

Taneja Aerospace And Aviation Limited



Annual Report 2007 - 08

Annual Report 2007-08

BOARD OF DIRECTORS

SALIL TANEJA

Chairman

A. K. JAIN

J. P. SUREKA

B. R. TANEJA

S. K. NEWLAY

R. SURIE

C. S. KAMESWARAN

(Managing Director)

COMPANY SECRETARY

R.J. JOSHI (w.e.f. August 1, 2008)

AUDITORS

M/S HARESH UPENDRA & CO.

Chartered Accountants

BANKERS

Bank of India
Canara Bank

Bank of Baroda
State Bank of India

REGISTERED OFFICE

Belagondapalli Village, Thally Road,
Denakanikotta Taluk, Krishnagiri Dist.
Belagondapalli 635114, Tamil Nadu

SHARE TRANSFER AGENTS

Sharepro Services (India) Pvt. Ltd
3, Chintamani Apartments, Lane No. 13,
Off V. G. Kale Path, 824/D Bhandarkar Road,
Pune - 411 004

CORPORATE OFFICE

Block 'B', 2nd Floor,
Akshaya Commercial Complex,
26, Victoria Road,
Bangalore - 560 047

WORKS

Belagondapalli - 635 114,
Thally Road, Denkanikottai Taluk,
Krishnagiri Dist.,
Tamilnadu.

Annual General Meeting at Belagondapalli Village, Thally Road, Denakanikotta Taluk, Krishnagiri Dist.
Belagondapalli 635114, Tamil Nadu on Tuesday, September 30, 2008 at 11.00 a.m.

DIRECTORS' REPORT

To the Members of Taneja Aerospace and Aviation Limited

Your Directors have the pleasure of presenting the nineteenth Annual Report 2007-08 and the Audited Accounts for the nine months period ended March 31, 2008.

FINANCIAL HIGHLIGHTS

	(Rs in Lacs)	
	2007-08 (9 months period)	2006-07 (15 months period)
Gross Sales	1691.54	2281.58
Operating Expenditure	1392.71	1430.55
Finance Charges	147.41	259.69
Depreciation	144.05	187.03
Prior year Income (Net)	(38.01)	0.65
Provision for Taxation (including deferred and fringe benefit tax)	6.04	162.72
Profit after tax	(36.68)	242.24
Cash Profit	105.82	429.27

Your Directors wish to report that during the nine months period ended on March 31, 2008 the Company registered a pre-tax profit of Rs 7.37 lacs (Previous year Rs 404.31 lacs).

DIVIDEND

Your Directors do not recommend dividend for the period under review ended on March 31, 2008.

OPERATIONS

During the period under consideration, the revenue from Aerostructures and other Strategic Business activities of the Company was equal. Your Company continued to get regular orders for all the Strategic Business units.

FINANCE

During the period under consideration, your Company has repaid the long term debts to the consortium banks to improve its debts equity ratio and offset the additional interest burden consequent to increase in the interest rate during the same period.

PROJECTS

Construction of Runway with Night Landing and Navigational facilities are under implementation, taking into consideration the requirements of Airbus A 320 and Boeing 737. In addition, civil work required for MRO services is nearing completion.

In the manufacturing front, the Company has successfully commissioned certain Unique equipments to address the growing Domestic and Global Aviation requirements.

The Company is also in the process of augmenting certain additional facilities to meet the Global Standards and Customers requirements.

RESEARCH & DEVELOPMENT

The Company has a continuous R & D program related to the indigenization of components for Civil and Defence Aircraft and to the design of modifications for aircraft or aircraft sub-system. The details of such R & D efforts are described in the Annexure I to this Report.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr A K Jain, Mr S K Newlay and Mr J P Sureka retire by rotation and being eligible, offer themselves for re-appointment.

CHANGE OF REGISTERED OFFICE OF THE COMPANY

The Members are informed that the Company has received an Order dated January 17, 2008 from the Company Law Board, Western Region Bench, Mumbai with respect to the change of Registered Office of the Company from the State of Maharashtra to the State of Tamil Nadu. The said Order has been taken on record and confirmed by the Registrar of Companies, Coimbatore, Tamil Nadu on May 8, 2008. Accordingly the Registered Office of the Company stand shifted to Belagondapalli Village, Thally Road, Denkanikotta Taluk, Kirshnagiri Dist., Belagondapalli - 635114, Tamil Nadu w. e. f. May 08, 2008.

AUDITORS

Haresh Upendra & Co., Chartered Accountants retire as Statutory Auditors of the Company at the conclusion of the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment. In respect of the Qualifications by the Auditors, it has been explained in relevant Accounting Policies and Notes on Accounts in Schedule 14, which are self explanatory and therefore do not call for any further comments.

SUBSIDIARIES:

Your Company has the following subsidiaries as on March 31, 2008.

- 1) TAAL Infrastructure Private Limited, Chennai.
- 2) MM Infoproc Services Private Limited, Hosur.
- 3) First Airways Inc, Delaware, USA.

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As required under Section 212 of the Companies Act, 1956 the Balance Sheet, Profit and Loss Account, Directors Report and the Report of the Auditors of above subsidiaries are annexed to this report.

FIXED DEPOSITS

The Company has not accepted any Deposits from the public.

CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on Corporate Governance and Management Discussion and Analysis together with a Certificate from the Auditors of the Company on compliance, forming part of the Directors' Report is attached to this report.

DISCLOSURE PARTICULARS

The Particulars in respect of energy conservation, technology absorption and foreign exchange earnings outgo, etc. as required under Section 217(1) (e) of the Companies Act, 1956 are given in Annexure I to this Report.

The particulars of employee as required under Section 217 (2A) of the Companies Act, 1956 forming part of this Report are given in Annexure II to this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 217 (2AA) of the Companies Act, 1956 the Directors' Responsibility Statement is given hereunder:

- i) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.

- ii) that the Directors have selected 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 for the nine months period ended March 31, 2008 and of the Loss of the Company as on that date.
- iii) that the Directors have taken proper and sufficient care for the maintenance of 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;
- iv) that the Directors have prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

The Board expresses its sincere gratitude for the continued support and guidance received by the Company from the Government of India, Government of Maharashtra and Tamil Nadu, the Reserve Bank of India, Stock Exchanges and other regulatory agencies. The Board would like to acknowledge the continued support of its bankers, vendors, clients and investors. The Directors also wish to place on record their gratitude and appreciation of the employees' hard work, dedication, team work and professionalism in meeting the Company's objectives.

For and on behalf of the Board of Directors

Salil Taneja
Chairman

Pune
August 25, 2008

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development

The Company's focus is on three aviation related activities viz Aircraft Sales and Services; Aero structures (Manufacturing) and Airfield Services and MRO. Each activity is of an independent nature, however influenced by factors like Economic and Industrial environment, Commercial Aviation business climate, Government policies, Defence Sector requirements, etc. except the fact, the activities are likely to mature over medium to long term due to technological reasons, the Company sees consistent growth in all the business activities.

Opportunities

Aircraft Sales

Aircraft coming to play an important business tool in business growth amongst Indian industries coupled with companies owning outdated turboprops contemplating to replace with Modern business jets and with Cessna dominating the light and mid sized jet market world wide, your Company sees a good business opportunity to derive benefit from this situation.

Aerostructures

With the Indian space programs becoming launch pad for foreign satellites increasing the frequency of space launches, your Company being a company associated with the Indian space Organization in their programs can look forward to better volumes in Aerospace business. Similarly organization such as Hindustan Aeronautics Limited (HAL) with huge orders in the basket are looking for support of private enterprises' to meet its growing requirements. With its infrastructure, your Company sees tremendous business opportunities and better volumes in Aviation Business. With leading Indian industrial houses being considered for participation in National Defence Production Programs and Government's Civil offset policy necessitating Global leading Aircraft Manufacturers to source their requirements from Indian enterprises, your Company is in advantageous situation to derive better benefits from these activities.

Airfield Services and MRO

Your Company is in a Unique Position with necessary Maintenance Approvals, Dedicated

Hangers, Apron, Testing facilities and Manufacturing support giving one stop solution for Aircraft Maintenance activities. The Runway with Night landing facilities to receive A 320 and Boeing 737 series Aircraft will be ready shortly. In-Principle SEZ approval for Airport / Aviation sector business would give fillip to your Company's MRO park and Airport related activities. Over all, your Company sees good prospects in the medium to long term. Further, your Company's credential as an Authorized Representative of Cessna for the maintenance of Cessna Aircraft in India is considered as a value addition and promotion tool to its Cessna Aircraft Sales activity in India.

Product wise Performance

The Product wise performance is as follows.

	(Rs in Lacs)	
	2007-08	2006-07
	(9 months period)	(15 months period)
Aero Structure	742.07	1136.69
Agency Sales	382.27	452.92
Air Management	315.80	432.88
Total	1440.14	2022.49

Outlook

With Eleventh Five Year Plan targeting an average annual growth of 9 per cent, it is perceived that Indian Economy and Industrial performance would continue to maintain its current performance level in the years to come. In the General Aviation front, with the current trend as an indicator, the Company sees improvement in requirement of Corporate Jets from the Industries for their business development and growth. Implementation of Government policy on offset program; increase in outsourcing from Indian Defence and Aviation Sectors to private enterprises; increase in space launches and some of the defence development projects entering into series production, your Company sees tremendous business opportunities for its manufacturing activities. With your Company's quality system certification meets the requirements of the Standard AS 9100 B and further upgradation to be on par with Global Aviation Standards, your Company sees good business prospects with some of the Global Aviation related Manufacturing Companies on long term basis in the near future.

Risks and Concerns

Frequent increase in the Aviation fuel pricing and consequent slow down in the Airline Operations coupled with economic slow down can have an impact on the

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operations and revenues of the Company. With respect to export business of Aero structures, technology being high end - build up of confidence and development of business relations meeting their requirements are taking longer time than thought earlier. Apart from these, the other risks relate to natural disaster, economic and geopolitical problems.

Internal Control Systems and Adequacy

Responding to the growing business requirements the Company is augmenting its internal control system with regard to Financial and Operating functions. The Company, however continues its efforts to strengthen the same through periodical reviews.

Financial Performance

The Financial performance for the Nine months period ended March 31, 2008 as compared to the previous period is given below :

	(Rs in Lacs)	
	2007-08	2006-07
	(9 months period)	(15 months period)
Gross Sales	1691.54	2281.58
Profit after Interest		
but before depreciation	151.24	591.33
Depreciation	144.05	187.03
Prior year Income (Net)	(38.01)	0.65
Provision for Income Tax		
(Including deferred and		
fringe benefit tax)	6.04	162.72
Profit after Tax	(36.68)	242.23
Cash Profit	105.82	429.27

Material Developments in Human Resources / Industrial Relations.

The Company maintained cordial industrial relations with its employees and entered into three years wage settlement with its workers union. The Company continued to focus its Human Resources activities for building suitable talent to meet future challenges.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's projections, estimates, expectations or predictions are 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include demand- supply conditions, raw materials prices, changes in Government regulations, tax regime, economic developments within the country and other factors such as litigation and labour negotiations.

For and on behalf of the Board of Directors

Salil Taneja
Chairman

Pune
August 25, 2008

CORPORATE GOVERNANCE REPORT**COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company has a strong value system comprising of honesty, integrity, secularity and equal opportunity for all. We at Taneja Aerospace And Aviation Limited (TAAL), strive to provide our stakeholders with maximum information relating to the affairs of the Company with an attempt to bring about total transparency in our working. We believe that good governance is the corner stone of any successful organization and we continuously endeavour to improve our standards of governance.

BOARD OF DIRECTORS

The composition of the Board of Directors, their attendance at Board Meetings held during the year and at the last Annual General Meeting as also the number of Directorships in other public companies and memberships in various committees across all public companies as on March 31, 2008 are as follows:

Name of the Director	Category	For Nine Months period July 1, 2007 to March 31, 2008 attendance at		As on Date		
		Board Meetings	Last AGM	No. of Directorships in other public companies*	Committee positions	
					Member	Chairman
Mr. Salil Taneja	Promoter Non Executive Director	2	Yes	2	-	-
Mr. A K Jain	Non Executive Independent Director	4	Yes	1	-	1
Mr. S K Newlay	Non Executive Independent Director	1	Yes	2	-	-
Mr. J P Sureka	Non Executive Independent Director	4	Yes	1	1	-
Mr. Rakesh Surie	Non Executive Independent Director	—	No	-	-	-
Mr. B R Taneja	Promoter Non Executive Director	4	Yes	1	-	-
Mr. C S Kameswaran	Executive Director	3	Yes	-	-	-

* This does not include Directorships in Private Limited Companies, Foreign Companies and Companies under Section 25 of the Companies Act, 1956.

During the period under review four Board Meetings were held on

Sr. No.	Date of Meeting
1.	July 31, 2007
2.	October 29, 2007
3.	January 23, 2008
4.	January 31, 2008

The composition of the Board is in conformity with the stipulations in Clause 49 of the Listing Agreement.

The Board has complete access to all the relevant information available within the Company.

Appointment/Re-appointment of Directors

In terms of the Articles of Association of the Company and the relevant provisions of the Companies Act, 1956, Mr. A K Jain, Mr. S K Newlay and Mr J P Sureka, retire by rotation in the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

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Brief resume of the Directors proposed to be appointed / re-appointed is given below:

Mr. A K Jain is an Industrialist with business interest in financial services, mining and mineral processing of iron ore, China clay, graphite, etc in Jharkhand and Orissa. He is also a Promoter Director of ISMT Limited

Mr. S K Newlay is Post Graduate in Science and CAIIB. He was associated with the Reserve Bank of India and served as Chief General Manager of RBI College of Agricultural Banking, Pune. He has been faculty member of RBI Staff College, Chennai. He has wide experience in financial analysis. He is also a Director of Oriental Bank of Commerce.

Mr. J P Sureka is an industrialist based in Kolkata with business interests in Steel. He is a Promoter Director of ISMT Limited and is also a Director in Shentracon Chemicals Limited, and Prismo (India) Limited.

AUDIT COMMITTEE

The composition of the Audit Committee and attendance of each Director is given hereunder :

Name of Director	Chairman or Member	No. of Meetings Attended
Mr. S.K. Newlay (Independent)	Chairman	1
Mr. A.K. Jain (Independent)	Member	3
Mr. J.P. Sureka (Independent)	Member	3

During the period under review, three meetings of Audit Committee were held on

Sr. No.	Date of Meeting
1	October 29, 2007
2	January 23, 2008
3	January 31, 2008

Mr. S K Newlay, the Chairman of the Audit Committee was present at the last Annual General Meeting.

The terms of reference of the Audit Committee are in conformity with the provisions of Section 292A of the Companies Act 1956 and the stipulations of Clause 49 of the Listing Agreement with the Stock Exchanges.

MANAGERIAL REMUNERATION**a) Remuneration Committee:**

The Remuneration Committee comprised of Mr. J P Sureka, Chairman, Mr. A K Jain and Mr. S K Newlay as its members.

The Remuneration Committee is empowered to fix, review, and recommend the remuneration payable to Whole Time Directors.

During the period under review meeting of Remuneration Committee was held on October 29, 2007 which was attended by Mr. J P Sureka and Mr. A K Jain.

b) Remuneration Policy :

The remuneration of the Whole Time Directors is decided by the Board of Directors based on the recommendations of the Remuneration Committee, which inter-alia is based on the criteria such as industry pattern, qualifications, experience, responsibilities, individual qualities and performance of Whole Time Directors.

The Company pays remuneration by way of salary, perquisites and allowance to its Whole Time Directors. No remuneration is paid by way of commission to any Non-Executive Director.

The Company pays sitting fees of Rs. 5000/- each for attending Board Meeting and Rs 2500/- each for attending Committee Meeting by Non Executive Directors.

There has been no change in the Remuneration Policy of the Company.

c) Remuneration to Directors:

A Statement on the remuneration paid to the Whole Time Directors and Sitting Fees paid to Non Executive Directors during the nine months period ended on March 31, 2008 is given below.

Name of Director	Salary & Perquisites p.a (Rs)	Sitting fees (Rs)
Mr K Rustumji	NA	12,500
Mr S Taneja	NA	10,000
Mr A K Jain	NA	35,000
Mr S K Newlay	NA	10,000
Mr J P Sureka	NA	35,000
Mr R Surie	NA	-
Mr B R Taneja	NA	20,000
Mr C S Kameswaran	16,34,550	NA

Note: Salary and perquisites include other allowances, contribution to Provident Fund and Superannuation, Leave Travel Allowance, medical reimbursement and accommodation provided.

SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE

This Committee is comprised of Mr. A.K. Jain, Mr. S.K. Newlay and Mr. J.P. Sureka. During the period under review the Committee has held two meetings i.e. on October 29, 2007 and January 23, 2008.

The attendance at the Committee Meetings is as under:

Name of Director	Chairman or Member	No. of Meetings Attended
Mr. A.K. Jain	Chairman	2
Mr. S.K. Newlay	Member	1
Mr. J.P. Sureka	Member	2

Taneja Aerospace And Aviation Limited

During the period under review all the complaints/ grievances that were received from the shareholders/ investors, have been attended to and satisfactorily resolved. No valid transfer/ transmission of shares were pending as on March 31, 2008.

The information about complaints received and their disposal is tabulated hereunder:

Nature of Complaints	No. of Complaints received during the period under review	No. of Complaints redressed during the period under review
Non receipt of shares after transfer	02	02
Non receipt of demat credit	01	01

COMPLIANCE OFFICER:

Mr. R. J. Joshi, Company Secretary has been appointed as a Compliance Officer of the Company for complying with the requirements of the Listing Agreement with the Stock Exchanges and requirements of SEBI (Prohibition of Insider Trading), Regulations 1992 as amended from time to time.

CODE OF CONDUCT

The Board has laid down a code of conduct for all Board Members and Senior Management Personnel of the Company. The code of conduct is posted on the website of the Company. (www.taal.co.in)

OTHER DISCLOSURES

Details of related party transaction are furnished in Note No 14 in part B of Schedule 14 under Notes on Accounts.

There were no instances of material non-compliances and no strictures or penalties imposed on the Company either by SEBI, Stock Exchanges or any other statutory authorities on any matter related to capital market during the last three years.

CEO/CFO CERTIFICATION:

In accordance with Clause 49(V) of the Listing Agreement, the CEO and CFO have given their certificate to the Board.

MEANS OF COMMUNICATION

Quarterly and half yearly results: Published in Financial Express (English), Dinathanthi (Tamil) and website of the Company (www.taal.co.in) and on BSE website (bseindia.com – Scrip code 522229).

DESIGNATED EXCLUSIVE EMAIL ID OF THE COMPANY

The company has designated the following E-mail ID

exclusively for investor servicing:
secretarial@taal.co.in

GENERAL MEETINGS

Location and time of General Meetings held in last 3 years:

Year	Type	Date	Venue	Time	No. of Special Resolutions passed
2006-07	AGM	28/2/08	Taj Blue Diamond, Koregaon Road, Pune 411001	11:00AM	—
2005-06	AGM	29/9/06	Taj Blue Diamond, Koregaon Road, Pune 411001	11:00 AM	2
2004-05	AGM	29/9/05	Le Meridien, RBM Road, Pune 411001	11:00 AM	1

All special resolutions moved at the Annual General Meeting (AGM) were passed unanimously on show of hands.

Pursuant to the provisions of Section 192A of the Companies Act, 1956, matter relating to the sale/transfer of the Company's Airport Business to the subsidiary Company which was dealt by Postal Ballot, was passed by majority of votes i.e. 99.94 per cent on February 28, 2008. Mr. M B Kasodekar of MRM Associates, Practising Company Secretaries conducted the Postal Ballot exercise.

GENERAL SHAREHOLDERS INFORMATION

AGM Date and Time	Tuesday September 30, 2008-11.00 AM
Venue	Belagondapalli Village, Thally Road, Denakanikotta Taluk, Krishnagiri District, Belagondapalli- 635114 Tamil Nadu
Financial Period	July 1, 2007 - March 31, 2008
Date of Book Closure	September 22, 2008 to September 30, 2008
Listed on Stock Exchange	PSE, BSE & Luxembourg Stock Exchange
Security Code (BSE)	522229
ISIN No Allotted to Equity Shares	INE 692C01020
Luxemburg Stock Exchange Security Code	US 8753891089
Registered Office	Belagondapalli Village, Thally Road, Denakanikotta Taluk, Krishnagiri District, Belagondapalli- 635114 Tamil Nadu
Address for Correspondence	Belagondapalli Village, Thally Road, Denakanikotta Taluk, Krishnagiri District, Belagondapalli- 635114 Tamil Nadu
Plant Location	Belagondapalli Village, Thally Road, Denakanikotta Taluk, Krishnagiri District, Belagondapalli- 635114 Tamil Nadu

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The performance of the Company's scrip on the BSE as compared to the BSE 500 Index is as under:

Month	Share Price		BSE 500 Index	
	High Rs.	Low Rs.	High	Low
July 2007	239.10	177.70	6174.49	5801.90
August 2007	179.70	145.00	5987.59	5457.00
September 2007	193.25	154.00	6773.54	6013.97
October 2007	172.10	119.50	7785.22	6764.77
November 2007	179.80	122.05	7999.53	7467.75
December 2007	234.70	159.00	8592.43	7995.62
January 2008	273.50	159.65	8882.28	6737.12
February 2008	195.00	141.50	7537.81	6629.64
March 2008	174.95	99.50	6751.98	5837.37

Dematerialization of Shares

Nearly 94.26 per cent of total Equity Capital is held in demat form with NSDL and CDSL as on March 31, 2008.

Share Transfer System

The Equity Shares of the Company are traded compulsorily in Demat Form on the Stock Exchanges.

Shares received for transfer in physical mode are processed and valid transfers are approved within stipulated time frame.

Duly transferred share certificates are generally dispatched within 30 days from the date of receipt.

Pursuant to Clause 47 (c) of the Listing Agreement with the Stock Exchanges, certificate on half yearly basis have been filed with the Stock Exchanges for due compliance of share transfer formalities by the Company.

In terms of guidelines issued by SEBI, the Secretarial Audit Report for all the quarters have been filed with the Stock Exchanges, which inter-alia gives details about the reconciliation of Share Capital (both physical and demat).

Distribution of Shareholding of the Company as on March 31, 2008:

Share holding of nominal value of Rs		No. of Share holder(s)	% to Total	No. of Shares	% to Total
Up to	5,000	16953	95.236	2789673	11.190
5,001	10,000	345	1.938	545403	2.188
10,001	20,000	256	1.438	727341	2.917
20,001	30,000	88	0.494	436346	1.750
30,001	40,000	22	0.124	152766	0.613
40,001	50,000	33	0.185	320355	1.285
50,001	1,00,000	43	0.242	631819	2.534
1,00,001	and above	61	0.343	19327033	77.523
Total		17801	100.00	24930736	100.00

REGISTRAR AND SHARE TRANSFER AGENT

In accordance with the Securities and Exchange Board of India (SEBI) directive, the Company has appointed Sharepro Services (India) Pvt Ltd as a common agent for all investor services viz. processing of transfers, subdivision, consolidation and for rendering demat services such as dematerialisation and rematerialisation of shares, etc. Shareholders may contact the Share Transfer Agent, on the following address:

Sharepro Services (India) Pvt Ltd	Sharepro Services (India) Pvt Ltd
Satam Estate, 3 rd Floor Above Bank of Baroda Cardinal Gracious Road, Chakala, Andheri (E) Mumbai - 400 099 Tel. +91-22-28348218 Fax +91-22-28375646	3, Chintamani Apartments, Lane No 13, Off V G Kale Path 824/D, Bhandarkar Road Pune - 411 004 Tel. +91-20-25662855/56 e-mail: sharepropune@vsnl.net

As regards to the shareholding in electronic form shareholders are requested to write to their respective Depository Participant and provide Bank Mandate details, ECS particulars, etc, so as to facilitate expeditious payment of Corporate Action, if any.

Outstanding GDRs/ ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity:

The Company has no outstanding GDRs nor the Company has issued any ADRs / Warrants during the period under review.

For and on behalf of the Board of Directors

Salil Taneja
Chairman

Pune
August 25, 2008