



Annual Report & Account 2010-11

CORPORATE INFORMATION

BOARD OF DIRECTORS	:	B. Kumar Chairman Ankit Mathur Managing Director Kusum B. Kumar Whole Time Director Meeta Mathur Whole Time Director Kunal Mathur Director Umangbhai M. Vyas Whole Time Director P. V. R. N. Iyer Director Jitendra Vyas Nominee Director (Resigned w.e.f. 31.01.2011) Vikram Mathur Director (Appointed on 14.07.2011)
AUDITORS	:	M/s. Baheti Bhadada & Associates Chartered Accountants 201, Shaily Complex, Nr. Old Guj. High Court, Ashram Road, Ahmedabad - 380 009.
BANKERS	:	Axis Bank Ltd. The Ahmedabad Dist. Co. Op. Bank Central Bank of India Bank of India Bank of Baroda ICICI Banking Corporation Ltd. Indusind Bank HDFC Bank Ltd. Rajkot Nagrik Sahakari Bank Ltd. State Bank of India
REGISTERED OFFICE	:	Sterling Greenwoods Limited Sunrise Centre, Opp. Drive-in Cinema, Ahmedabad-380 054.
REGISTRAR & SHARE TRANSFER AGENTS	:	Sharepro India Private Limited Sharepro Services (India) Pvt. Ltd. 13 AB Samitha Warehousing Complex, Sakinaka Telephone Lane, Sakinaka, Andheri (E), Mumbai - 400 072.

NOTICE

Notice is hereby given that the 19TH ANNUAL GENERAL MEETING of the members of STERLING GREENWOODS LIMITED will be held on Friday, 30th September, 2011 at the company's Greenwood Lake Holiday Resort, Chharodi Farm Complex, off Sarkhej-Gandhinagar Highway, Opp. Village Chharodi, Ahmedabad at 11.30 A.M to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date the reports of the Director's and the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Smt. Meeta Mathur who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a director in place of Shree Umang Vyas who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to section 224 and other applicable provisions if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to appoint M/s. Anil S. Shah & Co.(FRN No : 100474W), Chartered Accountants, as the 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, on such terms, conditions and remuneration as may be mutually agreed between the Board of Directors and the said auditors, in place of the retiring auditors M/s. Baheti Bhadada & Associates, Chartered Accountants who have not offered themselves for the re-appointment as Auditors of the Company.

By Order of the Board of Directors

Place : Ahmedabad

Date : 03/09/2011

B. Kumar
Chairman
(sd/-)

NOTES:

1. A Member entitled to attend and to vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself/herself and such proxy need not be a member of the company. The instrument appointing a 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.
2. M/s. Baheti Bhadada & Associates, Chartered Accountants, statutory Auditors of the Company, hold office in accordance with the provisions of the Companies Act, 1956 upto the conclusion of the ensuing Annual General Meeting. The Company has received a letter from M/s. Baheti Bhadada & Associates, Chartered Accountants, expressing their unwillingness to be re-appointed as Auditors. Pursuant to section 225 and other applicable provisions of the Companies Act, 1956, a special notice has been received from a member proposing the appointment of M/s. Anil S. Shah & Co, Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual general meeting until the conclusion of next ensuing Annual General Meeting. The Company has received letters from M/s. Anil S. Shah & Co., Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under section 224(1-B) of the Companies Act, 1956, and that they are not disqualified for such appointment within the meaning of Section 226 of the Companies Act, 1956. This note may be treated as a part of and corrigendum to the Directors' Report under the heading "AUDITORS".
3. If any Member is having query in respect of annexed Annual Report of the Company, may submit in writing the query, at least 7 days before the date of AGM.

4. Members who hold shares in dematerialized form are requested to write their Client ID and DP Id Number and those who hold shares in physical form are requested to write their Folio No. in the Attendance slip for the attending the meeting to facilitate Identification of the membership at the meeting.
5. The register of Members and Share Transfer Book of the Company will remain close from 23th September, 2011 to 30th September, 2011 (both days inclusive).
6. If dividend on equity shares as recommended by the Board of Directors is declared at the Annual General Meeting, payment of such dividend will be made to those members whose name appear on the Register of Members as on the 23th September, 2011. In respect of shares held in electronic form Dividend will be payable to the beneficial owners of shares as at the end of business hours on 22nd September, 2011 as per details furnished by the Depositories for this purpose.
7. The members are requested to :
 - i. Intimate change, if any, in their registered address at an early date.
 - ii. Bring their copies of Annual Report and Attendance Slip with them at the Annual General Meeting.
 - iii. Intimate Email ID and avail speedier and faster means of communication and protect environment.
8. As per the provisions of the Companies act, 1956, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nomination are requested to send their request in Form No.2B in duplicate to the company.
9. The Equity Shares of the Company are listed at The Bombay Stock Exchange, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001. The Company has paid annual Listing Fees to the Stock Exchange.
10. The members are advised to submit their share certificate to, Registrar and Share transfer agent of the company M/s Sharepro India Pvt. Ltd for purpose of transfer.
11. Information under clause 49VI A of the Listing Agreements in respect of Directors seeking re-appointment at the Annual General Meeting is as under :

Name of the Director	Smt. Meeta Mathur	Shree Umang Vyas
Date of Birth	20/05/1958	26/12/1955
Date of Appointment	05/08/1992	31/10/2000
Qualifications	B. Arch.	B.com.
No. of Shares of the Company held	1111375	Nil
Expertise in Specific functional areas	Vast experience in the field of Architecture.	Vast exprience in the field of Construction and Real Estate.
List of Directorship	Nil	Nil
Chairman/member of the committees of the Board of other companies in which he/ or she is a Director as on 31 st March, 2011	Nil	Nil

Important Communication to Members :

The ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the compliances by the companies and has issued circulars stating that service of notice / documents including Annual Reports can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far are requested to register their e-mail addresses. Members who hold shares in physical form are requested to register their e-mail addresses by writing an e-mail to sharepro@shareproservices.com with subject as ‘E-mail for Green Initiative’ mentioning their Folio number. Members holding shares in electronic form are requested to register / update their e-mail address with the Depository through their concerned Depository Participants.

DIRECTOR'S REPORT

To,
To The Members

Your Directors have great pleasure in presenting the 19th Annual Report and the Audited Statement of Accounts for the Company for the year ended, 31st March 2011.

Financial Results

	Rs. in Lacs	
Particulars	2010-2011	2009-2010
Total Revenue Receipts	1003.03	764.98
Total Expenditure	854.10	652.73
Profit before Depreciation Non Cash Expenses & Tax	148.93	112.25
Less : Depreciation & Other Non Cash Expenses	(38.68)	(38.07)
Profit Before Tax	110.25	74.18
Less : Provision for Taxes	(31.00)	(19.52)
Less : Provision for Dividend	(44.49)	-----
Profit after Tax	34.76	54.66
Add : Balance b/f from previous year	372.29	317.63
Less : Dividend paid for the Previous Year	(29.76)	N.A.
Balance carried to Balance Sheet	377.29	372.29

PERFORMANCE REVIEW :-

The turn over of the company has increased from Rs.758.58 lacs to Rs.985.01 lacs showing increase of 31% in revenue of company (revenue from resort business has reduced to Rs.299.67 Lacs from Rs.316.04 lacs and there is an increase in revenue of real estate business compared to last year). The profit before Tax of the company has shown an upward trend from Rs.74.18 lakhs of last year to Rs. 110.25 lacs in this year. Your directors expect to perform better in the coming years.

DIVIDEND :-

Your Directors have recommended dividend @ 9% on the equity shares of the Company for the financial year ended on 31st March, 2011 in the comparison of the previous year's dividend of 6%. The dividend will be paid to the members whose names appear in the Register of Members as on 23rd September 2011.

DEPOSITS :-

The company has accepted deposits from public within the meaning of Section 58-A of the Companies Act, 1956 and Rules made there under and subject to rules and provisions provided thereunder.

PARTICULARS OF EMPLOYEES :-

There were no employees whose remuneration were in excess of the limits prescribed under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended.

DIRECTORS :-

In accordance with the provisions of the Companies Act, 1956 and Articles of Association the Company, Smt. Meeta Mathur and Shree Umang Vyas directors of the Company retire by rotation and being eligible, offer themselves for re-appointment.

AUDITORS :-

M/s. Baheti Bhadada & Associates, Chartered Accountants, the Statutory Auditors of the Company retire at the ensuing Annual General Meeting and are eligible for re-appointment. The notes to the accounts referred to in the Auditor's Report are self-explanatory and therefore do not call for any further comments.

CONSERVATION OF ENERGY :-

The company has no activity relating to conservation of energy.

TECHNOLOGY ABSORPTION :-

The company is not engaged in such business to undertake any Technology Absorption. However to save the power it has installed Solar Water Heating Systems and also installed CFL lamps at its Resort.

FOREIGN EXCHANGE EARNINGS AND OUTGO :-

- Foreign Exchange earnings - Rs. NIL
- Foreign Exchange outgo - Rs. NIL

AUDITOR'S OBSERVATIONS :-

The observations contained in the Auditor's Report are self-explanatory and, therefore, no comments are called for separately.

SUBSIDIARY :-

Sterling Resorts Private Limited is a subsidiary of the Company. In accordance with circular no. 2/2011 dated 8th February 2011 issued by the Ministry of Corporate Affairs, the Balance Sheets, including annexure and attachments thereto of the Company's subsidiaries, are not being attached with the Annual Report of the Company. The annual accounts of the subsidiary companies

and the related detailed information will be made available to any member of the Company seeking such information. These documents will also be available for inspection by any member at the Registered Office of the Company and that of the respective subsidiary companies. The consolidated financial statements presented in this Annual Report include financial information of the subsidiary companies. A statement containing information on the Company's subsidiaries is included in this Annual Report.

CORPORATE GOVERNANCE :-

As per clause 49 of the Listing Agreement, a separate Report on Corporate Governance together with Management Discussion and Analysis and certificate from Company's Auditors is annexed and forms part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT :-

Pursuant to section 217(2AA) of the Companies Amendment Act, 2000 it is hereby Confirmed that:

- a. In the preparation of Annual Accounts, the applicable Accounting Standards have been followed.
- b. Appropriate Accounting Policies have been selected and applied consistently, and have 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 at 31st March, 2011 and of the Profit of the company for the year ended on that date.
- c. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for the safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d. The accounts for the financial year ended 31st March, 2011 have been prepared on a going concern basis.

INSURANCE :-

The current assets and fixed assets of the company are adequately insured against all types of risks.

SECRETARIAL COMPLIANCE CERTIFICATE :-

Secretarial Compliance Certificate pursuant to Section 383A of the Companies Act, 1956 is attached herewith.

ACKNOWLEDGEMENT :-

Your directors acknowledge with gratitude, the patronage of its esteemed customers, the strength it derives from its employees at all levels, the support from its Bankers and the loyalty of the large family of the company's customers, suppliers and shareholders.

Place : Ahmedabad

Date : 03/09/2011

By Order of the Board

B. Kumar
Chairman
(sd/-)

CORPORATE GOVERNANCE

Sterling Greenwood's Limited has established a tradition of the highest standards of corporate governance principles and best practices. The Company is committed to introducing corporate governance practices in tandem with domestic and international developments to position it to conform to the best governance practices.

Our Governance philosophy

The company's philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity in all facets of its operation and in all its interactions with its stakeholders including shareholders, employees, the government, lenders and the society. The company believes that all its operations and actions must be the underlying goal of enhancing overall shareholder value, over a sustained period. In our commitment to practice sound governance principles, we are guided by the following core principles:

- **Transparency**
To maintain the highest standards of transparency in all aspects of our interactions and dealings
- **Disclosures**
To ensure timely dissemination of all price sensitive information and matters of interest to our stakeholders.
- **Accountability**
To demonstrate highest levels of personal responsibility and continually affirm that employees are responsible to themselves for the pursuit of excellence.
- **Compliances**
To comply with all the laws and regulations as applicable to the company
- **Ethical conduct**
To conduct the affairs of the company in an ethical manner
- **Stakeholders' interests**
To promote the interests of all stakeholders including customers, shareholders, employees, lenders, vendors and the community.

Governance practices beyond regulatory requirements

Our governance practices go beyond the statutory and regulatory requirements. Our endeavor is to follow the spirit of good governance than mere compliance with the conditions specified by regulatory authorities. With this objective, we have formulated, inter alia, the following policy documents and introduced best practices of governance:

1. **Values and commitments**
We have set out and adopted policy documents on 'values and commitments' of the Company. We believe that any business conduct can be ethical only when it rests on the nine core values of honesty, integrity, respect, fairness, purposefulness, trust, responsibility, citizenship and caring.
2. **Code of Ethics**
Our policy document on 'code of ethics', in essence, directs that our employees should conduct the business with integrity by excluding consideration of personal advantage.
3. **Business policies**
Our 'business policies' contains the policy on fair market practices, inside information, financial records and accounting integrity, external communication, work ethics, personal conduct, policy on prevention of sexual harassment, health, safety & environment and quality.
4. **Separation of the Board's supervisory role from the executive management**
In line with the best global practices, we have adopted the policy of separating the Board's supervisory role from the executive management and splitting the posts of chairman and MD.
5. **Prohibition of insider trading policy**
This document contains the policy on prohibiting trading in the equity shares of the Company, based on inside or privileged information.
6. **Prevention of sexual harassment**
Our policy on prevention of sexual harassment aims at promoting a productive work environment and protects individual rights against sexual harassment.

7. Whistle blower policy

Our whistle blower policy encourages disclosure in good faith of any wrongful conduct on a matter of general concern and protects the whistle blower from any adverse personnel action.

8. Risk management

Our risk management procedures ensure that the management controls risks through means of a properly defined frame work.

9. Boardroom practices

i. Board charter

The board of directors has adopted a comprehensive board charter. The charter has set out matters relating to board composition, scope and functions of the board and its committees, etc.

ii. Tenure of independent directors

Tenure of independent directors on the board of the Company shall not extend beyond stipulated years, subject to their re-appointment on retirement by rotation as per statutory provisions.

iii. Director's interaction with shareholders

Shri B. Kumar and Shri Ankit Mathur, interact with shareholders on their suggestions and queries which are forwarded to the company.

iv. Meeting of independent directors with operating team

The independent directors of the company meet in executive sessions with the operating teams in each of the respective areas, on a regular basis as they deem necessary. These executive session discussions may include topics such as, operating policies and procedures; risk management strategies;

Measures to improve efficiencies; performance and compensation; strategic issues for board consideration; flow of information to directors; management progression and succession and others as the independent directors may determine. During these executive sessions, the independent directors have access to members of management and other advisors, as the independent directors may determine and deem fit.

10. Commitment of directors

The board meeting dates for the entire financial year are scheduled in the beginning of the year and an annual calendar of meetings of the board and its committees is circulated to the directors. This enables the directors to plan their commitments and facilitates attendance of all directors at the meetings of the board and its committees. Such advance planning of meetings enable the directors to plan their commitments, particularly in the context that the meetings of the board normally extend over the entire working day.

11. Governance practices being followed to promote the interests of our stakeholders

We have in the recent past introduced several trend setting governance practices to improve stakeholder satisfaction.

12. Compliance with clause 49 of the listing agreement

Sterling Greenwoods Limited is fully compliant with the mandatory requirements of clause 49 of the listing agreement formulated by Securities and Exchange Board of India (SEBI).

We present our report on compliance of governance conditions specified in clause 49.

13. Board of directors

1. Board composition - Board strength and representation

As at 31st March, 2011, the board consisted of seven members. The composition of and the category of directors on the board of the company were as under :

Category	Particulars of Director
Promoter & Executive Director	<ul style="list-style-type: none"> - Mr. B. Kumar (Chairman) - Mr. Ankit Mathur (Mg. Director) - Mrs. Kusum B. Kumar (W.T.D.) - Mrs. Meeta Mathur (W.T. D.) - Mr. Umang Vyas (W.T.D.)

Independent & Non Executive Director	<ul style="list-style-type: none"> - Mr. Kunal Mathur (Non-Executive Director) - Mr. P.V.R.N. Iyer (Non-Executive Director) - Mr. Jitendra Vyas (Nominee Director) Resigned w.e.f. : 31-01-2011
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2. Conduct of board proceedings

The day to day business is conducted by the officers and the managers of the Company under the direction of the board entrusted to the Managing Director. The board holds meetings at regular intervals every year to review and discuss the performance of the company, its plans, strategies and other pertinent issues relating to the company.

The board performs the following specific functions in addition to the overseeing of the business and the management:

- Review, monitor and approve major financial and business strategies and corporate actions.
- Assess critical risks facing the company and its mitigation.
- Provide counsel on the selection, evaluation, development and compensation of senior management.
- ensure that processes are in place for maintaining the integrity of
 - the company
 - the financial statements
 - compliance with law
 - relationships with all the stakeholders
 - Delegation of appropriate authority to the senior executives of the company or effective management of operations.

3. Board meetings

Eight Board Meetings were held during the year. They were held on 31st May, 2010, 30th June, 2010, 4th August 2010, 28th September, 2010, 30th October, 2010, 11th December, 2010, 31st January, 2011 and 2nd February 2011

4. Attendance of directors at the Board Meetings held during 2010-11 and the last Annual General Meeting (AGM)

Directors	Meetings In year	Meetings Attended	AGM Attended
Shri B. Kumar	08	08	Yes
Shri Ankit Mathur	08	08	Yes
Smt. Kusum B. Kumar	08	06	Yes
Smt. Meeta Mathur	08	04	No
Shri Umang Vyas	08	05	Yes
Shri Kunal Mathur	08	04	No
Shri P.V. R. N. Iyer	08	04	No
Shri Jitendra Vyas	07	00	No

Notes :

- None of Directors have business relationship with the Company except salary and interest.
- None of the directors receive any loans and advance from the Company

5. Other directorships

None of the directors holds directorships in more than 15 public limited companies.

The details of directorships (excluding private limited, foreign company and companies under section 25 of the Companies Act, 1956), Chairmanships and the Committee memberships held by the directors as on 31st March, 2011

Name of Directors	No. of other Membership / Directorship	Name of Directors	No. of other Membership / Directorship
Shri B. Kumar	2	Shri Umang Vyas	Nil
Shri Ankit Mathur	Nil	Shri Kunal Mathur	Nil
Smt. Kusum B. Kumar	2	Shri P.V.R.N. Iyer	1
Smt. Meeta Mathur	1	Shri Jitendra Vyas	Not available

Notes :

1. The information provided above pertains to the following committees in accordance with the provisions of clause 49 of the listing agreement:
 - a. Audit committee
 - b. Shareholders' / investors' grievances committee
 - c. Membership of committees includes chairmanship, if any.

6. Membership of board committees

No director holds membership of more than 10 committees of boards nor is any director a chairman of more than 2 committees of boards.

14. Details of Directors

The abbreviated resumes of all Directors are furnished hereunder:

- **Shree B. Kumar**
He is Chairman of the company and looking after matters of the Lake & Resort development of the company. Mr. B. Kumar promoted the Company and a talented civil engineer. He was having an experience of 49 years in the field of construction and real estate. He is also Director of the other group companies: - Sterling Resort Private Limited, Greenwood Recreation Private Limited & Greenwood Organizers and Engineers Private Limited.
- **Shree Ankit Mathur**
He is Bachelor of Science in Electrical Engineering from University California, Irvine, United States and also pursuing MBA from Nirma University. After completing his education, he has joined the family business. He was having an experience of 3 years in the field of construction and real estate and Resort Business.
- **Smt. Kusum B. Kumar**
She is the Whole Time Director in the Company. A well experienced woman having wide knowledge of housekeeping and hospitality. She is also Director of the other group companies: - Sterling Resort Private Limited, Greenwood Recreation Private Limited & Greenwood Organizers and Engineers Private Limited.
- **Smt. Meeta Mathur**
She is the Whole Time Director of the Company. A qualified architect from CEPT, She is also the director of the other group company: - Sterling Resort Private Limited.
- **Shree Kunal Mathur**
He is the Director of the Company and practicing as architecture in Delhi from 1982. He is working as a partner in Architect Yehnder Mathur (firm name) since 1982. Have offices in New Delhi and Head Office in Chandigarh. Notable projects in Ahmedabad: Sterling Hospital and Sabarmati Island Dry Port for Container Corporation of India. Passed from School of Architecture, CEPT, India's premier school for Architecture and is a member of Council of Architecture.
- **Shree Umang Vyas**
He is the Director of the Company and full-time working with the company since last 18 years. He is looking after real estate business. He has an experience of 30 years in the field of construction and real estate.
- **Shree P.V.R.N. Iyer**
He is an Independent Director in the Company. He is also Director of the other companies: - Optisurgicare (India) Private Limited.
- **Insurance coverage**
The company has not obtained director's liability insurance coverage in respect of any legal action that might be initiated against directors.
- **Audit Committee :**
All the members of Audit Committee have good knowledge of finance, accounts and company law. The chairman of committee has financial management expertise. The committee held 4 (four) meetings during the year. The audit committee also advises the management on the areas where internal audit can be improved. The minutes of the meetings of the audit committee are presently comprises of majority of Independent Directors.

committee are placed before the board. The terms of reference of the audit committee are in accordance with all the items listed in clause 49 (II) (D) and (E) of the listing agreement and section 292A of the Companies Act, 1956, as follows:

1. Overseeing of the company's financial reporting process and the disclosure of its financial information to ensure that the financial information is correct, sufficient and credible.
2. Recommending the appointment, reappointment and replacement / removal of statutory auditors and fixation of audit fee.
3. Approve payment for any other services by statutory auditors.
4. Reviewing with management the annual financial statements before submission to the board, focusing primarily on;
 - a. Matters required being included in the directors' responsibility statement included in the report of the board of directors.
 - b. Any changes in accounting policies and practices.
 - c. Major accounting entries based on exercise of judgment by management.
 - d. Qualifications in draft statutory audit report.
 - e. Significant adjustments arising out of audit.
 - f. Compliance with listing and other legal requirements concerning financial statements.
 - g. Any related party transactions.
5. Reviewing with the management the quarterly financial statements before submission to the board for approval.
6. Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
7. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and Seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up thereon.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non-payment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower mechanism, in case the same are existing.
13. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
14. Review the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Internal audit reports relating to internal control weaknesses;
 - Management letters / letters of internal control weaknesses issued by statutory / internal auditors;
 - Statement of significant related party transactions; and
 - The appointment, removal and terms of remuneration of the auditor shall be subject to review by the Audit Committee.

The Audit Committee has the following powers:

- i. to investigate any activity within its terms of reference.
- ii. To seek any information from any employee.
- iii. To obtain outside legal and professional advice.
- iv. To secure attendance of outsiders with relevant expertise, if it considers it necessary.

Attendance at the meetings of the Audit committee held during year 2010-11

Directors	Meetings in year	Attended
Shri B. Kumar	4	4
Shri Umang Vyas	4	4
Shri P.V.R.N. Iyer	4	4