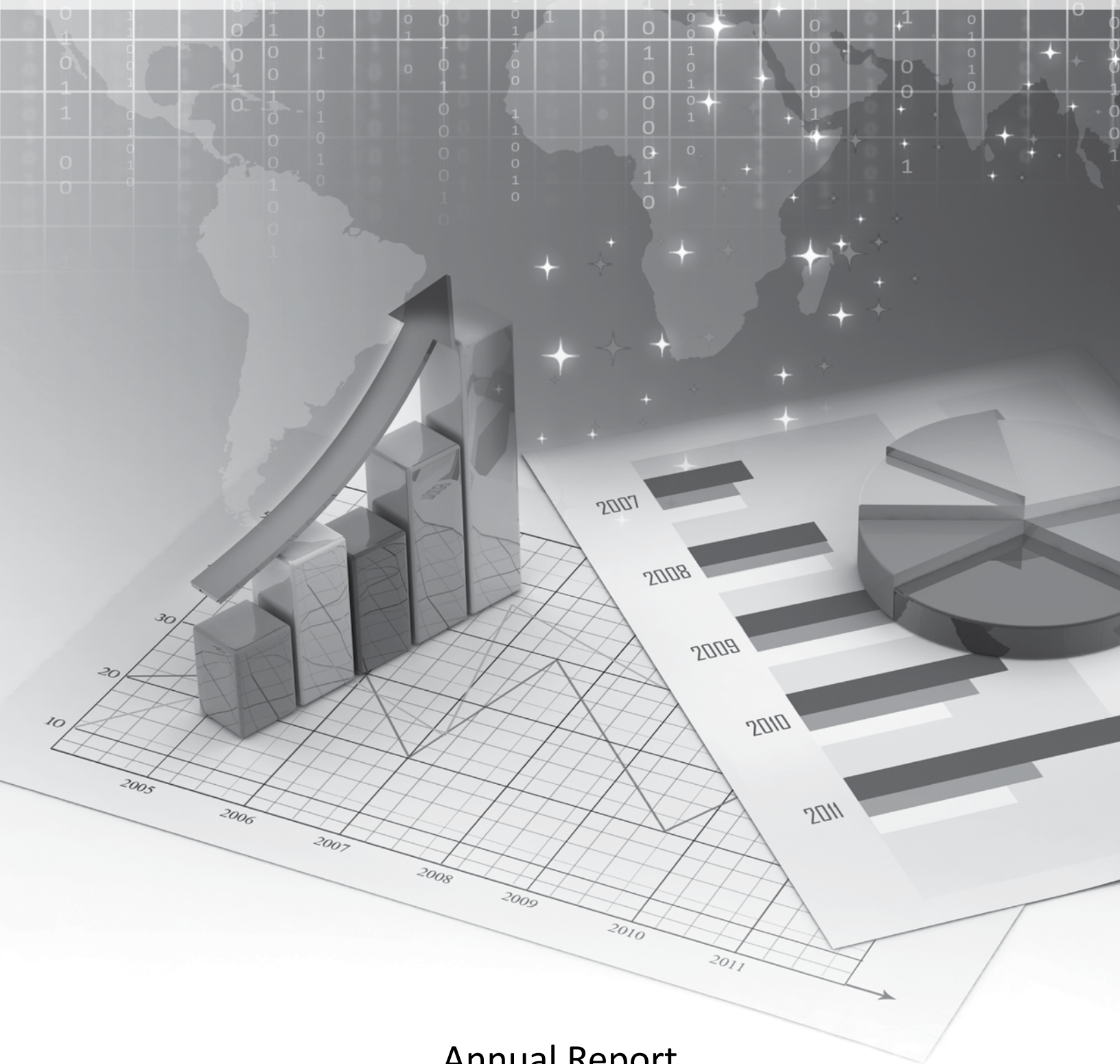


vaarad ventures



Annual Report
2010-2011

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BOARD OF DIRECTORS

Mr. Vikram A. Doshi
Managing Director

Mr. Bhagirat Merchant
Director

Mr. Piyush Vora
Director

Mr. Pradip Dubhashi
Director

Mr. Dilip Mehta
Director

Mr. Nitin Datanwala
Director

Mrs. Leena Doshi
Director

COMPANY SECRETARY

Mr. Hemant Soni

BANKERS

HDFC BANK LTD
AXIS BANK LTD
ICICI BANK LTD

AUDITOR

G.C. Patel & Co.
Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.

E-2/3, Ansa Industrial Estate
Sakivihar Road, Sakinaka, Andheri (E), Mumbai – 400 072
Tel. No. +91 22 2847 0652/4043 0600 • Fax No. +91 22 2852 5207
Email: info@bigshareonline.com

REGISTERED & CORPORATE OFFICE

Vaarad Ventures Limited,
6A, Lalwani Industrial Estate,
14, G.D. Ambekar Road, Wadala, Mumbai – 400 031
Tel. No. +91 22 40375600
Email: info@vaaradventures.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VAARAD VENTURES LIMITED (FORMERLY KNOWN AS ATCO CORPORATION LIMITED) WILL BE HELD ON FRIDAY, AUGUST 12, 2011 AT 4.00 P.M. AT SUNVILLE BANQUETS, 9, DR. ANNE BESANT ROAD, WORLI, MUMBAI - 400018 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2011, the Audited Profit and Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares of the Company.
3. To appoint a Director in place of Mr. Nitin Datanwala, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Dilip Mehta, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint M/s. G. C. Patel & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT in accordance with the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof, Mr. Bhagirat Merchant, who was appointed by the Board on October 9, 2010 as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956, and whose tenure of office comes to an end at this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company, who shall be liable to retire by rotation.”

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

“RESOLVED THAT in supersession of the Ordinary Resolution passed vide item No. 2 of the Postal Ballot Notice dated November 13, 2010 by the Members, and pursuant to the provisions of Section 293 (1) (d) and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals from appropriate Authorities as may be necessary, consent of the members of the Company be and

are hereby accorded to the Board of Directors of the Company to borrow moneys from time to time from any one or more of the Company's or other Bankers and/or from any one or more other Individuals, Persons, Firms, Bodies Corporate or Financial Institutions, Mutual Funds, Foreign Bankers, Foreign Financial Institutions, Foreign Institutional Investors, Overseas Corporate Bodies, Overseas Mutual Funds, Pension Funds, Gratuity Funds, Hedge Funds, or other Funds, Trusts, or other bodies or entities, whether by way of cash credit, term loans, advances, deposits, loans or bill discounting, deferred payment guarantees, issue of debentures, Bonds or other debt instruments, external commercial borrowings or by way of any other permitted mode of borrowing, whether convertible or not; and whether unsecured or secured by mortgage, charge, hypothecation, lien, pledge or any other kind of security created on the assets and properties of the Company, or of any other person or individual, whether immovable or movable, tangible or intangible, or stock-in-trade (including raw materials, spare parts and components in stock or in transit and work-in-progress), or by any kind of guarantees and all or any of the undertakings of the Company, notwithstanding that the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, so that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs.1500 Crores (Rupees One Thousand Five Hundred Crores Only), exclusive of interest and other charges on such borrowings, and that the Board of Directors be and are hereby further authorised to execute such debenture trust deeds and / or mortgage, charge, hypothecation, lien, guarantees/assurance deeds and other deeds, promissory notes, deposit receipts, documents, instruments, receipts or writings containing such conditions and covenants as the Directors may think fit.

“RESOLVED FURTHER THAT to give effect to the aforesaid resolution, the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any Director or any other officer(s) of the Company; and to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions / matters arising with respect to the borrowing (including deciding the terms and conditions for the same) and utilisation of the funds so borrowed.”

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

“RESOLVED THAT pursuant to the provisions of Section 94(1) (d) and other applicable provisions, if any, of the Companies Act, 1956 and the provisions of Article 12 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, each of the 18,25,00,000 Equity Shares of the nominal value of Rs.2/- each in the Authorised Share Capital of the Company be sub-divided into two equity shares i.e. 36,50,00,000 Equity Shares of the nominal value of Rs. 1/- each.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the sub-division of the issued, subscribed and fully paid Equity Capital of Rs. 21,69,03,000/- consisting of 10,84,51,500 Equity Shares of Rs. 2/- each into 21,69,03,000 Equity Shares of Rs. 1/- each fully paid up.

RESOLVED FURTHER THAT in compliance with the provisions of Section 16 of the Companies Act, 1956, the existing capital clause No. V(a) appearing in the Memorandum of Association be substituted with the following new clause:

V(a). The Authorised Share Capital of the Company is Rs. 41,50,00,000/- (Rupees Forty One Crores Fifty Lacs Only) divided into 36,50,00,000 (Thirty Six Crores Fifty Lacs) Equity Shares of Rs. 1/- (Rupees One Only) each and 5,00,000 (Five Lacs) unclassified shares of Rs. 100/- (Rupees One Hundred Only) each capable of being increased in accordance with the Company's regulations and the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to issue new share certificates representing the sub-divided equity shares with new distinctive numbers, consequent to the sub-division of shares as aforesaid and/or credit the shareholders' accounts maintained with the Depositories, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960, and the Articles of Association of the Company and to inform the Depositories and the Registrar and Share Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s) or Company Secretary, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded that warrant holders holding 1,65,00,000 warrants of Rs 2/- each with the right to convert

their warrants into equivalent number of equity shares of Rs. 2/- each be issued 3,30,00,000 equity shares of Rs. 1/- each upon conversion of their warrants into equity shares in terms of BIFR Order”

9. To consider and if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments, modifications, variation or reenactment thereof) and subject to such approvals, permissions, consents and sanctions as may be necessary from the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the stock exchanges and the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) as amended, The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 as amended, rules, regulations and guidelines prescribed by the Securities and Exchange Board of India (“SEBI”) including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (hereinafter referred to as the “ICDR Regulations”) and subject to any approval, consent, permission and / or sanction of the Ministry of Finance (Department of Economic Affairs) and Ministry of Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance) and all other Ministries / Departments of the Government of India, SEBI and / or any other competent authorities as may be required and the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the Company's shares are listed and in accordance with the rules/ regulations/ guidelines, notifications and circulars, if any, issued by the GOI, RBI, SEBI and any competent authorities as may be required and clarifications, if any issued thereon from time to time and subject to all other necessary approvals, permissions, consents and sanctions of concerned statutory and other relevant authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof constituted/ to be constituted by the Board to exercise its powers including powers conferred by this resolution to extent permitted by law) consent of the members is hereby accorded to create, offer, issue and allot in one or more tranches, in the course of international and / or domestic offering(s) in one or more foreign markets, by way of a public

issue or a private placement of Equity Shares (the “Equity Shares”) including a placement of Equity Shares to Qualified Institutional Buyers (as defined in the ICDR Regulations) in accordance with Chapter VIII of the ICDR Regulations or through an issuance of Global Depositary Receipts (“GDRs”), American Depositary Receipts (“ADRs”), or an issuance of Foreign Currency Convertible Bonds (“FCCBs”), Fully Convertible Debentures / Partly Convertible Debentures, Preference Shares convertible into Equity Shares, and / or any other financial instruments convertible into or linked to Equity Shares with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as “Securities”) or any combination of Securities to any person including but not limited to foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), Foreign Institutional Investors, Indian and / or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians, Employees of the Company and/ or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the “Investors”) at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary as may be decided by the Board in its absolute discretion at the time of issue of Securities, such that the total amount including premium raised through the aforesaid Securities should not exceed Rs. 1,000 crores (one thousand crores only) in one or more currencies and in one or more offerings/tranches.

RESOLVED FURTHER THAT in case of the issue of the securities by way of Qualified Institutions Placement to QIBs in accordance with Chapter VIII of the ICDR Regulations, the “Relevant Date” shall mean the date of the meeting in which the Board / Finance Committee of the Board decides to open the proposed issue of Securities and at such price as applicable under the provisions of ICDR Regulations as amended and in force at the relevant time.

RESOLVED FURTHER THAT:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more recognized (National and International) Stock Exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of the Securities or as may be necessary in accordance with the terms of the issue / offering and all such Equity Shares ranking pari passu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be from the relevant financial year in which they are allotted and / or as provided under the terms of the issue / offering documents.

RESOLVED FURTHER THAT the consent of the Company be and is hereby granted in terms of section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, as amended, and subject to all necessary approvals, to the Board to secure, if necessary, all or any of the above mentioned Securities to be issued, by the creation of mortgage and / or charge on all or any of the Company’s immovable, movable and / or intangible assets, both present and future in such form and manner and on such terms and conditions as may be deemed fit and appropriate by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the Issue(s) / offering(s), including the type of Security to be issued and allotted, the class of investors to whom the Securities are to be offered /issued and allotted, number of Securities to be issued and allotted in each tranche, issue price, face value, number of Equity Shares or other securities upon conversion or redemption or cancellation of Securities, premium or discount amount on issue / conversion of Securities / exercise of warrants / redemption of Securities / rate of interest / period of conversion or redemption, listings on one or more stock exchanges in India and / or abroad and fixing of record date or book closure and related or incidental matters as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard

to the Issue(s) / offering(s), allotment and conversion of any of the aforesaid Securities, utilisation of issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any executive director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

Registered Office:
6A, Lalwani Industrial Estate,
14, G. D. Ambekar Road,
Wadala, Mumbai – 400 031

For and on behalf of the Board

Sd/-
Vikram Doshi
(Managing Director)

Place: Mumbai

Date: 28th May, 2011

Notes:

- A) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXY SHALL NOT VOTE EXCEPT ON A POLL
- B) The Instruments appointing Proxies, in order to be effective, should be duly stamped, completed, signed and lodged at the Registered Office of the Company not less than 48 hours before the time appointed for the meeting.
- C) Corporate Members are requested to send duly certified copy of the Board Resolution authorising their representative to attend and vote at the Meeting.
- D) The relative Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business under Item No.6 and 9 is annexed hereto.
- E) The Register of Members and Transfer Books of the Company will remain closed from Friday, the 5th August, 2011 to Friday, the 12th August, 2011(both days inclusive) for the purpose of payment of dividend. If the dividend, as recommended by the Board is approved at the Annual General Meeting, payment of such dividend will be made on or before 31st August, 2011 as under:

- (i) To all beneficial owners in respect of shares in electronic form, as per the data made available by the National Securities Depository Limited and the Central Depository Services (India) Limited, as of the close of business hours on Thursday, the 4th August, 2011;
- (ii) To all members in respect of shares in physical form, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Thursday, the 4th August, 2011.
- F) Please quote your DP & client ID / Folio Number and our Company's name in all your correspondence / communications with Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai – 400 072. who are acting as Registrar & Share Transfer Agents (Registrars) of the Company. Members are requested to communicate at the above address.
- G) Members may please note that Equity Share of the face value of Rs.10 each has been sub-divided into face value of Rs. 2 each with effect from 25st February, 2010. The Members are therefore requested not to deal with the share certificates of the face value of Rs.10 in any manner as the same stands cancelled. The Members still holding old share certificates of the face value of Rs.10 each are once again requested to surrender them to the Company / Registrar in order to enable the Company / Registrar to issue sub-divided share certificates of the face value of Rs. 2 each in lieu thereof. Members are requested to send such share certificates by Registered Post only. The Company has been sending reminders to the concerned members to exchange their old Certificates with new sub-divided share certificates.
- H) Members holding shares in physical form are requested to immediately intimate changes, if any, in their registered addresses along with the PIN CODE to the Company or the Registrars so as to enable the Company to address future communication to their correct addresses.
- I) The Company prefers use of ECS / NECS for payment of dividend. Considering the advantages, members are requested to enroll for ECS / NECS facility. In order to avoid loss of dividend warrants in transit, undue delay in receiving the warrants and to protect against fraudulent encashment of dividend warrants, members are requested to provide ECS / NECS Mandate, if not provided earlier. In respect of the Members who have given mandate for payment of dividend through ECS / NECS, the dividend will be paid through ECS / NECS and their bank account details will be printed on their ECS advices.

In light of the above, Members are requested to furnish the new bank account number, if any, allotted to them by their

bank after implementation of the Core Banking Solutions (CBS), together with name of the bank, branch, 9 digit MICR bank / branch code and account type by quoting their folio number and a photocopy of a cheque pertaining to their bank account, so that the dividends can be credited to the said bank account. Those Members holding shares in demat form are requested to provide the same details to their Depository Participant (DP).

Please note that in case the Members do not provide the said details as aforesaid, credit of dividends through NECS to their old bank account number may be rejected or returned by the banking system at the ECS centre level itself in terms of Reserve Bank of India (RBI) circular no. DPSS (CO) EPPD No.191-04.01.01/2009-2010 dated 29th July, 2009. However, in such cases, the Company would issue physical dividend warrants to the concerned Members post such rejection. After credit of dividend, a confirmation will be sent to the concerned Members.

- J) Members are informed that 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.
- K) In terms of section 109A of the Companies Act, 1956, Members are entitled to make nomination in respect of shares held by them in physical form. Members desirous of making nominations are requested to send their requests in form 2B in duplicate to the registered office of the Company or the Registrars. The nomination forms will be made available to the members on request.
- L) Members holding shares in multiple folios in the same name or in the same order of names are requested to consolidate their holding into a single Folio.
- M) A brief profile of the Directors retiring by rotation and eligible for re-appointment, as stipulated under clause 49(IV) (G) of the Listing Agreement are provided as an annexure to the Notice. The Company has received the requisite Form DD-A from the said Directors in terms of Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules 2003 confirming their eligibility for re-appointment.
- N) For security reasons and for proper conduct of the Meeting, entry to the venue of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members / proxies attending the Meeting are requested to bring their Attendance Slip complete in all respects and signed at the place provided there at and handover it over at the entrance. Members holding shares in dematerialized form are requested to carry their depository account number along with the depository participant identification number.

Members / Proxies are also requested to bring their copy of the Annual Report to the Meeting.

- O) Please note that in terms of SEBI Circulars No.MRD/DoP/Cir-05/2009 dated May 20, 2009 and No.SEBI/MRD/DoP/SE/RTA/Cir-03/2010 dated 7th January, 2010, it is mandatory for the shareholders holding shares in physical form to submit self-attested copy of PAN card for transfer / transmission / deletion / transposition of securities. In compliance with the aforesaid circulars, requests without attaching copies of PAN card, for transfer/deletion/ transmission and transposition of shares of the Company in physical form will be returned under objection.
- P) The Company has uploaded on its web-site an "Investor Information Kit" for the general information and guidance to the investors of the Company. Further, the Company has designated an exclusive email ID viz. investors@vaaradventures.com to enable the investors to post their grievances, if any, and monitor its redressal. Members are advised to refer to Section titled "General Shareholder Information" provided in the annual report.
- Q) Non-resident Indian Members are requested to inform the Registrar Bigshare Services Private Limited, immediately on change in residence status on return to India for permanent settlement.
- R) Members desiring any relevant information or clarifications on the Accounts at the Annual General Meeting are requested to write to the Company Secretary at least seven days in advance of the meeting, so as to enable the Management to compile the information and provide replies at the meeting.
- S) The Company has implemented the "Green Initiative" as per circular nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/ documents and annual reports to shareholders. Henceforth, the email addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/documents including those covered under Section 219 of the Companies Act, 1956. The Notice of AGM and the copies of audited financial statements, directors' report, auditors' report etc. will also be displayed on the website www.vaaradventures.com of the Company and the other requirements of the aforesaid MCA circular will be duly complied with. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer agent of the Company at the address mentioned in (6) above quoting their folio number(s).

T) Pursuant to the requirement of Clause 49 of the Listing Agreement the required information pertaining to the three Directors, Mr. Nitin Datanwala, Mr. Dilip Mehta and Mr. Bhagirat Merchant are furnished below.

Name of Director	Mr. Nitin Datanwala	Mr. Dilip Mehta	Mr. Bhagirat Merchant
Date of Birth	29/11/1951	20/10/1953	19/05/1946
Date of Appointment	28/08/2009	19/02/2010	09/10/2010
Expertise in specific functional area	He is Chartered Accountant and Company Secretary by profession with over 30 years of experience. He is presently working as Vice President Corporate & Company Secretary with The Bombay Burmah Trading Corporation, Limited, a Wadia Group Company and one of the oldest companies in India.	He is a President of Jain Jagruti Centre, Gem Jagdusha for last 10 years and Committee Member of All India Federations of Jains, Mumbai and Advisory Board Member of PharmaBiz – Weekly Pharma Publication and Editor of PWA Communane – A Quarterly Publication of PWA. He is also a president of all India drugiest and chemiest association.	Mr. Bhagirat Merchant is well-known and eminent personality in industrial, finance, security market and related areas. He was former president of Bombay Stock Exchange and faculty in leading professional courses.
Qualification	C.A, C.S	B.com	B.Com, FCA, MBA
No. Equity Shares held	---	---	---
List of outside Company Directorship held	Public Companies <ol style="list-style-type: none"> 1. Afco Industrial and Chemical Limited. 2. Sea Wind Investment & Trading Company Limited. 3. Inor Medical Products Limited. 4. Lexicon Infotech Limited. 5. Varnilam Investment and Trading Company Limited. 6. N W Exports Limited 7. Perman Project Supports Limited 8. Mecrofill Investment Limited 9. Harvard Plantations Limited 10. Placid Plantations Limited 11. B R T Limited 12. Innovamedia Publications Limited 13. edesk Services Limited Private Companies <ol style="list-style-type: none"> 1. Electromags Automotive Products Private Limited 2. Msil Investments Private Limited 	Public Companies <ol style="list-style-type: none"> 1. Geo Aquatech Limited 2. Edesk Services Limited Private Companies <ol style="list-style-type: none"> 1. Jalaram New Media Private Limited. 2. PharmaCare Logistics Private Limited 	Public Companies <ol style="list-style-type: none"> 1. Visaka Industries Limited 2. E-cube Solutions (India) Limited Private Companies <ol style="list-style-type: none"> 1. Taragon Capital Advisors (I) Pvt. Ltd.

	3. Roshnara Investment And Trading Company Private Limited 4. Cincinnati Investment And Trading Company Private Limited 5. Lima Investment And Trading Company Private Limited 6. Shadhak Investments And Trading Private Limited 7. Lotus Viniyog Private Limited 8. Asset Resolution Services India Private Limited 9. Neville Wadia Private Limited		
Chairman/Member of committee of the Board of Directors of the Company	Chairman of Audit Committee, Member of Shareholders and Remuneration Committee	Member of Remuneration Committee	-
Chairman/Member of Committees of Director of other Companies in which he/she is a Director a) Audit Committee b) Remuneration Committee	-	-	1. Visaka Industries Limited 2. Taragon Capital Advisors (I) Pvt. Ltd
c) Shareholders/Investors Grievance Committee/ Share Transfer Committee	-	-	-

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 ANNEXED TO, AND FORMING PART OF THE NOTICE

ITEM NO. 6

Mr. Bhagirat Merchant was appointed as an Additional Director of the Company on October 9, 2010 by the Board of Directors of the Company. According to the provisions of the Section 260 of the Companies Act, 1956, he holds the office upto the date of this Annual General Meeting. As required under Section 257 of the Act, a notice has been received from a member signifying his intention to propose the appointment of Mr. Bhagirat Merchant as a Director alongwith the requisite deposit.

The Board recommends the Resolution at item no. 6 for your approval.

Except Mr. Bhagirat Merchant himself, none of the other Directors may be deemed to be concerned or interested in the above resolution.

ITEM NO. 7

Pursuant to Section 293 (1) (d) of the Companies Act, 1956 (the Act), the Board of Directors of the Company cannot borrow monies in excess of the aggregate of the paid-up capital of the Company and its free reserves, which shall however, not include

the temporary loans obtained from the Company's bankers in the ordinary course of business. Presently, the Board has the powers to borrow up to a limit of Rs.500 Crores as approved by the members of the Company by postal Ballot result declared on December 21, 2010.

In view of the increased requirement for the funds indicated elsewhere in the explanatory statement to this notice and to cope up with consequent financial requirements, it is proposed to seek members' approval to enhance the borrowing power of the Board of Directors of the Company from existing limit of Rs.500 Crores to Rs.1500 Crores.

The ordinary resolution under this head of item is therefore proposed for the members' approval as required under the provisions of sub- clause (d) of sub-section (1) of Section 293 of the Act. Your Directors recommend the above resolution for your approval.

None of the Directors of the Company are in any way concerned or interested in the resolution proposed under this item.