

**ANNUAL REPORT
2008-09**

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TREND ELECTRONICS LIMITED

BOARD OF DIRECTORS

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

AUDITORS**KHANDELWAL JAIN & CO.**

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

KADAM & CO.

Chartered Accountants
 "Vedant", 8/9 Viraj Estate,
 Opp. Tarakpur Bus Stand
 Ahmednagar - 414003

BANKERS

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

COMPANY SECRETARY

Kanchan A. Kakade

REGISTERED OFFICE & MANUFACTURING FACILITY

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

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TREND ELECTRONICS LIMITED (the "Company") will be held on Tuesday, 30th March, 2010 at the Registered office of the Company at 20 K.M. Stone, Aurangabad-Beed Road, Village Bhargaon, Aurangabad - 431 210 (Maharashtra) at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the financial year ended on 30th September, 2009, the Audited Balance Sheet as at that date together with the Report of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a director in the place of Mr. Bhopinder K. Chopra who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Mr. Anirudha V. Dhoot in the place of Mr. Venugopal N. Dhoot, who retires by rotation and having not offered himself for re-appointment.
5. To resolve that the vacancy caused by the retirement of Mr. S. Padmanabhan be not filled up at this Annual General Meeting and at any adjournment thereon.
6. 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 (Firm Registration No. 105049W) and M/s. Kadam & Co., Chartered Accountants, Ahmednagar (Firm Registration No. 104524W), 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 Directors."

By Order of the Board of Directors of

TREND ELECTRONICS LIMITED

Kanchan A. Kakade
Company Secretary

Place: Mumbai

Date: 19th February, 2010

Registered Office:

20 K.M. Stone, Aurangabad-Beed Road,
Village Bhargaon, Aurangabad - 431 210 (Maharashtra)

NOTES:

1. 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 SELF 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 ANNUAL GENERAL MEETING.

to attend the Twentieth 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.

3. Members/Proxies/Representatives should bring the enclosed Attendance Slip, duly filled in, along with their copy of Annual Report to the Meeting.
4. 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.
5. Members holding shares in physical form in multiple folios in identical names or joint names 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 for the purpose of consolidation of their holdings into a single folio.
6. The Register of Members and Share Transfer Books shall remain closed from Wednesday, 17th March, 2010 to Tuesday, 30th March, 2010 (both days inclusive) for the purpose of Annual General Meeting and determining the names of the members entitled to receive dividend on equity shares, if declared at the Twentieth Annual General Meeting.
7. The dividend as recommended by the Board of Directors, if declared at the Twentieth Annual General Meeting, will be paid on or around 10th April, 2010:
 - (i) to those Members who hold shares in physical form and whose names appear on the Company's Register of Members on 17th March, 2010; and
 - (ii) 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 16th March, 2010 as per the particulars of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
8. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, the Company has transferred the unclaimed dividend for the financial year 2000-2001 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Dividends for the financial year ended 2001-2002 and thereafter which remain unclaimed for a period of seven years will be transferred to 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.
9. The shares of the Company are compulsorily tradable 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.
10. Members holding shares in electronic form are requested to intimate the change in address, if any, to the Depository Participant and the members holding shares in physical form are requested to intimate the Company's Registrar and Transfer Agent, M/s. MCS Limited, quoting their folio number.

are liable to retire by rotation at the ensuing Annual General Meeting. Of the retiring directors, Mr. Bhopinder K. Chopra has offered himself for re-appointment. Mr. Venugopal N. Dhoot and Mr. S. Padmanabhan, having conveyed their unwillingness to offer themselves for re-appointment, shall cease to be the Directors of the Company at the ensuing Annual General Meeting. The Board has recommended appointment of Mr. Anirudha V. Dhoot in the place of Mr. Venugopal N. Dhoot at the ensuing Annual General Meeting. Further, the vacancy that would arise upon retirement of Mr. S. Padmanabhan at the ensuing Annual General Meeting, shall not be filled.

- 12 In terms of the requirements of Clause 49 of the Listing Agreement entered into with the Bombay Stock Exchange Limited, brief profiles of Mr. Bhopinder K. Chopra and Mr. Anirudha V. Dhoot, Directors seeking appointment/re-appointment, form part of the Notice.

saye between three noon to three pm after the said Annual General Meeting.

By Order of the Board of Directors of
TREND ELECTRONICS LIMITED

Kanchan A. Kakade
Company Secretary

Place: Mumbai
Date: 19th February, 2010

Registered Office:
20 K.M. Stone, Aurangabad-Beed Road,
Village Bhalgaon, Aurangabad - 431 210 (Maharashtra)

BRIEF DETAILS OF DIRECTORS PROPOSED TO BE RE-APPOINTED/APPOINTED:

The brief details of directors seeking re-appointment/appointment at the Twentieth Annual General Meeting are as under:

MR. BHOPINDER KUMAR CHOPRA:

Date of Birth	13th November, 1934
Education Qualification	B.Sc. (Hons), PGD (DLL Se) in Electrical Communication Engineering from IIS, Bangalore
Date of Appointment on the Board	8th December, 2005
Category of Director	Non-Executive, Independent
Area of Expertise/ Senior Position Held/ Work Experience	Mr. Chopra has vast and rich experience in the areas of manufacturing, marketing and finance. He has held senior positions in Phillips India.
Names of other Directorships in Public Limited Company	India Floor Care & Appliances Limited
Names of Committees in which a Chairman	India Floor Care & Appliances Limited
Names of Committees in which a Member	Nil
Number of shares held in the Company	Nil

MR. ANIRUDHA V. DHOOT:

Date of Birth	31st March, 1978
Education Qualification	M.B.A.
Date of Appointment on the Board	N.A.
Category of Director	Non-Executive, Promoter
Area of Expertise/ Senior Position Held/ Work Experience	Mr. Anirudha V. Dhoot has a vast experience in the field of consumer electronics and home appliances. He is a member of Indian Merchant Chamber, All India Association of Industries & Indo Japanese Association.
Names of other Directorships in Public Limited Company	Millennium Appliances India Limited Techno Electronics Limited PE Electronics Limited Hyundai Electronics India Limited Applicomp (India) Limited Dhoot Entertainment & Gaming Solutions Limited International Mobile Towers Limited Sky Appliances Limited Uttaranchal Appliances Limited Universal Digital Connect Limited Infodart Technologies India Limited Planet 'M' Online Limited Plug-in Sales Limited
Names of Committees in which a Chairman	Techno Electronics Limited (Audit Committee)
Names of Committees in which a Member	Millennium Appliances India Limited (Audit Committee) Sky Appliances Limited (Audit Committee)
Number of shares held in the Company	Nil

Your Directors have great pleasure in presenting the Twentieth Annual Report of your Company together with the Audited Accounts and Auditors' Report for the year ended on 30th September, 2009.

FINANCIAL RESULTS

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

Particulars	(Rs. in Million)	
	Year ended 30th September, 2009	Year ended 30th September, 2008
Net Sales	8,271.80	7,781.69
Other Income	14.02	37.95
Total Income	8,285.82	7,819.64
Profit before Interest, Tax and Depreciation	278.31	293.88
Interest and Finance Charges	107.64	134.66
Depreciation	115.69	123.25
Profit before Tax	54.98	35.97
Provision for Taxation	18.81	11.63
Profit after Tax	36.17	24.34

During the year, the Company focused on the production of various new products like Integrated Digital TVs with built in DTH facility, Set Top Boxes and other electronic products with built in DTH facility. Turnover of the Company during the year increased to Rs. 8,271.80 million as against Rs. 7,781.69 million for the previous year ended 30th September, 2008 and the profit after tax also increased to Rs. 36.17 million as against Rs. 24.34 million for the last year.

APPROPRIATIONS

Dividend:

Your Directors are pleased to recommend a dividend of Re. 1/- (Rupee One Only) per equity share of Rs. 10/- each i.e. 10% for the financial year ended on 30th September, 2009. The dividend has been recommended in accordance with the Company's policy of balancing dividend pay-out and the requirement of deployment of internal accruals for its annual growth plans.

The equity dividend, if approved by the members, would entail an outflow of Rs. 7.50 million towards dividend and Rs. 1.28 million towards dividend tax. The dividend is free of tax in the hands of the shareholders.

Transfer to Reserves:

Your Directors propose to transfer an amount of Rs. 4.00 million to the General Reserve. An amount of Rs. 161.73 million is proposed to be retained in the Profit and Loss Account.

FIXED DEPOSIT

Your Company has not accepted any fixed deposits within the meaning of Section 58A of the Companies Act, 1956.

CORPORATE GOVERNANCE

As required under Clause 49 of the Listing Agreement with the Stock Exchange, the Reports on Corporate Governance and Management Discussion and Analysis form part of this Report.

The Company is in full compliance with the requirements and disclosures that have to be made in this regard. A certificate from the Statutory Auditors of the Company confirming compliance of the Corporate Governance is appended to the Report on Corporate Governance.

PERSONNEL

As required by Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, a statement of information relating to employees has been given in the Annexure to the Directors' Report and forms a part thereof.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange Earnings and Outgo for the year under review was as under:

Description	(Rs. in Million)	
	Year ended 30th September, 2009	Year ended 30th September, 2008
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange Outgo	1,156.38	1,292.92

CONSERVATION OF ENERGY

Energy Conservation is the need of the hour. Energy management and energy conservation continued to be main agenda of your Company during the year under review.

Your Company believes that efficient use of energy is a simple way to conserve it. As such, your Company continues to take conscious efforts to minimize energy consumption. During the year, the efforts of your Company maneuvered to innovation and improvement so as to further reduce energy consumption.

As a part of continuous efforts, following steps were taken by the Company towards conservation of energy during the year under review:

- Consistent maintenance of Unity Power Factor through daily monitoring as the Company gets an incentive of 7% of energy charges for maintaining Unity Power Factor.
- Use of electronics chokes and such other innovative technologies in shop floor.
- Timely maintenance and up-gradation of machinery and equipments.
- On-the-job and off-the-job training to employees at all levels.
- Modification of lighting arrangement in shop floor.
- Display of awareness boards at relevant locations/areas.
- Use of timers for exhaust fans to reduce unnecessary running hours.
- Identification of switches for easy switch-off of the electrical equipments.

Several measures have been taken up for saving energy and reducing wastage. Your Company is mulling over the proposal of conducting energy audit in the coming years.

Though the measures have resulted in rational use of energy, the beneficial impact of the same on the cost cannot be quantified.

RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION

The Company gives utmost importance to Research and Development. With an in-house team of experts, the Company has carried out Research and Development in the following areas:

- Reduction in manufacturing cost.
- Development of products with innovative ideas for improved marketability.
- Increasing the batching capacity.

Process standardization for consistent quality.

BENEFITS DERIVED FROM RESEARCH AND DEVELOPMENT:

1. The Company is engaged in the manufacture of IDTV, CTVs, Set Top Boxes and PCB Assemblies for LCD TV etc. These modern day gadgets use Surface Mount Technology for the components they use for assembly of the PCB. Your Company has employed this state-of-the-art manufacturing setup for Surface Mount Technology. This novel technology has broadened the horizons of your Company's knowledge base in manufacturing technique.
2. The Company has successfully implemented Conditional Access System for encryption of Set Top Box security system. With the implementation, the production and test process of Set Top Boxes has become IT-enabled and is hooked directly with the CAS Server at the Head-end facility.
3. High degree of consumer satisfaction and raised standards of quality.

During the year under review, the Company has incurred an amount of Rs. 0.58 Million towards Research and Development activities representing 0.01% of the turnover.

Your Company is widely recognized as a technology-driven company which strives to upgrade its technology. Accordingly, the Company has executed an integrated strategy for technology development and deployment. The technology function which supports your Company's strategy comprises of four missions viz., Technology development; Development of substantially new products; Productivity improvement and Cost reduction.

In the near future, your Company is proposing focus on development of new technologies which would offer better products to all classes of consumers at an affordable price. The Company seeks to introduce innovative product models, increase its market share, enhance its brand value and reduce power consumption in the coming years.

INFORMATION TECHNOLOGY

Information Technology is the backbone of any industry in today's environment. Your Company firmly believes that an appropriate Information Technology solution gives competitive edge to an Industry.

Your Company has implemented mySAP, ERP whereby all business processes of the Company have been successfully integrated on mySAP. This has not only enabled your Company to adapt the best business practices, but also helped it keep a close control on all aspects of the business, be it manufacturing, sales and distribution or customer communication.

The Company has established a 2Mbps dedicated Leased Line for mySAP connectivity. Apart from the Leased Line, there also exists a 1Mbps Broadband connection as a fallback arrangement.

The Company also has deployed Data Warehousing, CRM & Web Portal and intends to leverage benefits out of the real time data. This would definitely help your Company get closer to the customers.

HEALTH, SAFETY AND ENVIRONMENT

The management of your Company is committed towards health & safety of the employees and believes that poor health and safety lead to illness and accidents. Further, effective health and safety practices pay for themselves. They add to the Company's reputation amongst customers, regulators and employees.

Fathomed by this belief, your Company is committed to provide a healthy atmosphere and safe working conditions to the employees at all levels and accords high priority to health education and awareness. Your Company has constituted a team comprising of employee and management representatives

safety and environment activities are closely monitored to maintain adequate standards through safety Audits.

During the year, following steps have been taken by the Company to ensure health and safety of its employees:

- Health and medical services are accessible to employees at all levels through well-equipped health centres at all manufacturing facilities. For further treatment, the Company has tied up with reputed hospitals in the city.
- On-the-job and off-the-job training programmes are conducted at regular intervals for creating awareness about health and safety amongst the employees.
- Notice boards and information boards are displayed at respective work stations/work place.
- Timely disposal of waste and scrap materials is ensured.
- Air coolers, air conditioners and exhaust fans have been installed to ensure proper ventilation.
- Adequate natural and artificial lighting is provided at manufacturing plants.
- Hygienic food is provided at subsidized cost to all the employees in the factory.
- Doctors' visits for regular medical check-up of employees are arranged on a weekly basis.
- State-of-the-art transport facility is provided to employees at all levels.
- Fire extinguishers have been installed at identified locations and department in the factory.
- Safety audit are carried out frequently.
- First-Aid boxes are located at several points in the factory.
- Cleanliness is ensured at entire premises of the Company.

Transportation within the Company premises is monitored by speed limitation and proper parking has been allotted for various category of vehicle.

Your Company also takes environment conservation seriously. During the year, the Company continued to focus on tree plantation in the factory campus. The Company has always appreciated its social responsibility as a part of Corporate Governance philosophy.

BOARD OF DIRECTORS

Mr. Subhash S. Dayama was appointed as the Director on the Board of the Company at the 19th Annual General Meeting of the Company. Mr. Rajesh R. Rathi ceased to be a director of the Company on the same date, since not offered himself for re-appointment.

Pursuant to the provisions of the Companies Act, 1956 and in terms of the Articles of Association of the Company, Mr. Venugopal N. Dhoot, Mr. S. Padmanabhan and Mr. Bhopinder K. Chopra are liable to retire by rotation. Of the retiring directors, Mr. Bhopinder K. Chopra has offered himself for re-appointment. However, Mr. Venugopal N. Dhoot and Mr. S. Padmanabhan, having not offered themselves for re-appointment, shall retire at the ensuing Annual General Meeting.

The Board recommends re-appointment of Mr. Bhopinder K. Chopra. Further, the Board also recommends appointment of Mr. Anirudha V. Dhoot in the place of Mr. Venugopal N. Dhoot. The Company has received due notice in compliance of Section 257 of the Companies Act, 1956.

The vacancy that would arise upon cessation of Mr. S. Padmanabhan at the ensuing Annual General Meeting, shall not be filled. The Board places on record its appreciation for the valuable contribution made by Mr. Venugopal N. Dhoot and Mr. S. Padmanabhan.

of TREND ELECTRONICS LIMITED, state in respect of Financial Year 2008-09 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 judgements 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; and
- the Directors have prepared the annual accounts on a going concern basis.

SUBSIDIARY COMPANIES

During the year under the review, M/s. Videocon VCR Securities Limited ceased to be a subsidiary of your Company.

CASH FLOW STATEMENT

In terms of the requirements of Clause 32 of the Listing Agreement with the Stock Exchange, the Cash Flow Statement as prepared in accordance with the Accounting Standard on Cash Flow Statement (AS-3) issued by the Institute of Chartered Accountants of India, is given along with Balance Sheet and Profit and 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.

& Co., Chartered Accountants, Ahmednagar, retire as the Statutory Auditors at the conclusion of the Twentieth Annual General Meeting and offer themselves for re-appointment. The said Auditors have confirmed their eligibility and willingness to accept office, if appointed. Certificates have been received from the said Auditors to the effect that their re-appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

The Board recommends re-appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai and M/s. Kadam & Co., Chartered Accountants, Ahmednagar, as Statutory Auditors for the period from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting.

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank its 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 and acknowledge their contribution to the continued growth and prosperity of the Company.

The Directors are also thankful to all the stakeholders for their continued support to the Company.

By Order of the Board of Directors of
TREND ELECTRONICS LIMITED

P. N. DHOOT
Director

S. PADMANABHAN
Director

Place: Mumbai

Date: 19th February, 2010

Registered Office:

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

ANNEXURE TO THE DIRECTORS' REPORT

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 217(2A) OF THE COMPANIES ACT, 1956, READ WITH THE COMPANIES (PARTICULARS OF EMPLOYEES) RULES, 1975 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 30TH SEPTEMBER, 2009

Name of Employee	Designation	Remuneration (Rs.)	Qualification	Age (Years)	Experience (Years)	Date of Commencement	Name of Last Employer	Position Held
Mr. Sanjay S. Mehra	Vice President	3,000,090/-	B.Com.	56	32	April 1, 1993	Videocon International Limited	Manager

- Remuneration includes Basic Salary, Ex-Gratia, H. R. A., Marketing Allowance, Special Allowance, C. A., L.T.A., Leave Encashment, Medical Reimbursement, Contribution to Provident Fund
- The Employee is in whole-time employment of the Company and the employment is contractual in nature.
- The Employee is not a relative of any of the Directors of the Company.

Place: Mumbai

Date: 19th February, 2010

trust amongst all constituents of an organization. It is based on the principles of transparency, accountability, integrity, equity, fairness and commitment to the stakeholders. Your Company believes that sound corporate governance is critical to enhance and retain investor trust. Accordingly, the Company always seeks to ensure that it attains its performances, rules with integrity. Your Company also endeavours to enhance long-term shareholder value.

Your 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 full compliance with all the requirements of the code of Corporate Governance as outlined in Clause 49 of the Listing Agreement.

BOARD OF DIRECTORS

As on 30th September, 2009, the strength of the Board was seven directors, comprising of two Promoter, Non-Executive Directors and five Independent Directors. The Company has duly complied with the requirements 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 30th September, 2009 is tabulated below:

Category	Directors	No. of Directors
Promoter, Non-Executive	Mr. Venugopal N. Dhoot Mr. Pradipkumar N. Dhoot	2
Independent	Mr. S. Padmanabhan Mr. Subhash S. Nabar Mr. Vivek D. Dharm Mr. Bhopinder K. Chopra Mr. Subhash S. Dayama	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 holds any office or place of profit in terms of Section 314 of the Companies Act, 1956.
- None of the Directors of the Company has received any loans and advances during the year.

Board/Committee Proceedings:

The Company has defined guidelines for the meetings of the Board of Directors and Committees thereof. The meetings of the Board of Directors are held after

Details of number of Board meetings attended by each Directors during the year, attendance at last Annual General Meeting, number of other directorships/committee memberships held by them as on 30th September, 2009 are as hereunder:

Sr. No.	Directors	No. of Board Meetings Attended	Attendance at the last AGM (held on 30.03.2009)	No. of other Directorships held	Number of Committee Memberships in Other Companies	
					As Chairman	As Member
1.	Mr. Venugopal N. Dhoot	9	Yes	14	1	1
2.	Mr. Pradipkumar N. Dhoot	6	No	14	-	3
3.	Mr. S. Padmanabhan	5	No	13	-	6
4.	Mr. Subhash S. Nabar	4	No	4	-	1
5.	Mr. B.K. Chopra	5	No	1	1	-
6.	Mr. Vivek D Dharm	9	Yes	9	2	2
7.	Mr. Subhash S. Dayama	4	No	14	5	1
8.	Mr. Rajesh R. Rath#	-	No	3	-	1

Mr. Rajesh R Rath# ceased to be a director of the Company with effect from the date of the Nineteenth Annual General Meeting, since not offered himself for re-appointment.

helps 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 supervision 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 includes:
 - Quarterly results of the Company;
 - Annual Accounts, Financial Statements etc.;
 - Minutes of the meeting of Audit and other Committees of the Board;
 - Minutes of the Board Meeting, Annual General Meetings of Subsidiary Company, if any 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.;
 - Divestment of Joint Ventures/Subsidiaries;
 - Acquisitions/Amalgamation, if any;
 - Related Party Transactions;
 - Disclosure of Interest by Directors about directorship and committee;
 - Positions occupied by the Directors 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.

Board Meetings and Attendance:

Ten Board Meetings were held during the year 2008-09 on the following dates:

27th October, 2008, 5th January, 2009, 31st January, 2009, 26th February, 2009, 24th March, 2009, 29th April, 2009, 18th May, 2009, 10th July, 2009, 31st July, 2009 and 25th September, 2009.