

REPORT ON CORPORATE GOVERNANCE

The Company's policies and practices continued to aim at efficient conduct of business and in effective meeting its obligations to the shareholders as the company believes in good corporate governance.

BOARD OF DIRECTORS:

The strength of Board of Directors of your Company is Four including Chairman and , Managing Director, Managing Director is executive director and others are non executive directors. None of the directors are members in more than ten committees and they do not act as chairman of more than five committees

“Independent Director” who apart from receiving director's remuneration, do not have any other material pecuniary relationship or transactions with the Company, its promoters, its management, which in judgment of the Board may affect independence of judgment of director.

Brief resume of the directors who retire by rotation and seek reappointment is given in the notes to the notice, the members are requested to refer the same.

Attendance of Directors at the meeting of Board of Directors held during the financial year 2007-2008 and the last Annual General Meeting held on 30.09.2008 are as follows:

Details of Meetings of Board of Directors held during the year 2007-08 :

Sr.No.	Date	No. of Directors present
1	30.04.2007	4
2	28.05.2007	4
3	31.07.2007	4
4	31.10.2007	5
5	31.03.2008	5

Name of Director	No. of Board Meeting Attended	Attendance in A.G.M.
Mr. Mahesh M.Godiwala	5	Present

Mr. Jigar M Godiwala	5	Present
Mr. Dhirajbhai G Patel	5	Present
Mr. Jitendra D Dina	5	Present

Number of Board of Directors or Board Committee of Public Limited Companies of which a Director is member or chairperson.

Name of Director	No. of BOD's of public Companies	No. of Membership of Board Committee	No. of Chairmanship of Board Committee
Mr. Mahesh M. Godiwala	Nil	-	-
Mr. Jigar M Godiwala	Nil	-	--
Mr. Dhirajbhai G Patel	Nil	-	--
Mr. Jitendra D Dina	Nil	-	-

AUDIT COMMITTEE:

Brief description of terms of reference

To oversee the company's financial reporting process, internal control system, reviewing the accounting policies and practices, reports of the company's Quarterly/Half Yearly/Yearly financial statements as also to review financial and risk management policies.

Composition : Consists of 3 directors as under :

Name of Members & Chairperson : 1) Mr. Dhirajbhai Patel (Chairman)

: 2) Mr. Jitendra Dina

: 3) Mr. Jigar Godiwala

SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE:

Brief description of terms of reference

To specifically look into the redressal of complaints like transfer of shares, non-receipt of annual reports, etc. received from shareholders/investors and improve the efficiency in investors' service wherever possible.

Composition : Consists of 2 directors as under :

Name of Members & Chairperson : 1) Mr. Jitendra Dina (Chairman)

: 2) Mr. Dhirajbhai G Patel

Name of Compliance Officer : Mr. Joy M Godiwala

Details of complaints received during the year 2007-2008.

Nature of Complaint / Query	No. of complaints / queries received	No. of complaints/queries not solved to the satisfaction of shareholders
Transfer of Shares	Nil	Nil
Non Receipt of Annual Reports	4	Nil

REMUNERATION COMMITTEE:

The Executive Directors' remuneration is fixed by the committee within the overall limit and recommended for approval by the Board of Directors and the Shareholders at their meetings. Presently, the Non Executive Directors are not paid any remuneration.

Details of Remuneration paid to the Executive Directors for the F.Y. 2007-08

The Remuneration of Rs.1,80,000.00 has been paid to Shri Maheshbhai Godiwala and Rs. 1,20,000.00 has been paid to Jigar M Godiwala. No sitting fees is paid to directors

ANNUAL GENERAL MEETING :

Details of last three Annual General Meetings held:

Particulars	2004-2005	2005- 2006	2006-07
Day	Friday	Saturday	Saturday

Date	30.09.2006	20.9.2006	29.09.2007
Time	11.00. a.m	11.00. a.m	11.00a.m
Venue	Registered Office of company	Registered office of the company	Registered office of the company

DISCLOSURES:

1. Disclosures on materially significant related party transaction, i.e., transactions of the company of material nature, with its Promoters, Directors, or the Management their subsidiaries or relative, etc. that may have potential conflict with the interest on the company at large:-

None of the transactions with any of the related parties were in conflict with the interest of the company.

2. Details of non compliance by the company, penalties, strictures imposed on the company by the Stock Exchange or SEBI or any statutory or any matter related to capital market during the last three years.

The company has complied with the requirements of regulatory authorities on matters related to the capital market and no penalties/strictures have been imposed against the company during the last three years.

MEANS OF COMMUNICATION:

The Company publishes its financial results every quarter in newspapers. Communications on the half yearly results are not sent individually to the Shareholders of the company.

COMPLIANCE CERTIFICATE

The certificate regarding compliance of conditions of clause 49 of the Listing Agreement from the Auditors of the company is annexed hereto.

GENERAL SHAREHOLDER INFORMATION:

1) Annual General Meeting : 30.09.2008

Day, Date, Time & Venue : Wednesday 11 a.m.

Registered office of company.

2) Financial Year/Calender :

- Results for first Quarter ending 30.06.2007 : On or before 31.07.2007
- Results for second Quarter ending 30.09.2007 : On or before 31.10.2007
- Results for third Quarter ending 31.12.2007 : On or before 31.01.2008
- Results for third Quarter ending 31.03.2008 : On or before 30.04.2008
- Results for year ending 31.03.2008 : On or before 31.08.2008

3) Date of Book Closures : 15.09.2008 to 30.09.2008 (both days inclusive)

4) Dividend Payment Date : No dividend declared

5) Regd. Office : 1/324 Popat Street Nanpura Surat 395001

6) Registrar & Share Transfer Agent : Not Applicable

7) Address of Investors Correspondence : 1/324 Popat Street Nanpura Surat 395001

8) Listing on Stock Exchange : Listing Fee for Mumbai Stock Exchanges for year 2009-10 paid

Stock Code : 530443

Demat ISIN No. in NSDL &CSDL : Not Applicable

9) Outstanding GDRs, AARs warrants or any convertible instruments, etc. : NIL

Place : Surat

By Order of the Board of Directors

Date :-01.09.2008

Sd/-

Directors