

Mr. Suneet Kothari is working with us since January 15, 2001.

During his tenure with us since January 2001, he played a significant role in setting up the new product development effort and seeing it started off successfully.

Mr. Suneet Kothari is a director of the following companies:

- 1) Alkyl Speciality Chemicals Ltd.
- 2) Alkyl Amines Europe sprl, Belgium
- 3) Ambika Technologies Pte. Ltd., Singapore.
- 4) Purjeeko Investments & Trading Pvt. Ltd.
- 5) Accutest India Pvt. Ltd.

Mr. Suneet Kothari holds 76662 Equity Shares in the Company.

Mr. Yogesh Kothari and Mr. Hemendra Kothari, being relatives of Mr. Suneet Kothari, may be considered to be interested in this resolution.

ITEM 4

Mr. D. G. Piramal retires by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for reappointment.

Mr. D.G. Piramal has been on the Board of the Company since October 18, 1980. He is also a member of our Remuneration Committee of Directors. Mr. D.G. Piramal, aged 60 years, is a leading industrialist and Chairman of VIP Industries Limited. He is also on the Board of the following Companies:

1. DGP Securities Limited
2. Kiddy Plast Limited
3. Gazelle Travels Pvt. Ltd.
4. DGP Enterprises Pvt. Ltd.
5. DGP Capital Management Ltd.
6. KEC International Ltd.

With his vast experience in the Industry, it will be in the interest of the Company that Mr. Piramal continues as Director of the Company. Except Mr. Piramal, no other Director is interested in this resolution.

ITEM 5

Mr. S.B. Ghia retires by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for reappointment.

Mr. S.B. Ghia, aged 62 years, has been on our Board since October 18, 1980. Mr. Ghia is a member of our Audit Committee, Investors Grievance Committee and Remuneration Committee of Directors. He is the Chairman & Managing Director of Futura Polyesters Limited, Innovassynth Investments Limited and Chairman of Innovassynth Technologies (India) Limited. He is also on the Board of the following Companies:

1. Sonata Software Ltd.
2. AVT Natural Products Ltd.

In view of his vast experience in the Industry, It will be in the interest of the Company that Mr. Ghia continues as Director of the Company.

Except Mr. Ghia, no other Director is interested in his reappointment.

ITEM No. 6

In view of the increasing business operations of the company, it would be advisable to increase the borrowing powers of the Directors from Rs.150 crores to Rs.250 crores. The Board of Directors recommend passing of the Ordinary resolution.

None of the Directors of the company is, in any way, concerned or interested in this resolution.

ITEM NO. 7

In view of the increasing business operations and borrowings of the company, as aforesaid, the Company may have to create further charges/mortgages in favour of the lenders. Therefore, a resolution enabling the Directors to create charges/mortgages on the movable/immovable properties of the Company to the extent of Rs.250 crores is proposed.

None of the Directors of the company is, in any way, concerned or interested in this resolution.

By order of the Board

K. P. RAJAGOPALAN

General Manager (Secretarial & Legal)

Registered Office :

401-407, Nirman Vyapar Kendra, Plot No. 10,
Sector 17, DBC, Vashi, Navi Mumbai 400 703.

Dated: May 31, 2010