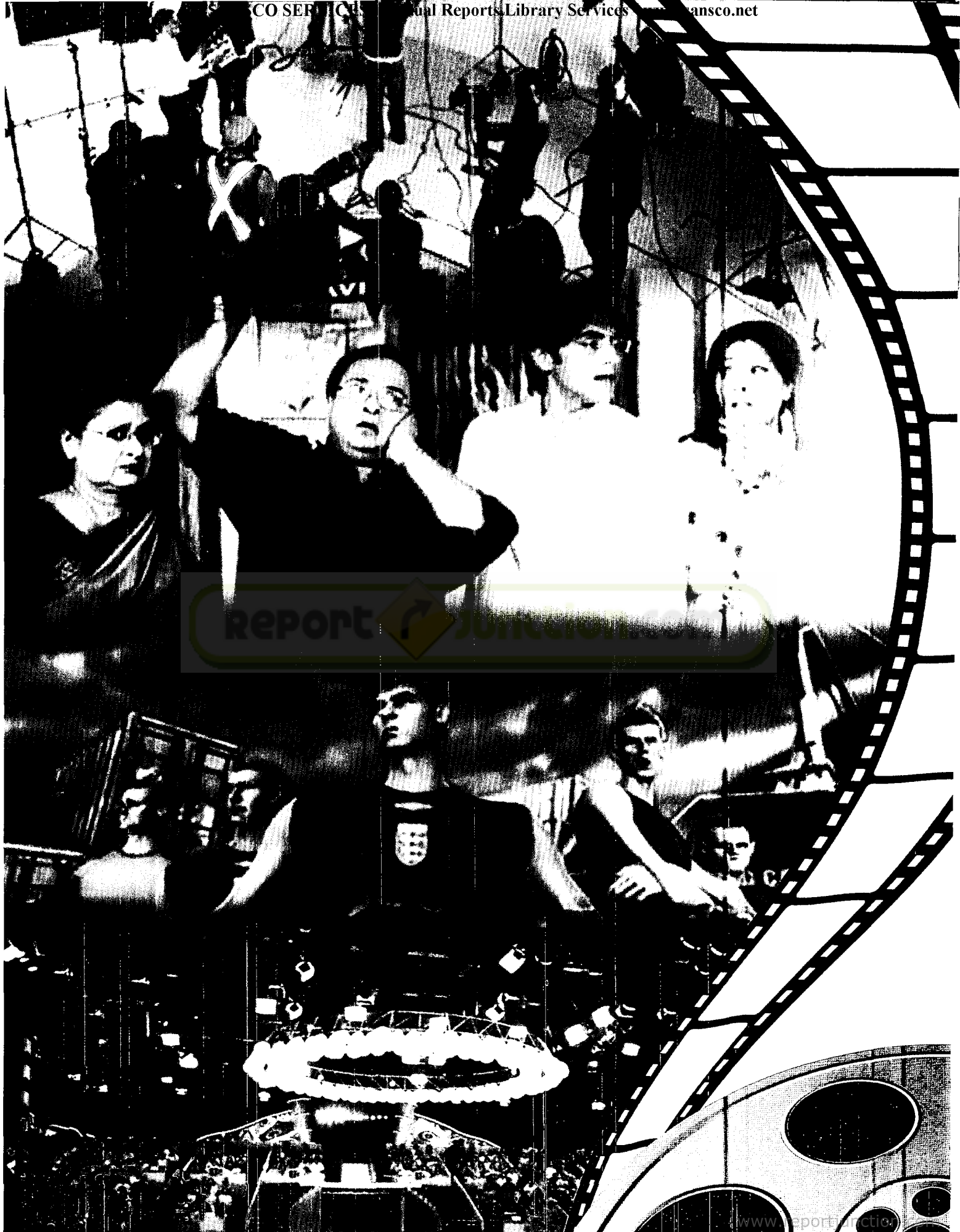


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માધ્યમિક શિક્ષણ



ANNUAL REPORT 2007 - 2008





Report  Function



SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

Registered Office : 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai 400 053.

NOTICE

Notice is hereby given that the 13th Annual General Meeting of the members of Sri Adhikari Brothers Television Network Limited will be held on Tuesday, 30th September 2008 at 10.00 a.m. at 1st Floor, Anand Hall, Gandhigram Road, Near Harekrishna Temple, Juhu, Mumbai - 400 049 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2008 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Anand Pandit, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. Prasannakumar Gawde, who was appointed as an additional director of the Company pursuant to section 260 of the Companies Act, 1956 and 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, is received in writing, proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company liable to retire by rotation as per the provisions of the Articles of Association of the Company."

6. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 198, 269, 309, 310, Schedule XIII and other provisions if any of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such approvals as may be required, consent of the Company be and is hereby accorded for payment of remuneration including any perquisites and allowances not exceeding Rs. 400,000/- per month to Mr. Markand Adhikari, Vice Chairman and Managing Director (in the event of inadequate or no profits of the Company in any financial year) for a period of two years w.e.f 18th August 2008 or till the close of the current tenure as a Managing Director, whichever is earlier, as per the draft copy of addendum to the agreement dated 7th December 2005 and this addendum laid before this meeting is also hereby specifically sanctioned.

RESOLVED FURTHER THAT all other terms and conditions of the agreement dated 7th December 2005 relating to his appointment and remuneration as approved by the shareholders at the Extra - Ordinary General Meeting held on 7th December 2005 will remain unchanged.

RESOLVED FURTHER THAT the Board of Directors is given the authority to alter, vary and modify the terms and conditions of the said appointment and/or addendum, in such manner as may be agreed upon by and between the Board of Directors and as may be acceptable to Mr. Markand Adhikari.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things as may be necessary to carry on the purpose of this resolution".

7. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 314 (1)(b) and other applicable provisions, if any, of the Companies Act, 1956 consent of the Company be and is hereby accorded to the appointment of Mr. Ravi Adhikari, relative of Directors, to hold an office or place of profit, as a Creative Director for a period of five years with effect from 1st October 2008, on the terms and conditions as embodied in the appointment letter, a copy of which was placed before the meeting, at a remuneration of Rs. 50,000/- p.m. or Rs. 6,00,000/- per annum inclusive of all amenities and perquisites payable to him.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds and things as may be considered necessary, proper and expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 314 (1)(b) and other applicable provisions, if any, of the Companies Act, 1956 consent of the Company be and is hereby accorded to the appointment of Ms. Ashka Pandit, relative of Director, to hold an office or place of profit, as a Programming Consultant for a period of two years with effect from 16th June 2008, on the terms and conditions as embodied in the appointment letter, a copy of which was placed before the meeting, at a remuneration of Rs. 50,000/- p.m. or Rs. 6,00,000/- per annum inclusive of all amenities and perquisites payable to her.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds and things as may be considered necessary, proper and expedient to give effect to this resolution."

By Order of the Board

Place: Mumbai
Date: 31st August 2008

Nehal Shah
Company Secretary

Regd. Office:
6th Floor, Adhikari Chambers,
Oberoi Complex, New Link Road,
Andheri (West),
Mumbai - 400 053.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and such proxy need not be a member of the company. Proxies in order to be effective must be received by the Company not less than 48 hours before the time for holding of the meeting.
2. Members/Proxies should bring their Attendance Slip duly filled and signed for attending the meeting.
3. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business is annexed hereto and forms part of this notice.
4. The register of Directors' shareholdings, maintained under section 307 of the Companies Act, 1956 is open for inspection at the Registered Office of the Company during the office hours on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. upto date of the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 25th September 2008 to Tuesday, 30th September 2008 (both days inclusive).
6. Dividend on equity shares as recommended by the Board of Directors for the year ended 31st March 2008, if approved by the members at the Annual General Meeting, will be paid to those members whose names stand registered in the Register of members as on 25th September 2008.
7. The unclaimed dividend for the financial year 1999-2000 of the Company has been transferred to the Investor Education and Protection Fund of the Central Government as required under section 205C of the Companies Act, 1956.
8. The unclaimed dividend for the financial year 2000-2001 of the Company will be transferred to the Investor Education and Protection Fund of the Central Government as required under section 205C of the Companies Act, 1956. The shareholders whose dividend is unclaimed for the said year or any subsequent years are requested to claim the dividend(s) by writing to the Company's Registrar and Share Transfer Agents. No separate intimation will be sent to individual shareholders in this regard.
9. Members desirous of seeking information relating to the accounts and operations of the Company are requested to address their queries to the Company at least 7 days in advance of the meeting, to enable the company to keep the information ready.
10. Members holding shares in physical form are requested to notify immediately any change in their address to the Company quoting their folio number. Members holding shares in electronic form may update such details with their respective Depository Participants.
11. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the depositories for crediting the dividend through Electronic Clearing Services (ECS) to investors wherever ECS and bank details are available. In the absence ECS facilities, the Company will print the bank account details, if available, on the payment instruments for distribution of dividend.
12. Members are requested to address all correspondences, including dividend mandates, etc. to the Registrar and Share Transfer Agents- Sharex Dynamic (India) Private Limited at Unit No. 1, Luthra Industrial Estate, Safed Pool, Andheri Kurla Road, Andheri(East), Mumbai-400072.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

Item no. 5

Mr. Prasannakumar Gawde was appointed as an Additional Director on 27th October 2007 by the Board of Directors of the Company. He holds the office upto the date of the forthcoming Annual General Meeting of the Company. He is a Practising Chartered Accountant having more than 15 years of experience in the field of Audit, Taxation, Finance and Capital market. The Company has received a notice under section 257 of the Companies Act, 1956 for his appointment as an Independent director at the ensuing Annual General Meeting. Details about his other directorships, membership of Committees in other Companies, shareholding, etc. are given at the end of this explanatory statement in accordance with clause 49 of the Listing Agreement.

The Board recommends the resolution at item No. 5 for members approval. None of the directors except Mr. Prasannakumar Gawde are interested or concerned in the resolution.

Item No. 6

Mr. Markand Adhikari is working as the Managing Director of the Company w.e.f 18th August 2000. He was last re-appointed as the Managing Director of the Company for five years w.e.f. 18th August 2005 at a remuneration of Rs. 8,00,000/- per month in case of profits and Rs.3,50,000/- per month in case of no profit or inadequacy of profit. The resolution for remuneration in case of inadequate or no profits was valid only for three years till 17th August 2008.

Mr. Markand Adhikari being the Vice Chairman and Managing Director of the Company, shoulders a huge responsibility. Therefore the Remuneration Committee at its meeting held on 31st July 2008 has approved the payment of minimum remuneration of upto Rs. 400,000/- per month in case of inadequate profits or no profits with effect from 18th August 2008 for a period of two years subject to compliance with the Companies Act, 1956. The same was also approved by the Board of Directors at its meeting held on 31st August 2008 subject to the shareholders approval by way of a special resolution in the general meeting and other statutory approvals as may be necessary.

Except, the extension of the period for payment of minimum remuneration of an amount of upto Rs. 400,000/- per month in case of inadequate or no profits, all the other terms and conditions of the appointment and remuneration payable in case of profits to Mr. Markand Adhikari as approved by the shareholders at the Extra Ordinary General Meeting held on December 7, 2005 shall remain unchanged.

The effective capital of the Company as on 31st March 2008 as per the Audited Accounts is Rs. 140.76 Crores and as per provisions of Clause 1(B) of Section II to Part II of Schedule XIII to the said Act, the Company can pay a monthly remuneration of Rs. 400,000/- per month for the financial year in which there are inadequate or no profits subject to a maximum of three years.

Additional Information as required in accordance with the provisions of Schedule XIII is given hereunder:

I. GENERAL INFORMATION:

- (1) Nature of Industry: Media Software Production.
- (2) Date of Commencement of Commercial Production: The Company is in existence and operation since 1994-95.
- (3) Financial Performance for the year ended 31st March 2008:

EPS (Rs.)	:	1.48
Return on Networth	:	1.31%
Debt Equity Ratio	:	0.42 : 1

II. INFORMATION ABOUT THE APPOINTEE:

1) Background details:

Mr. Markand Adhikari aged 51, is a Bachelor of Arts from University of Bombay. He is associated with the Company since incorporation and is looking after the day to day affairs of our Company.

He began his career with an advertising agency in eighties along with his brother. He was instrumental in creating successful association with National Network Doordarshan, during which period the Company, became the first content production house to be listed on the stock exchange in 1995. He is also credited with having developed the concept of sponsored slot production in the national network & having introduced many innovative formats to Indian television for the first time. He also guides our Company in marketing and product development. His able leadership saw the SAB TV brand grow & accepted by the masses on the strength of quality & popularity of its programs.

2) Past remuneration:

The Company is paying a monthly remuneration of Rs. 3,50,000/- per month to Mr. Markand Adhikari as a Managing Director since 1st April 2003.

3) Recognition or awards :

Under the able guidance of Mr. Markand Adhikari, the Company has won various awards like RAPA awards, Indian Tele awards and Hero Honda ITA awards etc. The Company's flagship programme "Office Office" received more than 31 awards from various bodies.

4) Remuneration proposed :

In view of inadequacy of profits, Mr. Markand Adhikari was drawing a remuneration of Rs. 350,000/- per month and the same was last approved by the shareholders at the Extra Ordinary General Meeting held on 7th December 2005 for a period of three years w.e.f 18th August, 2005. Taking into consideration the size of the Company, profile of the appointee, and responsibilities shouldered by him, the Remuneration Committee and Board of Directors has found it fit to compensate for his efforts and devotion by paying remuneration comparable to that received by Directors in the Media Industry. Hence, the Company proposes to pay a remuneration of upto Rs. 400,000/- per month (in case of inadequate or no profits) to Mr. Markand Adhikari with effect from 18th August 2008 for a period of two years, i.e. for remaining tenure of his appointment as a Managing Director.

5) Job profile and his suitability:

Mr. Markand Adhikari is the Vice Chairman and Managing Director of the Company. The Company is managed by him subject to the supervision and control of the Board of Directors. He is responsible for the day to day management and affairs of the Company. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors.

6) Comparative remuneration profile :

The remuneration payable to Mr. Markand Adhikari is justified in comparison to remuneration paid in the Industry and the size of the Company.

7) Pecuniary relationship:

Mr. Markand Adhikari has no pecuniary relationship with the Company, directly or indirectly, or with managerial personnel, except that he is one of the Promoters and relative of the Chairman of the Company. He is also among the major shareholders of the Company.

III. OTHER INFORMATION :

(1) Reason for loss or inadequate profits :

The Company earned a net profit of Rs. 137.20 Lacs during the financial year ended 31st March 2008. The inadequate profit was largely due to stiff competition in the media industry.

(2) Steps taken or proposed to be taken for improvement:

The management has taken concrete steps to improve the overall business volume and profitability. To overcome the competition, management with a clear cut road map is focusing on long term business models and emerging opportunities in media sector. *With its rich experience in the arena, the management is confident of harnessing the same to its advantage.*

(3) Expected increase in productivity and profits in measurable terms:

Since the Company is focusing on a prudent mix which includes traditional platforms as well as emerging opportunities, it is difficult to quantify the increase. On a more macro level the management expects that the Turnover should increase atleast by 100% in next 3 years.

The above may be treated as an abstract of the terms of appointment in terms of section 302 of the Companies Act, 1956. The Board recommends the resolutions at item no. 6 for members approval. Except Mr. Markand Adhikari and Mr. Gautam Adhikari, no other Director is interested or concerned in this resolution.

Item No. 7 & 8:

The Board of Directors of the Company have appointed Mr. Ravi Adhikari and Ms. Ashka Pandit, relatives of directors to hold office of profit in the Company. The details of both the appointees are as follows:

Name of the appointee	Mr. Ravi Adhikari	Ms. Ashka Pandit
Qualifications	B. Com. from Mumbai University	International Baccalaureate Diploma Programme from Ecole Mondiale World School
Designation	Creative Director	Programming Consultant
Date of appointment	1 st October 2008	16 th June 2008
Tenure of Appointment	Five Years	Two Years
Experience	He has worked and is trained under the umbrella of his illustrious father Mr. Gautam Adhikari in many of his projects. He has also worked in the capacity of assistant director with many popular directors.	She has been a part of the research team of television show(s), has aided quite a few organizations in making strategic presentations and has also worked with an advertising agency. She has been an active member of various community services such as Red Ribbon Club.
Remuneration proposed	Rs. 50,000/- per month	Rs. 50,000/- per month
Relation with director/Director(s) interested in the resolutions	Son of Mr. Gautam Adhikari and relative of Mr. Markand Adhikari	Daughter of Mr. Anand Pandit

As per the provision of Section 314 (1)(b) of the Companies Act, 1956, no relative of a Director should hold or continue to hold any office or place of profit in the company, which carries a remuneration exceeding Rupees 10,000/- per month, except with the consent of the Company accorded by passing a Special Resolution. The Board is of the opinion that the appointment of the above persons would aid the overall achievement of the goals of the Company.

The Board therefore recommends the resolutions at item nos. 7 and 8 for members approval. Except as mentioned above, none of the Directors of the Company are interested or concerned in the said resolution.

Details of Directors seeking appointment/reappointment at the forthcoming Annual General Meeting as per Clause 49 of the Listing Agreement:

Name of the Director	Mr. Anand Pandit	Mr. Prasannakumar Gawde
Date of Birth	21 st December 1963	18 th September 1966
Date of appointment on Board	22 nd July 2000	27 th October 2007
Qualification	B. E. Electronics and Communications Engineer	Chartered Accountant
List of Directorships held in other companies	<ol style="list-style-type: none"> Westwind Realtors Pvt. Ltd. Lotus Motion Pictures Ltd. Sri Lotus Real Estate Creators India Pvt. Ltd. Centrum Direct Ltd. Sri Lotus Value Realty Pvt. Ltd. Rockstar Real Estate Pvt. Ltd. Kamal Value Realty (India) Pvt. Ltd. Bank of Maharashtra Credence Realty Pvt. Ltd. Urmila Value Realty (India) Pvt. Ltd. Lotus Corporation Pvt. Ltd. 	<ol style="list-style-type: none"> Akshay Advisory Services Pvt. Ltd. Prism Security Services Pvt. Ltd. Quest Security Services Pvt. Ltd. Vipul Dychem Ltd.
Shareholding in the Company	1,700 Equity Shares	Nil
Relationship with existing Directors of the Company	Not related to any of the existing directors of the Company.	Not related to any of the existing directors of the Company.

By Order of the Board

Place: Mumbai
Date : 31st August 2008

Nehal Shah
Company Secretary

SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

Registered Office : 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai 400 053.

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the meeting hall)

Folio No.: _____

No. of shares held: _____

DP ID: _____

Client ID: _____

I hereby record my presence at the 13th Annual General Meeting of the shareholders of the company being held on Tuesday, September 30, 2008 at 10.00 a.m. at 1st Floor, Anand Hall, Gandhigram Road, Near Harekrishna Temple, Juhu, Mumbai - 400 049.

Name and Address of the Shareholder

Signature of the Shareholder/Proxy

SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

Registered Office : 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai 400 053.

PROXY FORM

Folio No.: _____

No. of shares held: _____

DP ID: _____

Client ID: _____

I/We _____ of _____ being member/
members of SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED, hereby appoint _____
of _____ or failing him/her _____
of _____ as my/our proxy to vote for me/us and my/our behalf at the 13th Annual
General Meeting of the company to be held on Tuesday, September 30, 2008 at 10.00 a.m. at 1st Floor, Anand Hall, Gandhigram Road,
Near Harekrishna Temple, Juhu, Mumbai - 400 049 or at any adjournment thereof.

Signed this _____ day of _____ 2008.

Signature of the Shareholder

Affix a
Re. 1/-
Revenue
Stamp

Note: The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.



SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

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GENERAL INFORMATION

BOARD OF DIRECTORS

Gautam Adhikari
Chairman

Markand Adhikari
Vice Chairman &
Managing Director

Anand Pandit
Director

Arun Khakhar
Director

M. K. Aggarwal
Director
(Upto 16th April 2008)

Prasannakumar Gawde
Director
(w.e.f. 27th October 2007)

COMPANY SECRETARY

Nehal Shah

AUDITORS

A. R. Sodha & Co.
Chartered Accountants

INTERNAL AUDITORS

Khakhar & Co.
Chartered Accountants

BANKERS

Punjab National Bank

REGISTERED OFFICE

6th Floor, Adhikari Chambers,
Oberoi Complex, New Link Road,
Andheri (West), Mumbai 400 053.

Tel.: 91-22-40230000
Fax: 91-22-26350998

E-mail: investorservices@adhikaribrothers.com
Website : www.adhikaribrothers.com

REGISTRAR & SHARE TRANSFER AGENT

Sharex Dynamic (India) Pvt. Ltd.,
Unit 1, Luthra Industrial Estate,
Safed Pool, Andheri Kurla Road,
Andheri East, Mumbai 400072.

Tel.: 91-22-2851 5644/ 2851 5606
Fax.: 91-22-2851 2885

E-mail: sharexindia@vsnl.com
Website: www.sharexindia.com



SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

CHAIRMAN'S STATEMENT

Dear Members,

In keeping with the growth predictions in the Indian Entertainment and Media sector, the television sector saw the introduction of several new channels. General Entertainment channel recorded the maximum number of new programmes in 2007 followed by news channels. The television sector also saw the maximum number of alliances both from the financial as well as the strategic stand point.

Your company has closely watched the developments in the sector & has outlined a clear-cut road map. The year under mention saw "Yes Boss" one of the most popular sitcom on Indian television continue its successful run. We are pleased to inform that it will soon complete 600 episodes & a run of more than 8 years making it one of biggest running comedies on National television ever. The company is also in advanced stages of negotiation with various channels for several prestigious projects and expects positive results soon.

Apart from this, your company has also made a successful entry into Non Fiction category by creating and executing a nation wide quiz contest panning several schools in the country. The successful execution has resulted in your company bagging several more orders of similar nature and it hopes to develop the same as a separate revenue segment.

As a forward integration of the content form, your company has also created a films division to specifically cater to the growing demands of this sector. Our efforts have received initial success and we have already linked a multi film contract with a couple of prestigious media houses. We look at it as a great opportunity to diversify into a bigger canvas & in turn a bigger revenue potential.

Our International strategic alliances on the content front have also been successfully implemented. We hope to consolidate our position and replicate the model in various other countries.

The rapidly changing dynamics have also given rise to huge possibilities on the syndication front. There is a great demand for good quality content & your company is well poised to encash this opportunity with a library of more than 5000 hours of quality content in various genres at its disposal.

This has given rise to a whole lot of exciting opportunities in the content arena, which your company is in the process of analyzing. Feasibility studies are being conducted on various projects including setting up of studios, post production facilities, animation etc. and your company hopes to firmly entrench and consolidate its position this year.

As part of its overall expansion plan, your Company has already acquired studio Premises in the suburbs of Mumbai and now is in the process of converting that into an ultra modern, state of the art production and post production Studio. The Company intends to use the Studio for its internal consumption thereby reducing the cost of production and hire out idle capacity resulting in a boost in the bottom line.

With Warm Regards

Gautam Adhikari
Chairman

Place : Mumbai
Date : 31st July 2008

13TH ANNUAL REPORT 2007-2008

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 13th Annual Report together with the Audited Statements of Accounts of the Company for the financial year ended on 31st March 2008.

1. Financial Highlights

Particulars	(Rupees in millions)	
	For the year ended 31 st March 2008	For the year ended 31 st March 2007
Total Revenue from business	334.54	416.65
Earnings before finance charges, Depreciation & Tax	113.85	163.02
Less: Finance charge	14.64	15.69
Earnings before depreciation, tax & amortisation (EBDTA)	99.21	147.34
Less: Depreciation	61.02	68.15
Earnings/(Loss) before Tax (EBT)	38.19	79.19
Taxation : Current tax	4.33	8.97
: Deferred tax	19.28	19.48
: Fringe benefit tax	0.53	0.46
: Earlier years (Excess)	-	(0.32)
Extra-Ordinary Items	0.31	-
Profit / (Loss) After Tax (PAT)	13.75	50.59
Profit b/f from previous year	81.85	37.78
Surplus available for Appropriation	95.60	88.37
Less: Proposed Dividend	5.57	5.57
Less: Tax on Proposed Dividend	0.95	0.95
Balance carried to Balance Sheet	89.08	81.85

The comments of the Board of Directors on the financial performance have been provided under the title Management Discussion and Analysis as an attachment to this report.

2. Dividend

Your directors are pleased to recommend a dividend @ 6% (i.e. Rs. 0.60 per Share) for the financial year ended 31st March 2008 subject to the approval of Shareholders at the Annual General Meeting. The outgo on account of this dividend will absorb Rs. 6.52 millions (including dividend tax payable of Rs. 0.95 millions).

The dividend, if approved, shall be payable to the shareholders registered in the books of the Company and the beneficial owners as per details furnished by the depositories as on 25th September 2008.

3. Directors

In accordance with the provision of the Articles of Association of the Company Mr. Anand Pandit is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment and your Board recommends his re-appointment.

Mr. Prasannakumar Gawde was co-opted on the Board as an additional director w.e.f 27th October 2007. The Company has received notice under section 257 of the Companies Act, 1956 for his appointment as director at the ensuing Annual General Meeting.

Mr. M. K. Aggarwal has ceased to be the Director of the Company w.e.f. 17th April 2008 due to his sudden demise. He was associated with the company as an independent director since 2006. The company's management regrets the loss of such a distinguished person.