

CORPORATE GOVERNANCE REPORT

1. Company's philosophy on code of governance:

The Company believes that while its primary responsibility is to generate sustainable returns for all its stakeholders, it must also make a harmonious contribution to the socio-economic environment in which it operates. Toward these ends, the Company strives to follow two guiding principles

- i. The Company must not compromise on certain core values like Integrity, Statutory Compliance and Fairness in all of its internal or external dealings, transactions, financial statements or corporate announcements.
- ii. The Company must always remain sensitive to the long-term societal implications of its businesses.

2. Board of Directors

The Board of Directors comprises of two non-executive directors, and the Managing Director.

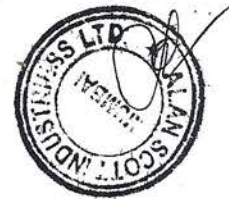
The composition of the Company's Board of Directors is not in conformity with the listing agreement. The Company does not have any nominee director on its Board. All the Directors of the Company are liable to retire by rotation as per the provisions of the Companies Act, 1956.

The composition of the Board of Directors and other relevant details relating to them are given hereunder:

	Name of Directors	Category	No. of other Directorships	No. of Members of other Board Comm.	No. of other Committees Chairmanships
1.	Soketu Jayant Parikh	Managing Director	1	1	-
2.	Asmita Jayant Parikh	Whole Time Director	2	1	-
3.	Govindan Nair	Non Executive & Independent	1	-	1

Board Meetings and Attendance of Directors

The Board meets at least once in a quarter to consider amongst other business the performance of the Company and quarterly financial results. The Board meetings are generally held at the Registered Office of the Company at Mumbai. Every Board Member is free to suggest the inclusion of items on the agenda.



There were five (5) Board Meetings during the year ended 31st March, 2012 i.e. on 29th April, 2011, 25th July, 2011, 01st September 2011, 27th October 2011 and 27th January, 2012. The Table hereunder gives the attendance record of the Directors at the Board Meetings held during 2011-12 and the last AGM:

Name of the Directors	Number of Board Meetings held during the year	Number of Board Meetings attended	Whether attended last AGM
Soketu Jayant Parikh	4	4	Yes
Asmita Jayant Parikh	4	4	Yes
Govindan Nair	4	4	NA

3. Audit Committee

A qualified and independent audit committee shall have minimum three directors as members. Two-thirds of the members of audit committee shall be independent directors. Audit Committee is not formed.

4. Remuneration of Directors:

To avoid conflicts of interest, the Remuneration Committee, which would determine the remuneration packages of the executive directors may comprise of at least three directors, all of whom should be non-executive directors, the Chairman of committee being an independent director. No Remuneration Committee is formed

5. Shareholder's Cum Investors Grievance Committee

The Shareholder's Cum Investors Grievance Committee was headed by Mr. Govindan Nair. The composition of the reconstituted Shareholders' Cum Investors Grievance Committee is as under:

Mr. Govindan Nair	Chairman, Non Executive Director
Asmita Jayant Parikh	Member, Executive Director
Soketu Jayant Parikh	Member, Managing Director

Meetings and Attendance:

No Shareholders/Investors Grievance Committee Meetings were held during the year ended March 31, 2012.



6. General Body Meeting

Location and time where last three Annual General Meetings were held are given below:

Financial Year	Date	Location of the Meeting	Time
2008-2009	30/09/2009	38, Apurva Indl. Estate, Makwana Road, off. Andheri . Kurla Rod, Marol Naka, Andheri (c), Mumbai	11.00 A.M.
2009-2010	30/09/2010	38, Apurva Indl. Estate, Makwana Road, off. Andheri . Kurla Rod, Marol Naka, Andheri (e), Mumbai	11.00 A.M.
2010-2011	29/09/2011	38, Apurva Indl. Estate, Makwana Road, off. Andheri . Kurla Rod, Marol Naka, Andheri (e), Mumbai	11.00 A.M.

Related Party Transactions:

A comprehensive list of related party transactions as required by the Accounting Standard (AS) 18 issued by the Institute of Chartered Accountants of India, forms part of the Note No.20 to the Accounts in the Annual Report.

Certificate on Corporate Governance:

As required by Clause 49 of the Listing Agreement, a certificate from the Statutory Auditors regarding compliance with all the conditions of Corporate Governance norms is given as an annexure to this Report.

CEO Declaration:

As required by Clause 49 of the Listing Agreement, the CEO i.e. the Managing Director's declaration on compliance of the Company's code of conduct is provided as an Annexure to Report.

9. General Shareholder Information

i.	Date and time of Annual General Meeting of Shareholders	Saturday September 29, 2012 at 11.00 a.m.
ii.	Dates of book closures	Thursday September 27, 2012 to Saturday September 29, 2012 (both days inclusive)



iii.	Venue of AGM	38, Apurva Indl. Estate, Makwana Road, off. Andheri - Kurla Rod, Marol Naka, Andheri (e), Mumbai
iv.	Listing on stock exchanges	The Equity Shares of the Company are listed on OTC Stock Exchange Limited. There is no default in payment of Annual Listing Fees as prescribed.
v.	Stock Exchange Code	N.A
vi.	Financial year	April to March
vii.	Dividend payment date	N.A.

10. Share Transfer System:

All share transfer, dematerialization and related work is managed by a common agency, Link Intime India Private Limited, Bhandup (W), Mumbai-78. Shareholders are requested to send all share transfer requests, demat/remat requests, correspondence relating to shares i.e. change of address, Power of Attorney, etc. to the registrar and transfer agents,

Market Price Data (Monthly High/Low on BSE):

Data is not available as listing is not available on OTC/EI

Comparative Performance: No meaningful comparison is possible with any index.

*No data available

I CATEGORY-WISE DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2012

(i) Govt. [Central & State(s)]	—	(ii) Govt. Companies	—
(iii) Public Financial	—	(iv) Nationalized/ Other Institutions Banks	—
(v) Mutual Funds	—	(vi) Venture Capital	—
(vii) Foreign Holdings (FII/FCs/FFIs/NRIs / OCBs)	—	(viii) Bodies Corporate (Not Mentioned Above)	20.60
(ix) Directors / Relatives	36.27	(x) Other top 50 Share Holders of Directors [Other than those listed above] / others	43.13

II SLAB-WISE DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2012

Data is not available

III Dematerialization of Shares:



The company does not have stock of shares in physical form at the year end. The management has verified and reconciled the stock of shares lying in Demat form during the year. The company is maintaining proper records of stock of shares. The discrepancies noticed on verification between the stocks of shares in Demat and the book records were not material

11. Plant location:

The Company does not have any plant.

12. Investors Correspondence:

38, Apurva Indl. Estate, Makwana Road, off. Andheri . Kurla Rod, Marol Naka, Andheri (e), Mumbai Tel No: +(91)-(22)-28512465, 28515685 28515691, 28504140, 28512466 66990351, + (91)-(22)-28506854

13. Compliance with other mandatory requirements.

1. Management Discussion and Analysis

Management Discussion and Analysis Report forms part of the Annual Report and includes discussions on various matters specified under clause 49(iv)(f) of the Listing Agreement is attached.

2. Disclosures

2.1 Related party Transactions

The details of all transactions with related parties are disclosed in the annual report.

2.2 Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

3. Code of Conduct

The Board has formulated a code of conduct for the Board members and senior management of the Company. All board members have affirmed their compliance with code. A declaration to this effect signed by the Managing Director of the Company is given elsewhere in the Annual Report.

4. CEO/CFO certification

A Certificate from Managing Director on the financial statements of the Company was placed before the Board.

5. Review of Directors' Responsibility statement

The Board in its report have confirmed that the annual accounts for the year ended 31st March, 2012 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.



NON-MANDATORY REQUIREMENTS

- | | |
|---|---|
| a) Any qualification in Auditors Report | NIL |
| b) Remuneration Committee | Remuneration Committee has been not been constituted. |
| c) Shareholder Rights
The half yearly declaration of financial performance including summary of the significant events in last six months should be sent to each household of shareholders | The Company's Quarterly results are published in English and Marathi newspapers having wide circulation. In view of the above, the half yearly declaration of financial performance including summary of the significant events in the last six months are sent. The audited Results for the financial year are communicated to the Shareholders through the Annual Report. |

The Board would review implementation of non-mandatory requirements of Corporate Governance code regarding Tenure of independent directors on the board, Training of Board Members, Mechanism for evaluating non-executive board members and Whistle Blower Policy at appropriate time.

Declaration on compliance with code of conduct

The Board has formulated a code of conduct for the Board members and senior management of the Company, which has been posted on the web site of the Company.

It is hereby affirmed that all the Directors and senior management personnel have complied with the code of conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

For and on behalf of the board of Directors


Sd/-

Soekeru Parikh
Managing Director

Place : Mumbai
Date : 04th September 2012

