dividend

Board of Directors has recommended payment of dividend of 10% (Re. 1 per share), for the financial year ended March 31, 2008, for approval of the shareholders at the AGM. Dividend, if declared at the AGM, will be paid within 30 days from the date of AGM.

Listing on Stock Exchange and Stock Code

The Company's shares are listed on the Bombay Stock Exchange Limited.
Stock Code: 532841
ISIN: INE280H01015

Market Price Data BSE

The monthly high and low quotations of shares traded on the Bombay Stock Exchange Limited, Mumbai is as follows:



SAHYADRI INDUSTRIES LIMITED

| Month | Stock Market Price on BSE | | BSE Sensex | | No. of Trades |
|----------------|---------------------------|-------|------------|----------|---------------|
| | High | Low | High | Low | |
| May 2007 | 145.00 | 66.00 | 14576.37 | 13554.34 | 23309 |
| June 2007 | 75.65 | 48.00 | 14683.36 | 13946.99 | 1033 |
| July 2007 | 79.40 | 51.50 | 15868.85 | 14638.88 | 1018 |
| August 2007 | 65.60 | 49.00 | 15542.40 | 13779.88 | 937 |
| September 2007 | 60.05 | 48.60 | 17361.47 | 15323.05 | 1124 |
| October 2007 | 52.60 | 39.55 | 20238.16 | 17144.58 | 1559 |
| November 2007 | 50.00 | 36.10 | 20204.21 | 18182.83 | 2017 |
| December 2007 | 80.00 | 43.25 | 20498.11 | 18886.40 | 4296 |
| January 2008 | 77.35 | 48.00 | 21206.77 | 15332.42 | 1380 |
| February 2008 | 52.00 | 42.10 | 18895.34 | 16457.74 | 386 |
| March 2008 | 45.50 | 29.30 | 17227.56 | 14677.24 | 398 |

Registrar and Transfer Agent

Sharex Dynamic (India) Pvt. Ltd.
Unit No. 1, Luthra Industrial Premises, Safed Pool,
Andheri (E), Mumbai 400072
Phone Nos. (022) 28515606/44, Fax. (022) 28542885
Email: sd_india@rediffmail.com

Share Transfer System

The entire work relating to share transfers, transmissions and dematerializations process of shares is handled by Registrar and Share Transfer Agent. Physical transfers are processed twice a month and demat transfers are processed in every 8 days.

Shareholding Pattern as at March 31, 2008

| Category | No. of Shares held | Percentage |
|------------------------------|--------------------|---------------|
| Promoters and Promoter Group | 8136400 | 85.10 |
| Banks/Financial Institutions | 1000 | 00.01 |
| Bodies Corporate | 262898 | 02.75 |
| General Public | 1146585 | 11.99 |
| NRIs/OCBs | 10390 | 00.11 |
| Clearing Members | 4227 | 00.04 |
| Total | 9561500 | 100.00 |

Distribution of Shareholding as at March 31, 2008

| No. of Shares | No. of Holders | Percentage | Total shares | Percentage |
|------------------|----------------|---------------|----------------|---------------|
| 1 to 100 | 2570 | 72.31 | 235683 | 02.46 |
| 101-200 | 369 | 10.38 | 70015 | 00.73 |
| 201-500 | 299 | 08.41 | 114122 | 01.19 |
| 501-1000 | 141 | 03.97 | 115318 | 01.21 |
| 1001-5000 | 123 | 03.46 | 296166 | 03.10 |
| 5001-10000 | 20 | 00.56 | 138245 | 01.45 |
| 10001-100000 | 15 | 00.42 | 340838 | 03.56 |
| 100001 and above | 17 | 00.48 | 8251113 | 86.30 |
| Total | 3554 | 100.00 | 9561500 | 100.00 |

Dematerialization of shares as at March 31, 2008

| Categories | Position as on 31.03.2008 | | Position as on 31.03.2007 | | Net change during 2007-08 | |
|--------------|---------------------------|-------------------------|---------------------------|-------------------------|---------------------------|-------------------------|
| | No. of shares | % to total shareholding | No. of shares | % to total shareholding | No. of shares | % to total shareholding |
| Physical | 179208 | 1.87 | 6706405 | 70.14 | (6527197) | (68.27) |
| Demat: | | | | | | |
| NSDL | 9018887 | 94.33 | 2499090 | 26.14 | 6519797 | 68.19 |
| CDSL | 363405 | 3.80 | 356005 | 3.72 | 7400 | 0.08 |
| Sub Total | 9382292 | 98.13 | 2855095 | 29.86 | 6527197 | 68.27 |
| Total | 9561500 | 100.00 | 9561500 | 100.00 | - | - |