

# **Trend Electronics Limited**

**19th Annual Report  
2007-2008**

# TREND ELECTRONICS LIMITED

(Formerly : Videocon Communications Limited)

## BOARD OF DIRECTORS

Venugopal N. Dhoot  
Pradipkumar N. Dhoot  
S. Padmanabhan  
Rajesh Rathi  
Subhash S. Nabar  
Bhopinder K. Chopra  
Vivek D. Dharm

## AUDITORS

### KHANDELWAL JAIN & CO.

Chartered Accountants  
12-B, Baldota Bhavan  
117, Maharshi Karve Road,  
Opp. Churchgate Railway Station,  
Mumbai - 400 020

### KADAM & CO.

Chartered Accountants  
Ahmednagar College Road, Kothi,  
Near Badve Petrol Pump,  
Ahmednagar - 414 001

## BANKERS

State Bank of Hyderabad  
Central Bank of India  
Punjab National Bank  
ING Vysya Bank Limited  
Indian Bank

## COMPANY SECRETARY

Gayathri R. Girish

## REGISTERED OFFICE & MANUFACTURING FACILITY

20 KM. Stone, Aurangabad - Beed Road, Village Bhalgaon,  
Aurangabad - 431 210 (Maharashtra)

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## NOTICE

**NOTICE** is hereby given that the Nineteenth Annual General Meeting of **TREND ELECTRONICS LIMITED** (formerly: Videocon Communications Limited) ("the Company") will be held on Monday, 30<sup>th</sup> March, 2009 at the Registered office of the Company at 20 KM Stone, Aurangabad Beed Road, Village Bhalgaon, Aurangabad 431 210 (Maharashtra) at 4.00 P.M. to transact the following business:

**ORDINARY BUSINESS:**

- Adoption of audited Annual Accounts, Reports of the Directors and Auditors**  
To receive, consider and adopt the Audited Balance Sheet as at 30<sup>th</sup> September, 2008, the Profit and Loss Account for the financial year ended on that date and the Reports of the Directors and Auditors thereon.
- Declaration of Dividend**  
To declare a dividend on Equity Shares.
- Re-appointment of Mr. Pradipkumar N. Dhoot, Director retiring by rotation**  
To appoint a director in the place of Mr. Pradipkumar N. Dhoot, who retires by rotation and, being eligible, offers himself for re-appointment.
- Re-appointment of Mr. Subhash S. Nabar, Director retiring by rotation**  
To appoint a director in the place of Mr. Subhash S. Nabar, who retires by rotation and, being eligible, offers himself for re-appointment.
- Appointment of Statutory Auditors**  
To appoint M/s Khandelwal Jain & Co., Chartered Accountants, Mumbai and M/s Kadam & Co., Chartered Accountants, Ahmednagar as Joint Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s Khandelwal Jain & Co., Chartered Accountants, Mumbai and M/s Kadam & Co., Chartered Accountants, Ahmednagar be and are hereby appointed as Joint Auditors of the Company to hold office until the conclusion of next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Director or the Audit Committee of the Board of Directors."

**SPECIAL BUSINESS:**

- Appointment of Mr. Subhash S. Dayama as Director**  
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT in accordance with the provisions of Section 255, 256, 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Subhash S. Dayama, in respect of whom the Company has received a notice, in writing, from a Member proposing his candidature, be and is hereby appointed as a director of the Company liable to retire by rotation, under the provisions of the Articles of Association of the Company."

By Order of the Board of Directors of  
**TREND ELECTRONICS LIMITED**

Gayathri R. Girish  
Company Secretary

Mumbai  
26<sup>th</sup> February, 2009

**Registered Office:**  
20 KM Stone, Aurangabad Beed Road,  
Village Bhalgaon, Aurangabad 431 210. (Maharashtra)

**NOTES:**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- An explanatory statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
- Corporate Members intending to send their authorized representatives to attend the 19<sup>th</sup> Annual General Meeting are requested to send a certified copy of their Board Resolution authorizing their representative to attend and vote at the said Annual General Meeting.
- Members/Proxies/Representatives should bring the enclosed Attendance Slip, duly filled in, along with their copy of Annual Report to the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Members holding shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to apply for consolidation to the Company's Registrar and Transfer Agent, M/s. MCS Limited, alongwith the relevant share certificates to consolidate their holdings into a single folio.
- The Register of Members and Share Transfer Books shall be closed from 17<sup>th</sup> March, 2009 to 30<sup>th</sup> March, 2009 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the 19<sup>th</sup> Annual General Meeting.

- The Dividend as recommended by the Board of Directors, if declared at the 19<sup>th</sup> Annual General Meeting, will be paid on or around 10<sup>th</sup> April, 2009:
  - to those Members who hold shares in physical form and whose names appear on the Company's Register of Members on 17<sup>th</sup> March, 2009; and
  - in respect of shares held in electronic form, the dividend will be paid to the beneficial owners of the shares as at the close of business hours on 16<sup>th</sup> March, 2009 as per the particulars of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
- Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, the Company has transferred the unclaimed dividends for the financial year 2000-2001 to the Investor Education and Protection Fund established by the Central Government. Dividend for the financial year ended 2001-2002 and thereafter, which remain unclaimed for a period of 7 years will be transferred to Investor Education and Protection Fund (IEPF). Members who have not encashed dividend warrant(s) for the aforesaid years are requested to contact the Company's Registrar and Transfer Agent, M/s. MCS Limited for seeking issue of duplicate warrant(s). Members are requested to note that no claims shall lie against the Company or IEPF in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates they first became due for payment and no payment shall be made in respect of any such claims.
- The shares of the Company are tradeable compulsorily in electronic form and your Company has established connectivity with both the depositories i.e., NSDL and CDSL. In view of the enormous advantages offered by the Depository system, Members are requested to avail the facility of dematerialization of the Company's shares on either of the depositories, as aforesaid.
- In terms of the Articles of Association of the Company, Mr. Pradipkumar N. Dhoot, Mr. Rajesh Rathi and Mr. Subhash S. Nabar are liable to retire by rotation. Out of the retiring directors, Mr. Pradipkumar N. Dhoot and Mr. Subhash S. Nabar offer themselves for re-appointment. Mr. Rajesh Rathi shall cease to be director at the ensuing Annual General Meeting.  
Further, the Company has received a notice, in writing, from a member alongwith a deposit of Rs. 500/- (Rupees: Five Hundred only) proposing the candidature of Mr. Subhash S. Dayama for the office of the Board of Directors of the Company under the provisions of Section 257 of the Companies Act, 1956. The appointment of Mr. Subhash S. Dayama may be considered as an appointment to fill the vacancy that would arise upon cessation of Mr. Rajesh Rathi at the ensuing Annual General Meeting, since not offered himself for re-appointment.  
A brief profile of Directors seeking appointment / re-appointment forms part of Corporate Governance Report.
- Relevant documents referred to in the accompanying Notice are open for inspection at the Registered office of the Company on all working days, between 12.00 Noon to 3.00 PM upto the date of the Annual General Meeting.

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

**ITEM NO. 6:**

The Company has received a notice in writing from a member along with a deposit of Rs. 500/- (Rupees Five Hundred Only) proposing the candidature of Mr. Subhash S. Dayama for the office of the Board of Directors of the Company under the provisions of Section 257 of the Act.

Mr. Subhash S. Dayama carries with him vast experience in the field of finance and capital market. Keeping in view his rich expertise, it will be in the interest of the Company that Mr. Subhash S. Dayama be appointed as a director, liable to retire by rotation, in accordance with the provisions of the Articles of Association of the Company.

A brief resume of Mr. Subhash S. Dayama, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is appended to the Notice.

The appointment of Mr. Subhash S. Dayama may also be considered as an appointment to fill the vacancy that would arise upon cessation of Mr. Rajesh Rathi at the ensuing Annual General Meeting, since not offered himself for re-appointment.

Save and except Mr. Subhash S. Dayama none of the other directors of the Company is, in any way, concerned or interested in the Resolution set out at Item No.6 of the notice. The Board recommends the Resolution set out at Item No.6 of the notice for your approval.

By Order of the Board of Directors of  
**TREND ELECTRONICS LIMITED**

Gayathri R. Girish  
Company Secretary

Mumbai  
26<sup>th</sup> February, 2009

**Registered Office:**  
20 KM Stone, Aurangabad Beed Road,  
Village Bhalgaon, Aurangabad 431 210. (Maharashtra)

# TREND ELECTRONICS LIMITED (Formerly : Videocon Communications Limited)

## DIRECTORS' REPORT

Your Directors have great pleasure in presenting the Nineteenth Annual Report of your Company together with the Audited Accounts for the year ended 30th September, 2008.

### FINANCIAL RESULTS

The working of your Company for the year under review resulted in:

(Rs. in Million)

Particulars	Year ended 30.09.2008	Year ended 30.09.2007
Net Sales	7,781.69	8,317.49
Other Income	37.95	30.11
Total Income	7,819.64	8,347.60
Profit before Interest, Tax and Depreciation	293.88	332.24
Interest & Finance Charges	134.66	132.37
Depreciation	123.25	123.68
Profit before Impairment Loss and Taxation	35.97	76.19
Impairment Loss	Nil	27.68
Profit before Tax	35.97	48.51
Provision for Taxation	11.63	31.20
Profit after Tax	24.34	17.31

### OPERATIONS REVIEW

The year 2007 - 08 witnessed a decline of about 6.44% in net sales at Rs. 7,781.69 Million (previous year Rs. 8,317.49 Million). Your Company has recorded a Profit after tax of Rs. 24.34 Million during the year as compared to Profit after tax of Rs. 17.31 Million in the previous year.

### APPROPRIATIONS

#### a) Dividend:

Your directors have pleasure in recommending a dividend of Re. 0.50 (Paise Fifty Only) per equity share of Rs. 10/- each for the financial year ended 30th September, 2008, subject to the approval of the shareholders at the Nineteenth Annual General Meeting. The dividend has been recommended in accordance with the Company's policy of balancing dividend pay-out with the requirement of deployment of internal accruals for its annual growth plans.

The equity dividend, if declared as above, would involve an outflow of Rs. 3.75 Million towards dividend and Rs. 0.64 Million towards dividend tax. The dividend is free of tax in the hands of the shareholders.

#### b) Transfer to Reserves:

Your Directors propose to transfer an amount of Rs. 5.00 Million to the General Reserve. An amount of Rs. 134.61 is proposed to be retained in the Profit and Loss Account.

### TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has transferred a sum of Rs. 0.19 Million in respect of unpaid/unclaimed dividend for 2000-2001 to Investor Education and Protection Fund, since the amount was due and payable and remained unclaimed and unpaid for a period of seven years, in terms of Section 205A(5) of the Companies Act, 1956.

### FIXED DEPOSIT

Your Company has never accepted any fixed deposits within the meaning of Section 58A of the Companies Act, 1956.

### CORPORATE GOVERNANCE

A separate statement on Corporate Governance together with a certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of this Annual Report.

### PERSONNEL

There are no employees drawing remuneration exceeding the monetary ceiling prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

### FOREIGN EXCHANGE EARNINGS AND OUTGO

During the financial year 2007-08 Foreign Exchange Earnings was Rs. Nil and Foreign Exchange outgo was Rs. 1,292.92 Million as against Rs. 0.9 Million and Rs. 835.68 Million, respectively for the previous year.

### CONSERVATION OF ENERGY

The Company continues to give emphasis on conservation of energy, optimum use of energy, power and other power sources. The Company has formed a team of expert engineers engaged in the production activity. The team emphasizes on studying the possibilities of use of various methods of optimum use of energy.

The team submits its report to the top management at regular intervals giving its findings on the productivity, periodical comparative figures of consumption of energy, steps taken by the team during the period, its advantages and results, problems faced and the recommendations of the team on the steps to be taken in reducing the consumption of energy.

As a part of continuous efforts, following steps are taken by the Company:

- Optimum utilization of available resources;
- Proper and timely maintenance of all the machinery & equipment;
- Use of latest technology in production which helps in enhancement of productivity levels;
- Imparting Training to the personnel engaged in the production activity for optimum utilization of resources and conservation of energy;
- Time and motion study of production activity;

- Inspection of machinery by the team of experts at regular intervals;
- Display of charts at the premises, plant, office showing the means for conservation of energy; and
- Training of personnel engaged in the production activity for optimal use of resources and conservation of energy.

### RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION

The Company being a predominant player in the Consumer Electronics and Home Appliances sector gives utmost importance to Research & Development (R & D). The main focus of R & D activity is on:

- Design and development of new models of Televisions in the 29", 21", 20" and 14" segment and new models of Audio/Video Systems/VCD players/DVD/DVB/MPEG 4 players/MP3 players/Music Systems/Home Theatre System;
- Launching of innovative products, development and customisation to meet the perceived needs of consumers;
- Increasing productivity;
- Improvement in quality of products;
- Design Technologically upgraded products in line with the new trends;
- Incorporation of dedicated efficient utilities and optimizing of parameters;
- Providing technical support services for solving problems related to the operations; and
- Provide data for optimizing the process units.

### Benefits derived from Research And Development Activities:

Your Company is deriving best results out of the Research and Development activities. Consumer satisfaction and growth are the ultimate goal of the R & D activities. The Company is continuously initiating efforts to shunt outdated technology and replace the same with the best-in class offers of the times. Your Company continues to adapt the latest advances in technology and upgrade its manufacturing base.

Apart from these, the other benefits derived as a result of R & D activities are:

- Increase in the productivity;
- Providing consumers products having better features, better quality and improved reliability;
- Consumer satisfaction by development of the products best suited to the needs of the Indian consumers; and
- Launching products which with more features that are suitable to all income groups.

During the year under review, the Company has incurred an amount of Rs.0.52 Million towards Research & Development Activities, which amounts to 0.01% of the turnover of the Company.

### Future Plan of action:

The Company is proposing to achieve development in the following areas through Research & Development:

- Launching of new Brands;
- Introduce new features;
- Usage of latest advancement in technology;
- Emphasis on upgrading the technical base to cater to consumer preferences; and
- Explore various means to reduce consumption and optimal utilization of energy.

### INFORMATION TECHNOLOGY

Information Technology is the backbone of any industry in today's environment. The Company has taken it as a tool to improve the productivity, efficiency and reliability. As such the MySAP, the customized ERP programme has already been implemented at the manufacturing facility of the Company.

### HEALTH, SAFETY AND ENVIRONMENT

Your Company attaches utmost importance to safety standards at all installations of the Company. Necessary steps are regularly undertaken to ensure the safety of employees and equipment. Your Company recognizes its role in health and safety, as well as its responsibility towards environment and society. Your Company accords high priority to health education and awareness. Your Company has always appreciated its social responsibility as a part of Corporate Governance philosophy.

### HUMAN RESOURCES MANAGEMENT

The Management believes that the success of any Organisation mainly depends on how efficiently the management makes use of its human resource in the growth and development of the Organisation. Your Company continues to focus on training its employees on a continuing basis, both on the job and through training programs conducted by internal and external experts to face the emerging challenges in the day-to-day activities.

Your Company continuously gives emphasis on use of advance technology in production. With a view to increase the productivity and output the management organizes training programs, lectures of experts, training camps, on regular basis, which boosts, motivates the employees to give their best to the Organisation.

### INDUSTRIAL RELATIONS

Relations with the staff members and the workmen continued to be cordial and satisfactory during the year under consideration.

### BOARD OF DIRECTORS

In terms of the provisions of the Articles of Association, Mr. Pradipkumar N Dhoot, Mr. Rajesh Rath and Mr. Subhash S Nabar are liable to retire by rotation. Out of the retiring directors, Mr. Pradipkumar N Dhoot and Mr. Subhash S Nabar offer themselves for re-appointment. Mr. Rajesh Rath shall cease to be director at the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with a deposit of Rs. 500/- (Rupees Five Hundred Only) proposing the candidature of Mr. Subhash S Dayama for the office of the Board of Directors of the Company under the provisions of Section 257 of the Companies Act, 1956. The appointment of Mr. Subhash S. Dayama may also be considered as an appointment to



## Annual Report 2007-08

fill the vacancy that would arise upon cessation of Mr. Rajesh Rathi at the ensuing Annual General Meeting. The Board recommends their appointment /re-appointment(s).

The Brief profiles of directors being re-appointed at the ensuing Annual General Meeting forms part of the Corporate Governance Report.

#### DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 217(2AA) read with Section 292A of the Companies Act, 1956, we, the Directors of TREND ELECTRONICS LIMITED, state in respect of Financial Year 2007-08 that:

- in the preparation of annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- the Directors have 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 of the Company for that period;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Board has constituted an Audit Committee comprising of Three Independent Directors;
- the Audit Committee has also been delegated with authority for investigation and access for full information and external professional advice for discharge of the functions delegated to it by the Board;
- the Board agrees that the recommendations of the Audit Committee on any matter relating to financial and management including the audit report would be binding on the Board; and
- based on the above, the Internal Audit System and the Audit Committee, the Board opines that the Company has internal control system commensurate with the size of the Company and the nature of its business.

#### SUBSIDIARY COMPANIES

In terms of Section 212 of the Companies Act, 1956, the Annual Report and Accounts together with the statement showing the extent of the Company's interest in the Subsidiary Company, viz., Videocon VCR Securities Limited has been attached to the Balance Sheet.

#### CONSOLIDATED FINANCIAL STATEMENTS

As per the provisions of Clause 32 of the Listing Agreement, your Directors present the consolidated financial statements, duly incorporating the financials of the Company's subsidiary

viz., Videocon VCR Securities Limited. The Consolidated financial results have been prepared in line with the requirements of Accounting Standard 21 "Consolidated Financial Statements".

#### CASH FLOW STATEMENT

As per the requirements of Clause 32 of the Listing Agreement with the Stock Exchange and in accordance with the Accounting Standard on Cash Flow Statement (AS-3) issued by the Institute of Chartered Accountants of India, the Cash Flow Statement is attached to the Balance Sheet and Profit & Loss Account.

#### AUDITORS' REPORT

The Auditors' report is unqualified. The notes to the Accounts referred to in the Auditors Report are self explanatory and therefore do not call for any further clarifications under Section 217(3) of the Companies Act, 1956.

#### AUDITORS

M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai and M/s. Kadam & Co., Chartered Accountants, Ahmednagar, retire as the Statutory Auditors at the conclusion of the 19th Annual General Meeting and offer themselves for re-appointment. M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai and M/s. Kadam & Co., Chartered Accountants, Ahmednagar, have confirmed their eligibility and willingness to accept office, if appointed. The Company has also received certificates from these Auditors to the effect that their reappointment, if made, would be within prescribed limits under Section 224(1B) of the Companies Act, 1956.

The Board recommends their appointment.

#### ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, Financial Institutions, Government Authorities for their consistent support to the Company.

Your Directors wish to place on record their appreciation of the hard work, dedication and commitment of the employees. The Directors are also thankful to the shareholders for their continued support to the Company.

For and on Behalf of the Board of Directors

S. PADMANABHAN  
DIRECTOR

P. N. DHOOT  
DIRECTOR

Place : Mumbai

Date : 26th February, 2009

## CORPORATE GOVERNANCE REPORT

In our Company, Corporate Governance philosophy stems from the belief that corporate governance is a key element in improving efficiency. Corporate Governance is a process that aims to meet shareholders aspirations and societal expectations. It is a commitment that is backed by the fundamental belief of maximizing shareholders value, transparency in functioning, values and mutual trust amongst all the constituents of organization. The philosophy on Corporate Governance is driven by the desire towards attainment of the highest levels of transparency, accountability and equity in all facets of its operations and in all its interactions with its shareholders, employees, the lenders, the government and the society. The Company believes that all its operations and actions must serve the underlying goals of enhancing overall enterprise value and retain shareholders trust, over a sustained period of time.

The Company in its commitment to practice sound governance principles, is guided by the following core principles:

- To maintain the highest standards of transparency in all aspects.
- To ensure timely dissemination of all price sensitive information and matters of interest to our stakeholders.
- To demonstrate the highest levels of personal accountability and to ensure that employees consistently pursue excellence in everything they do.
- To comply with all the laws and regulations as applicable to the Company.
- To conduct the affairs of the Company in an ethical manner.
- To promote the interest of all stakeholders including of customers, shareholders, employees, lenders, vendors, government and the community at large.

#### COMPLIANCE WITH CLAUSE 49 OF THE LISTING AGREEMENT

The Company is in compliance with all the requirements of the code of Corporate Governance as outlined in Clause 49 of the Listing Agreement.

#### 1. BOARD OF DIRECTORS

As on 30<sup>th</sup> September, 2008, the strength of the Board is seven, comprising of two Promoter Non – Executive Directors and five Independent Directors. The Company has duly complied with the requirement under Clause 49 (A) of the listing agreement with the stock exchange as regards the composition of the Board.

The composition of the Board of Directors on 30<sup>th</sup> September, 2008 is tabulated below:

Category	Directors	No. of Directors
Promoter-Non Executive Directors	Mr. Venugopal N Dhoot Mr. Pradipkumar N Dhoot	2
Independent Directors	Mr. S Padmanabhan Mr. Rajesh Rathi Mr. Subhash S. Nabar Mr. Vivek D. Dharm Mr. Bhopinder K. Chopra	5

- Mr. Venugopal N. Dhoot and Mr. Pradipkumar N. Dhoot are relatives within the meaning of Section 6(c) of the Companies Act, 1956.
- None of the Directors of the Company hold any office or place of profit in terms of Section 314 of the Companies Act, 1956.

#### 2. BOARD/COMMITTEE PROCEEDINGS

The Board holds periodic meetings every year after giving due advance notice to review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company. The Company has defined procedures for meetings of the Board of Directors and Committees thereof so as to facilitate decision making in an informed and efficient manner as under :

- Detailed agenda, management reports and other explanatory statements are circulated in advance amongst the members for facilitating meaningful, informed and focused decisions. To address specific urgent need, meetings are also being called at shorter notice. The Board is also authorized to pass resolution by circulation for all such matters which are of utmost urgent nature.
- In addition to the functions as performed under the oversight of the management, the Board/Committee reviews, monitors and approves major financial and business strategies and corporate actions. The Board/Committee also reviews the selection, evaluation, development and compensation of senior management. The Board also ensures that processes are in place for maintaining the integrity of the Company and compliance with applicable laws. It also overviews the relationships of the Company with customers, suppliers and stakeholders. The Board also ensures that there is delegation of appropriate authority to the senior executives of the Company for effective management of operations.
- The Board has complete and unqualified access to all information available with the Company. In fact, all items in the agenda are supported by notes on Agenda which are circulated well in advance. The information regularly provided to the Board include:-
  - Quarterly results of the Company;
  - Annual Accounts, Report of the Board of Directors etc;
  - Minutes of the meeting of Audit and other Committees to the Board;
  - Minutes of the Board Meeting, Annual General Meetings of Subsidiary Company and significant transactions if any;
  - Information on recruitment of senior officers and Company Secretary;
  - Major investments, establishment and operations of Joint Venture, Subsidiary, strategic alliances, collaboration etc.;
  - Acquisitions/Amalgamation, if any;
  - Related Party Transactions;
  - Disclosure of Interest by Directors about directorship and committee positions occupied by them in other companies; and
  - Other materially relevant information.
- Minutes of the proceedings of the board/committee meetings are recorded. Draft minutes are circulated amongst all members for their comments. The minutes of the proceedings of the meetings are entered in the minutes book.
- The guidelines for the Board/Committee meetings facilitate an effective post meeting follow-up, review and reporting process for the actions taken on decisions of the Board and Committees.
- The Board periodically reviews the compliance reports to ensure adherence to all applicable provisions of law, rules and guidelines as may be applicable to the Company and takes steps to rectify non-compliances, if any.
- The Company has laid down code of conduct which binds all the Board members and senior management of the Company. A declaration by the Head of Operations to this effect is appended to this report.

# TREND ELECTRONICS LIMITED (Formerly : Videocon Communications Limited)

## 3. BOARD MEETINGS AND ATTENDANCE

8 (Eight) Board Meetings were held during the year 2007-08 on the following dates:

31<sup>st</sup> October, 2007, 28<sup>th</sup> January, 2008, 21<sup>st</sup> February, 2008, 25<sup>th</sup> February, 2008, 31<sup>st</sup> March, 2008, 30<sup>th</sup> April, 2008, 8<sup>th</sup> July, 2008 and 31<sup>st</sup> July, 2008.

Details of number of Board meetings attended by Directors, attendance at last Annual General Meeting, number of other directorship/committee membership held by them during the year 2007-08 are as hereunder:

Sl No.	Directors	Meetings held during the year	No. of Board Meetings Attended	Attendance At the last AGM (held on 31.03.2008)	No. of Other Directorships held	Number of Committee Memberships in Other Companies	
						As Chairman	As Member
1	Mr. Venugopal N. Dhoot	8	5	No	14	1	1
2	Mr. Pradipkumar N. Dhoot	8	5	Yes	13	0	2
3	Mr. S. Padmanabhan	8	6	No	14	1	6
4	Mr. Subhash S. Nabar	8	4	No	5	0	1
5	Mr. B.K. Chopra	8	5	No	1	0	1
6	Mr. Vivek D Dharm	8	7	Yes	13	2	1
7	Mr. Rajesh Rathi	8	0	No			

- Number of Directorships held by Directors excludes Alternate Directorships, if any held, Directorships in Foreign Companies, Section 25 Companies and Private Limited Companies.
- Membership/Chairmanships of only the Audit Committee and Shareholder/Investor Grievance Committee of Public Limited Companies have been considered in terms of Clause 49 of the Listing Agreement.
- None of the directors held directorships in more than 15 Public Limited Companies.
- No Directors has membership of more than 10 committees of Board nor any director is chairman of more than 5 committees of the Board.

## 4. BRIEF DETAILS OF DIRECTORS PROPOSED TO BE RE-APPOINTED

The brief details of directors retiring by rotation and seeking re-appointment at the 19<sup>th</sup> Annual General Meeting are as under:

Sr. No.	Particulars	Directors proposed to be re-appointed/appointed		
1	Name of the Director(s)	Mr. Pradipkumar Nandlal Dhoot	Mr. Subhash S. Nabar	Mr. Subhash S. Dayama
2	Date of Birth	March 22, 1960	July 30, 1947	May 5, 1961
3	Educational Qualification	Commerce Graduate	Mechanical Engineering	Commercial Graduate
4	Date of appointment on the Board	June 16, 1991	October 31, 2002	December 8, 2005
5	Category of director	Promoter – Non Executive	Independent Director	Independent Director
6	Area of Expertise/Senior Position Held/Work Experience	Industrialist with more than two decades of experience to his credit. One of the Promoters of Videocon Group.	Vast experience in the fields of finance, accounts, manufacturing, marketing and administration.	Vast experience and knowledge in the fields of Capital Markets and Finance.
7	Names of other directorships in Public Limited Companies (Including Subsidiary of Public Limited Company)	<ul style="list-style-type: none"> <li>• Videocon Industries Limited</li> <li>• Value Industries Limited</li> <li>• Appliocomp (India) Limited</li> <li>• Millennium Appliances India Limited</li> <li>• Next Retail India Limited</li> <li>• Videocon Semiconductor Limited</li> <li>• Videocon Realty and Infrastructures Limited</li> <li>• Techno Electronics Limited</li> <li>• Videocon India Limited</li> <li>• Infodart Technologies Limited</li> <li>• Videocon International Electronics Limited</li> <li>• Instant Retail India Limited</li> <li>• Datacom Solutions Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Daehung India Electronics Limited</li> <li>• Akai Consumer Electronics India Limited</li> <li>• Hyundai Electronics India Limited</li> <li>• India Floor Care &amp; Appliances Limited</li> <li>• Videocon VCR Securities Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Micro Housing Finance Corporation Limited</li> <li>• Videocon Realty And Infrastructures Limited</li> <li>• Shree Dhoot Trading &amp; Agencies Limited</li> <li>• Videocon Power Limited</li> <li>• Pacific Appliances Manufacturing &amp; Trading Limited</li> <li>• Value Industries Limited</li> <li>• Datacom Solutions Private Limited</li> <li>• Videocon VCR Securities Limited</li> <li>• Indian Refrigerator Company Limited</li> <li>• Videocon Infotel Limited</li> </ul>
8	Names of other Committees in which Chairman	Nil	Nil	<ul style="list-style-type: none"> <li>• Videocon Power Limited (Audit Committee)</li> <li>• Shree Dhoot Trading and Agencies Limited (Audit Committee)</li> <li>• Videocon Realty And Infrastructures Limited (Audit Committee)</li> <li>• Micro Housing Finance Corporation Limited (Audit Committee)</li> <li>• Value Industries Limited (Audit Committee)</li> </ul>
9	Names of other Committees in which Member	<ul style="list-style-type: none"> <li>• Value Industries Limited (Shareholders Grievance Committee)</li> <li>• Millennium Appliances India Limited (Audit Committee)</li> </ul>	<ul style="list-style-type: none"> <li>• India Floor Care &amp; Appliances Limited (Audit Committee)</li> </ul>	Nil

10	Number of Shares Held	10 (Ten)	Nil
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## 5. COMMITTEES OF THE BOARD OF DIRECTORS:

The Board has constituted the following three committees:

- Audit Committee.
- Shareholders/Investors Grievance Committee.
- Remuneration Committee.

### 5.1. AUDIT COMMITTEE

The Audit Committee of the Board of Directors comprised of three independent directors. During the year, the Audit Committee of the Board of Directors was reconstituted. As on 30<sup>th</sup> September, 2008 the composition of the Audit Committee of the Board of Director was as under:

Name of the Member	Category
Mr. Vivek D. Dharm - Chairman	Independent
Mr. B. K. Chopra	Independent
Mr. S Padmanabhan	Independent

The Company Secretary of the Company acts as Secretary to the Committee.

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:

### General Functions and Powers of Audit Committee:

The terms of reference of the Audit Committee are broadly as under:

- Overall assessment of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment/reappointment and replacement/removal of statutory auditors, fixation of audit fee and also approval for payment for any other services rendered by the auditors;
- Reviewing with the management, the performance of statutory and internal auditors and the adequacy of internal control systems;
- Reviewing with the management the annual financial statements before submission to the board, focusing primarily on:-
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (2AA) of section 217 of the Companies Act, 1956;
  - Changes, if any, in accounting policies and practices;
  - Major accounting entries based on exercise of judgment by management;
  - Observations if any, in draft audit report;
  - Significant changes/amendments, if any, arising out of audit;
  - The going concern assumption;
  - Compliance with accounting standards;

## Annual Report 2007-08

- Qualification in the draft audit report;
  - Compliance with stock exchange and legal requirements concerning financial statements; and
  - Any related party transactions i.e., transactions of the Company of material nature, with promoters or the management, with the subsidiary company or relatives etc., that may have potential conflict with the interests of Company at large.
- e) 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;
- f) Discussion with internal auditors any significant findings and follow up there on;
- g) Reviewing the findings, if any, 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;
- h) Discussion with statutory auditors before the audit commences about the nature and scope of audit as well as have post-audit discussion to ascertain any area of concern;
- i) Reviewing the Company's financial and risk management policies;
- j) To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- k) Financial Statements and Investments made by Subsidiaries;
- l) To review the functioning of Whistle Blower Mechanism, if any; and
- m) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee also reviews:

- I) Management discussion and analysis of financial conditions and results of operations.
- II) Internal Audit Reports relating to internal control weaknesses.
- III) Statement of significant related party transactions, if any.
- IV) Management Letters/Letters of internal control weaknesses issued by the Statutory Auditors.
- V) The appointment, removal and terms of remuneration of the Chief Internal Auditor.

The Audit Committee is also vested with the following powers:

- (a) To investigate any activity within its terms of reference;
- (b) To seek any information from any employee;
- (c) To obtain external legal and professional advice; and
- (d) To secure attendance of outsiders with relevant expertise if the Committee considers necessary.

#### Meetings and Attendance:

During the financial year under consideration, 5 (five) meetings of the Committee were held on 31<sup>st</sup> October, 2007, 28<sup>th</sup> January, 2008, 25<sup>th</sup> February, 2008, 30<sup>th</sup> April, 2008 and 31<sup>st</sup> July, 2008.

The details of the meetings of Audit Committee attended by the members are as under:-

Members of the Committee	Meetings held during the year	Meetings attended
Mr. Vivek D. Dharm	5	5
Mr. B. K. Chopra	5	5
Mr. S. Padmanabhan	5	4

#### 5.2. SHAREHOLDERS/INVESTORS' GRIEVANCE COMMITTEE:

The shareholders/investors' grievance Committee of the Company comprised of two independent directors and one promoter non-executive director. During the year, the shareholder/investors grievance committee was re-constituted. As on 30<sup>th</sup> September, 2008 the composition of the Shareholder/Investors' grievance committee of the Board of Directors was as under:

Name of the Member	Category
Mr. Vivek D. Dharm - Chairman	Independent
Mr. Pradipkumar N Dhoot	Promoter Non - Executive
Mr. S Padmanabhan	Independent

Ms. Gayathri Girish, Company Secretary is the Compliance Officer of the Company.

#### Scope of Shareholders/Investors' grievance Committee:

The Committee monitors redressal of Shareholders and Investor complaints and also administers the following activities:

- a. Transfer/Transmission of shares;
- b. Issue of Duplicate Share Certificates;
- c. Change of Status of holding;
- d. Change of Name;
- e. Transposition of Shares;
- f. Sub-division of Shares;
- g. Consolidation of Folios;
- h. Shareholders requests for Dematerialisation/Rematerialisation of shares;
- i. Review of shares dematerialized; and
- j. Monitoring violation of the code of conduct prescribed by SEBI for prevention of insider trading.

Particulars of investor grievances received and redressed during the financial year 2007-08 forms part of this report.

#### Meetings and Attendance:

During the financial year under consideration, 4 (Four) meetings of the Shareholder/Investors' Grievance Committee were held on 2<sup>nd</sup> November, 2007, 5<sup>th</sup> February, 2008, 30<sup>th</sup> April, 2008 and 31<sup>st</sup> July, 2008.

The details of the meetings of Shareholder/Investor Grievance Committee attended by the members are as under:-

Members of the Committee	Meetings held during the year	Meetings attended
Mr. Vivek D. Dharm	4	4
Mr. Pradipkumar N. Dhoot	4	3
Mr. S. Padmanabhan	4	3

#### Share Transfer Details:

The details of Shares transferred during the year under review is given below:

	Equity
A Number of transfers	179
B Average No of Transfer per month	15
C Number of Shares Transferred	18,88,109

#### Demat/Remat of Shares:

Details of Shares Dematerialised/Rematerialised during the year under review is given below:

	Particulars	
A	Number of Demat Transfers approved	614
B	Number of Sub-committee Meetings held	38
C	Number of Shares Dematerialised	19,38,602
D	Percentage of Shares Dematerialised	25.85
E	Number of Rematerialisation requests approved	2
F	Number of Shares Rematerialised	525

#### Details of complaints received and redressed during the year 2007 – 08:

S I . No.	Particulars	Received	Redressed	Pending as on 30.09.2008
1.	Non receipt of refund orders	Nil	Nil	Nil
2.	Non receipt of dividend/interest/ redemption warrants	23	23	23
3.	Non receipt of share certificates	17	17	17
4.	Others	10	10	Nil
	<b>Total</b>	<b>50</b>	<b>50</b>	<b>NIL</b>

#### 5.3. REMUNERATION COMMITTEE:

During the year 2007-08, the Remuneration Committee of the Company comprised of three independent directors. During the year, the Remuneration Committee of the Board of Directors was reconstituted. As on 30<sup>th</sup> September, 2008 the composition of the Remuneration Committee of the Board of Directors was as under:

Name of the Member	Category
Mr. B. K. Chopra - Chairman	Independent
Mr. Subhash S. Nabar	Independent
Mr. S Padmanabhan	Independent

#### Scope of Remuneration Committee:

The following matters are referred to the Remuneration Committee:

- Review the remuneration of the Chief Executives and other senior officers of the Company.
- Recommend the remuneration including the perquisite package of key management personnel;
- Determining the remuneration policy of the Company;
- Recommend to the Board retirement benefits;
- Reviewing the performance of employees against specific key result areas; and
- To attend to any other responsibility as may be entrusted by the Board.

#### Directors' Remuneration:

The Non-executive and Independent Directors are remunerated under a framework of basic and attendance fees for serving on the Board and various Board committees. Fees for non-executive and independent Directors are subject to the approval of Shareholders at general meetings.

Mr. Venugopal N. Dhoot and Mr. Pradipkumar N. Dhoot, the Promoter Directors of the Company are not entitled to any Directors Sitting Fees.

Details of payments towards sitting fee to Independent directors during the year 2007-08 are as under:

Name of Director	Sitting fee paid (Rs.)
Mr. S Padmanabhan	23,000
Mr. Rajesh Rathi	-
Mr. Subhash S Nabar	10,000
Mr. Vivek D. Dharm	26,500
Mr. B. K. Chopra	18,500
<b>TOTAL</b>	<b>78,000</b>

# TREND ELECTRONICS LIMITED (Formerly : Videocon Communications Limited)

## Meetings and Attendance:

During the financial year under consideration, 1 (One) meeting of the Committee was held on 24<sup>th</sup> January, 2008.

The details of the meetings of Remuneration Committee attended by the members are as under:-

Members of Remuneration Committee	Meetings held during the year	Meetings attended
Mr. B. K. Chopra	1	1
Mr. Subhash S. Nabar	1	NIL
Mr. S. Padmanabhan	1	1

## Stock Options:

The Company has not issued any stock options during the year.

## 6. GENERAL BODY MEETINGS:

1. Date, time and location where the last three Annual General Meetings (AGMs) were held are as under:

AGM	AGM Date	Location	Time	No of Special Resolutions Passed
16 <sup>th</sup> AGM	31.03.2006	20 KM Stone, Aurangabad-Beed Road, Village Bhalgaon, Aurangabad – 431 210 (MS)	4.30 P.M.	NIL
17 <sup>th</sup> AGM	30.03.2007	20 KM Stone, Aurangabad-Beed Road, Village Bhalgaon, Aurangabad – 431 210 (MS)	4.30 P.M.	TWO
18 <sup>th</sup> AGM	31.03.2008	20 KM Stone, Aurangabad-Beed Road, Village Bhalgaon, Aurangabad – 431 210 (MS)	3.00 P.M.	NIL

2. Postal Ballot:

During the year under review, the following resolutions were transacted through Postal Ballot:

- To authorize the Board of Directors of the Company to make investments, extend guarantees, provide securities, give inter-corporate loans exceeding the limits specified under Section 372A of the Companies Act, 1956 and to confirm guarantees already extended by the Board.
- To authorize the Board of Directors of the Company to borrow funds upto an amount of Rs. 2,500 Crores, in terms of the provisions of Section 293 (1)(d) of the Companies Act, 1956.
- To authorize the Board of Directors of the Company to sell, lease, mortgage or otherwise dispose off whole or substantially the whole of undertaking of a Company upto an amount of Rs. 2,500 Crores, as specified under sub-clause (a) of sub-section (1) of Section 293 of the Companies, Act, 1956

In terms of the provisions of Rule 5(b) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, Mr. Sheetal Kumar Dak, Company Secretary in Whole-time Practice, was appointed as Scrutinizer for conducting the Postal Ballot.

The results of the postal ballot were announced by the Company Secretary at the Annual General Meeting of the Company held on 31<sup>st</sup> March, 2008 at 4.30 P.M. at the registered office of the Company and the said date of declaration of result of Postal Ballot has been taken as date of passing of the resolution.

## VOTING PATTERN OF POSTAL BALLOTS IS AS HEREUNDER:

Sr. No.	Particulars	Resolution declared as Passed at the Board Meeting held on 31 <sup>st</sup> March, 2008
	Special Resolution in terms of the provisions of Section 372A of the Companies Act, 1956 to authorize the Board of Directors of the Company to make investments, extend guarantees, provide securities, give inter-corporate loans exceeding the limits specified under Section 372A of the Companies Act, 1956 and to confirm the guarantees already extended by the Board for an amount not exceeding USD 110 Million each for securing the financial assistance of USD 100 Million each availed by Tusker Overseas Inc and Taurus Overseas Inc.	Ordinary Resolution in terms of the provisions of Section 293(1)(d) of the Companies Act, 1956 to authorize the Board of Directors of the Company to borrow funds upto an amount of Rs 2,500 Crores  Ordinary Resolution in terms of the provisions of Section 293(1)(a) of the Companies Act, 1956 to authorize the Board of Directors of the Company to sell, lease, mortgage or otherwise dispose off the whole or substantially the whole of undertaking of a Company upto an amount of Rs 2,500 Crores.

1	Total No. of PBF Received	118	118	118
2	No of Shares	2164220	2164220	2164220
3	% to total equity shares	28.8563	28.8563	28.8563
4	No. of Invalid/ Rejected PBF	11	11	11
5	No of Shares	1179	1179	1179
6	% to Total No. of Shares of PBF Received	0.0545	0.0545	0.0545
7	Total No. of Valid PBF Accepted	107	107	107
8	Total No. of Shares	2163041	2163041	2163041
9	% to Total No. of shares of PBF Received	99.9455	99.9455	99.9455
10	Total No. of PBF in Favour	104	101	100
11	Total No. of Votes Cast in Favour	2162741	2162596	2162496
12	% to Total No. of Shares of valid PBF	99.9861	99.9794	99.9748
13	Total No. of PBF Against	3	6	7
14	Total No. of Votes Cased Against	300	445	545
15	% to Total No. of Shares of valid PBF	0.0139	0.0206	0.0252

## 7. DISCLOSURES:

**Materially significant related party transactions i.e., transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large :-**

There are no transactions, which may have potential conflicts with the interests of Company at large. Transactions with related parties are disclosed in Note No. B-6 of Schedule 14 to the Accounts in the Annual Report.

**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 :-**

NIL

**Whistle Blower Policy and affirmation that no personnel have been denied access to the audit committee :-**

The Company has implemented Whistle Blower Policy and no personnel have been denied access to the Audit Committee.

Details of Compliance with mandatory requirements and adoption of the non mandatory requirements of this clause :-

**The Company has complied with mandatory requirements and adopted the following non mandatory requirements:**

- The Company has constituted a remuneration committee.
- Whistle Blower Policy.

## 8. MEANS OF COMMUNICATION:

The Company regularly intimates its un-audited as well as audited financial results to the Stock Exchange, as soon as these are taken on record/approved. These financial results are published in Hindu Business Line and Gavkari (Marathi) or Navshakti dailies with wide circulation. The results are posted on our website: www.videoconcommunications.com. The official news releases and the presentations made from time to time to investors and financial analysts at investors' meets are also displayed on the Company's website. The results are not sent individually to the shareholders.

## 9. GENERAL SHAREHOLDER INFORMATION:

### 9.1. Annual General Meeting:

Date : 30<sup>th</sup> March, 2009  
Time : 4.00 p.m.  
Venue : 20 K.M. Stone, Aurangabad – Beed Road, Village Bhalgaon, Aurangabad 431 210 (Maharashtra)



**9.2. Financial Calendar for 2008-09:**

Particulars	Date
Accounting Period	1 <sup>st</sup> October, 2008 - 30 <sup>th</sup> September, 2009
Unaudited financial results	Announcement within a month from the end of each quarter
a. First Quarter result	On or before 31 <sup>st</sup> January, 2009
b. Second Quarter result	On or before 30 <sup>th</sup> April, 2009
c. Third Quarter result	On or before 31 <sup>st</sup> July, 2009
d. Fourth Quarter result	On or before 31 <sup>st</sup> October, 2009
Annual General Meeting for year ending 30 <sup>th</sup> September, 2009	On or before 31 <sup>st</sup> March, 2010

**9.3. Book Closure:**

The Register of Members and Share Transfer Books of the Company will remain closed from 17<sup>th</sup> March, 2009 to 30<sup>th</sup> March, 2009 (both days inclusive).

**9.4. Payment of Dividend:**

The Board of Directors of the Company has recommended a final dividend of Re. 0.50 per share (Paise fifty only) for the financial year ended 30<sup>th</sup> September, 2008.

The tentative dividend payment date is 10<sup>th</sup> April, 2009.

**9.5. Listing on Stock Exchange:**

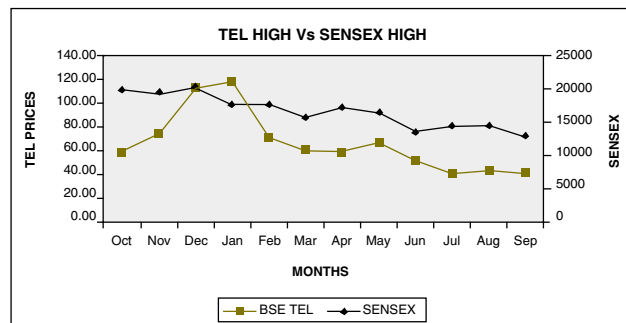
The Equity shares of your Company are listed on:

Bombay Stock Exchange Limited	1 <sup>st</sup> Floor, New Trading Ring, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
Scrip Code	517228
The Annual Listing fee for the year 2008-09 i.e., upto 31 <sup>st</sup> March, 2009 has been paid to the Stock Exchange.	
The shareholders of the Company at their meeting held on 31.03.2004 have accorded approval for delisting of equity shares from The Madras Stock Exchange Limited, The Stock Exchange Ahmedabad, Bangalore Stock Exchange Limited, The Calcutta Stock Exchange Association Limited, Pune Stock Exchange Limited and The Delhi Stock Exchange Association Limited. The Company has complied with the necessary formalities for delisting.	

**9.6. Market Price Data:**

Monthly High and Low prices at BSE during the year 2007-08 are as under:

Month	BSE	
	High Price	Low Price
October, 2007	58.70	50.10
November, 2007	74.45	46.00
December, 2007	112.85	56.00
January, 2008	118.00	62.80
February, 2008	70.95	59.00
March, 2008	60.50	37.55
April, 2008	58.90	42.00
May, 2008	67.00	40.70
June, 2008	51.75	38.00
July, 2008	41.00	31.65
August, 2008	43.45	33.30
September, 2008	41.80	27.10

**9.8. Registrar And Transfer Agents:**

M/S MCS Limited  
Kashiram Jamnadas Building  
Office No 21/22, Ground Floor  
5, P. D'mello Road (Ghadiyal Godi)  
Masjid(East)  
Mumbai 400 009.  
Tel: (022) 23726253/55  
Fax: (022) 23726252

**9.9. Share Transfer System:**

Entire share transfer activities are carried out by M/s MCS Limited, Registrar and Transfer Agents of the Company. Applications for transfer of shares held in physical form are received at the office of the Registrar and Share Transfer Agents of the Company. Share transfers are approved by Sub-Committee of the Board and all valid transfers are processed within 15 days from the date of receipt.

The Company has pursuant to Clause 47-C of the Listing Agreement with Stock Exchanges, submitted within the stipulated time, certificate on half yearly basis confirming due compliance of share transfer formalities by the Company from a Practicing Company Secretary.

**10. Distribution of Shareholding:**

a) Shareholding pattern as on 30.09.2008 is as below:

Category code	Category of Shareholder	Number of Shareholder	Total Number of Shares	Number of Shares in Demat Form	Total shareholding as a Percentage of total Number of Shares	
					As a percentage of (A+B)	As a percentage of (A+B+C)
<b>(A)</b>	<b>Share holding of Promoter and Promoter Group</b>					
1	<b>Indian</b>					
(a)	Individuals / Hindu Undivided family	5	150	150	0.00	0.00
(b)	Central Govt./ State Govt.(s)					
(c)	Bodies Corporate	4	3566955	2816955	47.56	47.56
(d)	Financial Institutions/ Banks					
(e)	Any Other ( specify)					
	<b>Sub - Total (A) (1)</b>	<b>9</b>	<b>3567105</b>	<b>2817105</b>	<b>47.56</b>	<b>47.56</b>
<b>(2)</b>	<b>Foreign</b>					
(a)	Individuals (Non -Resident Individuals / Foreign Individuals)					
(b)	Bodies Corporate		0	0	0.00	0.00
(c)	Institutions					
(d)	Any Other ( specify)					
	<b>Sub - Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Share holding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>9</b>	<b>3567105</b>	<b>2817105</b>	<b>47.56</b>	<b>47.56</b>
<b>(B)</b>	<b>Public Share holding</b>					
<b>(1)</b>	<b>Institutions</b>					
(a)	Mutual Funds / UTI	1	2400	0	0.03	0.03
(b)	Financial Institutions/Banks	9	1600	75	0.02	0.02
(c)	Central Govt./ State Govt.(s)	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00
(h)	Any Other( specify)	0	0	0	0.00	0.00
	<b>Sub - Total (B) (1)</b>	<b>10</b>	<b>4000</b>	<b>75</b>	<b>0.05</b>	<b>0.05</b>
<b>(2)</b>	<b>Non- Institutions</b>					
(a)	Bodies Corporate	204	211054	178929	2.81	2.81
(b)	Individuals Sahreholders holding nominal share capital up to Rs. 1 Lakh	19493	2186591	1475150	29.15	29.15
	<b>ii Above Rs 1 Lakh</b>	<b>17</b>	<b>1531250</b>	<b>1177974</b>	<b>20.42</b>	<b>20.42</b>
(c)	Any Other( specify)					
	<b>Sub - Total (B) (2)</b>	<b>19714</b>	<b>3928895</b>	<b>2832053</b>	<b>52.39</b>	<b>52.39</b>
	<b>Total Public Share holding B= (B)(1)+(B)(2)</b>	<b>19724</b>	<b>3932895</b>	<b>2832128</b>	<b>52.44</b>	<b>52.44</b>
	<b>TOTAL (A) + (B)</b>	<b>19733</b>	<b>7500000</b>	<b>5649233</b>	<b>100.00</b>	<b>100.00</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipt have been issued</b>					
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>19733</b>	<b>7500000</b>	<b>5649233</b>	<b>***</b>	<b>100.00</b>