



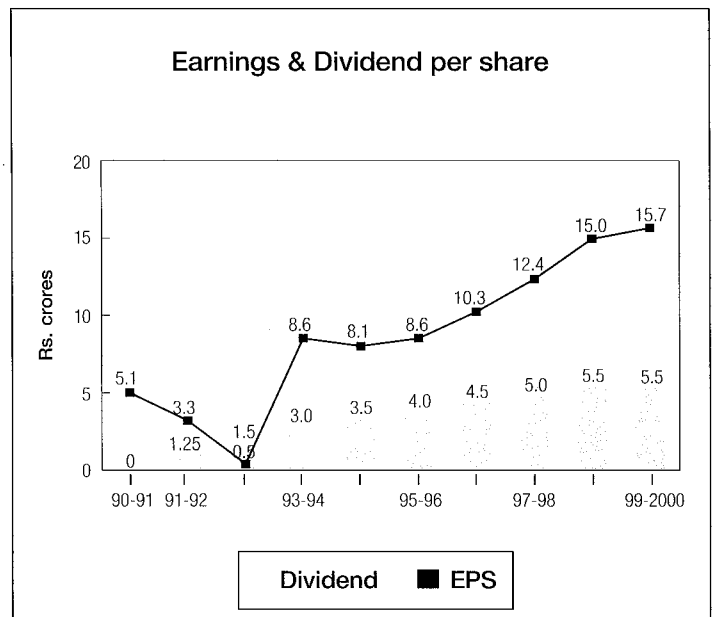
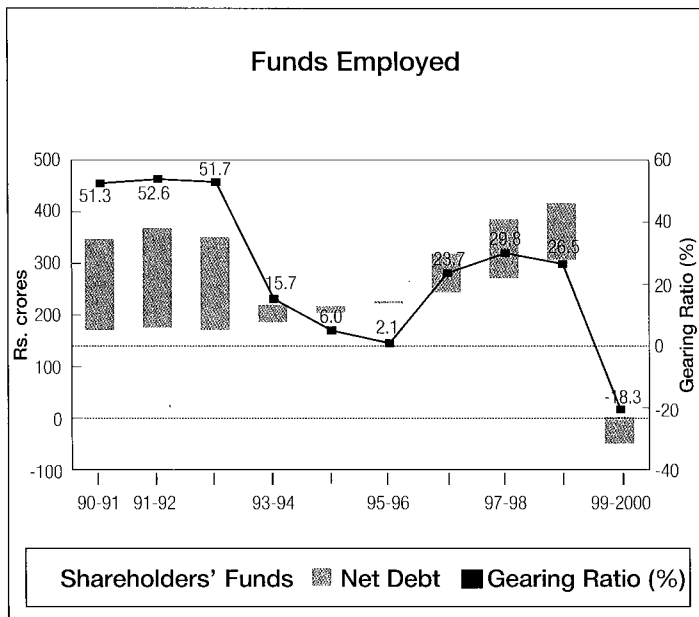
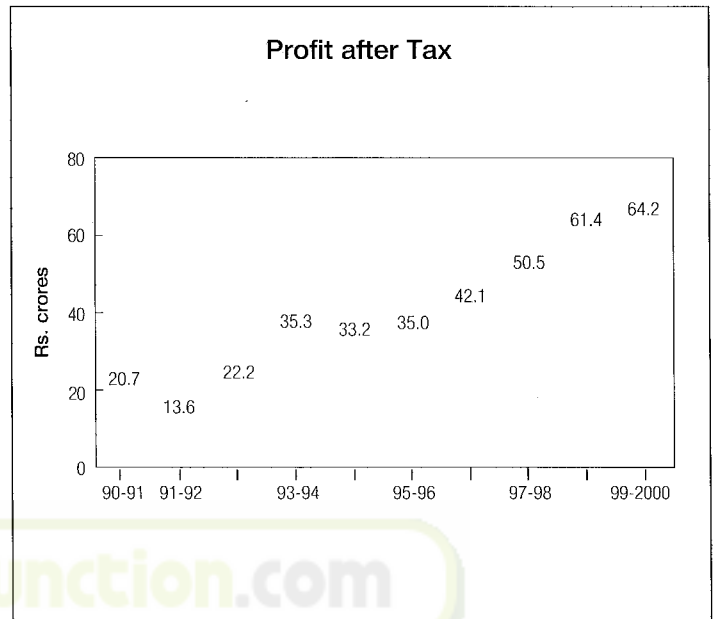
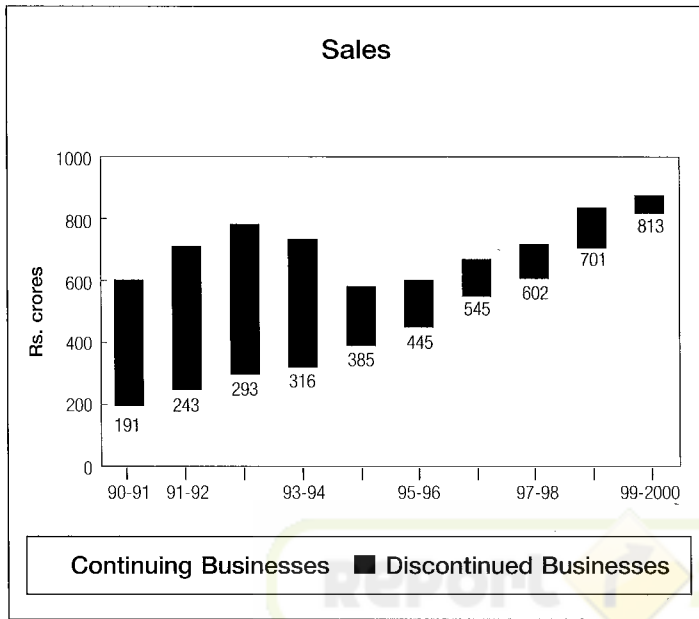
ICI India Limited



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ICI India Limited

Ten Year Trends





ICI India Limited

Annual Report 1999-2000

CONTENTS	Page
BOARD OF DIRECTORS	1
DIRECTORS' REPORT	2
AUDITORS' REPORT	11
TEN YEARS AT A GLANCE	13
BALANCE SHEET	14
PROFIT & LOSS ACCOUNT	15
SCHEDULES TO THE ACCOUNTS	16
CASH FLOW STATEMENT	28
BALANCE SHEET ABSTRACT	29
STATEMENT REGARDING SUBSIDIARY COMPANIES	29
STATEMENT OF PARTICULARS OF EMPLOYEES	30
ANNUAL REPORT OF SUBSIDIARY COMPANIES	
- INDIAN EXPLOSIVES LIMITED	32
- INITIATING EXPLOSIVES SYSTEMS INDIA LIMITED	46





ICI INDIA LIMITED
ANNUAL REPORT 1999-2000

BOARD OF DIRECTORS

CHAIRMAN

Dr A S Ganguly

MANAGING DIRECTOR

A Narayan

DIRECTORS

R L Jain (Chief Operating Officer & Wholetime Director)
 B Rajagopal (Wholetime Director)
 M R Rajaram (Wholetime Director)
 D Singh (Wholetime Director)
 R Gopalakrishnan
 S Hamlett
 D S Parekh
 M V Subbiah
 S Chandra

BOARD SUB-COMMITTEES

AUDIT SUB-COMMITTEE

D S Parekh (Chairman)
 R Gopalakrishnan
 S Hamlett
 M V Subbiah

REMUNERATION AND NOMINATIONS COMMITTEE

M V Subbiah (Chairman)
 R Gopalakrishnan
 S Hamlett
 D S Parekh

REGISTERED OFFICE

ICI House,
 34, Chowringhee Road,
 Calcutta - 700 071
 Ph: 033-2267462
 Fax: 033-2880804

CORPORATE OFFICE

ICI India Limited,
 10th Floor, DLF Plaza Tower,
 DLF Qutab Enclave, Phase-I
 Gurgaon - 122002
 Ph: 0124-6359822-29
 Fax: 0124-6359840

WEBSITE

www.iciindia.com

SECRETARY

R Guha

AUDITORS

BSR & Co.

BANKERS

State Bank of India
 ANZ Grindlays Bank
 Central Bank of India
 Citibank N.A.
 Deutsche Bank AG

REGISTRAR AND SHARE TRANSFER AGENT

C B Management Services Limited
 P-22, Bondel Road,
 Calcutta-700019
 Ph. : 033-2806692/93/94
 033-2802486
 Fax : 033-2470263
 E-mail : cbms@gncal.globalnet.ems.vsnl.net.in



DIRECTORS' REPORT 1999-2000

THE BUSINESS ENVIRONMENT

The Indian economy registered a growth of about 6% in the year 1999-2000, down from 6.8 % last year whilst industry grew by about 6% up from 3.6% in the previous year. Wholesale price inflation at 4% has remained under control but the rupee has depreciated by around 3%.

There was a slowdown in the agricultural sector where despite a twelfth successive good monsoon, scanty rainfall in some critical areas adversely affected output. Towards the end of the year, the economy was facing a sharp rise in oil prices and this is expected to put further pressure on industry.

FINANCE AND ACCOUNTS

Sales income for the year was Rs. 87312 lacs. The Explosives business was transferred to Indian Explosives Limited, a subsidiary of the Company on 29 September 1999. Hence, on a comparable basis, sales from continuing businesses grew by 16% over the previous year.

Exceptional income at Rs. 1703 lacs mainly comprises profit from disposal of surplus properties (Rs. 8402 lacs), sale of Explosives business (Rs. 2236 lacs), offset by provision for Voluntary Retirement Scheme (Rs. 6900 lacs), and additional stamp duty payable (Rs. 1770 lacs) on disposal of the Fertiliser business consequent to an order of the Supreme Court.

Provisioning norms for current assets were redefined during the year resulting in a once off provision of Rs. 1200 lacs. Cash from the sale of Explosives business and surplus properties reduced the interest cost by 42%. With nil tax during the year, the Profit after tax was Rs. 6415 lacs, reflecting an improvement of 4.5% over previous year.

The Company declared dividend of Rs. 5.50 per share by way of interim dividend on 24 March 2000 amounting to Rs. 2248 lacs. This has been paid to the shareholders. In the meeting of the Board on 25 July 2000, the audited results were finalised and it was recommended that the interim dividend be the total dividend for the year.

The performance highlights of the year are summarized below:

	1999-2000	1998-99
Income	87312	83333
Operating Profit from Businesses	9850	10112
Depreciation	2329	2416
Interest	1609	2756
Once off charge following redefined provisioning norms	1200	-
Exceptional Income	1703	2648
Profit before tax	6415	7588
Tax	-	1450
Profit after tax	6415	6138

The appropriations of profit in 1999-2000 is as follows:

	Rs. Lacs 1999-2000
Profit after Tax	6415
Interim Dividend	2248
Tax on Dividend	247
Transfer to Debenture Redemption Reserve	440
Transfer to General Reserve	1665

The balance of Rs. 1815 lacs together with the opening balance of Rs. 10189 lacs, amounting to Rs. 12004 lacs is carried forward in the Profit and Loss Account.

During the year no fresh fixed deposit was accepted or renewed and deposits aggregating to Rs. 328 lacs were repaid.

BUSINESS PERFORMANCE

Paints

The Decoratives product portfolio was enriched with greater focus on the 'Dulux' range of products resulting in overall growth of 5% in sales. Improved formulations for our leading exterior brands 'Weathershield' and 'Supercote' were launched during the year.

The Company continued to strengthen its market leadership in Refinish Paints achieving impressive growth in the Polyurethanes based segment. A technology and supply agreement has been signed with PPG Industries Inc, USA to sustain and build our market position post divestment of the Autocolour business worldwide by Imperial Chemical Industries, PLC UK ("ICI PLC"). Also, with further approvals from the leading auto majors, the Company has the distinction of being the first paints company to have secured a 'preferred supplier' status for our '2K' system from most car manufacturers in the country.

Explosives

On 29 September 1999, the Explosives business of the Company was transferred to Indian Explosives Limited, a joint venture between the Company and Orica Investments Pty Ltd., Australia ("Orica"). With this, the new company is well positioned to deliver outstanding value to its customers and shareholders by leveraging the global strengths of Orica Ltd Australia, the world leader in Industrial Explosives.

Uniqema

Uniqema business grew by an impressive 26% with strong performance in the Health & Personal Care and Textile Auxiliaries segments and the amalgamation of the Unilever's Unichema range of Dimer Acids and Process Intermediates.

Innovation, customer focus and operational excellence continued to be thrust areas for the business. Partnership projects with Reliance Industries Ltd in the area of Polyester Spin Finishes, and Hindustan Lever Ltd for Skin Care made significant progress and will provide platforms for growth in future.

National Starch & Chemicals

Trading in National Starch Adhesives products commenced in May 1999, followed by the commissioning of a 1200 tpa plant for Hot Melt Adhesives at Thane in January 2000. The business plans to widen its portfolio reach in the near future.



Synetix

The Synetix business grew 25% with exports doubling during the year. The Catalyst business introduced several new products in the Indian market and won new projects related to reduction of sulphur emission in diesel in the refinery segment at Hindustan Petroleum, Madras Refinery and Cochin Refinery. The business launched value added services to improve efficiencies and productivity for customers in the Fertilizer and Refinery sectors.

Polyurethanes

The business once again doubled sales over 1998-99, through focused development in the Automotive, Footwear and Construction segments. The business implemented SAP R/3 across its operations and is now in the process of launching an e-Commerce initiative in close collaboration with its customers. During the period under review, ICI PLC sold a majority stake in the Polyurethanes business to Huntsman Corporation of the US. The business in India continues to work very closely with the new entity to continue to provide world class products and services to its customers in India.

Rubber Chemicals

Reflecting international trends, Rubber Chemical prices fell further and remained depressed throughout the year, putting pressure on margins. The business rationalized its product portfolio and focused aggressively on its specialties range achieving growth well ahead of the market. To meet these demands, a new Retarders manufacturing facility was commissioned and stabilized during the year. Special initiatives to deliver total customer satisfaction were well received by major customers.

Pharmaceuticals

The business recorded an impressive growth in its key Cardiovascular segment. Focused marketing efforts helped improve growth rates for its original research products, Tenormin and Inderal. Zestril continues to register the highest growth amongst this class of products.

The business, has further strengthened its Anaesthesia portfolio by licensing an original trade mark, Aerrane, a newer generation inhalational anaesthetic from a US multinational company, Baxter Healthcare.

Nitrocellulose

The Nitrocellulose business grew 34% in sales value reflecting successful integration of the Asha Nitrochem acquisition in the domestic market and a doubling of export volumes. Manufacturing facilities have been debottlenecked and upgraded, and an ERP system implemented to support the business.

Trading & Acrylics

The Trading business grew significantly through expanded geographical reach and addition of new agencies to its portfolio. Major growth was achieved in the Chlor-Chemicals business, making ICI Chlor-Chemicals the largest overseas supplier of these products into the country. The Titanium Dioxide business performed steadily.

The Acrylics portfolio progressed in Methacrylate Monomers, with doubling of ex-stock sales volume over the previous year.

RESPONSIBLE CARE - SAFETY, HEALTH AND ENVIRONMENT

The Board is happy to report another year of excellent Safety, Health and Environmental performance with no reportable injuries during the year. As in previous years, a number of businesses/sites won national and international recognition in management of occupational safety, environment and health, some of which are listed below: -

- (i) Pharmaceuticals Business received RoSPA 2000 Gold award for outstanding performance in Occupational Safety, British Safety Council Award and ICI PLC's leadership award for sustained SHE excellence.
- (ii) Paints factories won the National Safety Council of India award for meritorious achievement in safety performance and management and ICI PLC's Leadership awards for sustained SHE excellence.

The Board is also happy to report that the Pharmaceuticals plant at Ennore site received ISO 14001 certification, demonstrating the Company's commitment to sustainable environmental management.

Another outstanding achievement was the joint effort by Tamil Nadu Agricultural University and the Pharmaceuticals Plant at Ennore which resulted in the conversion of hazardous waste into useful application. Tamil Nadu Pollution Control Board has commended this joint effort as an important step towards "clean" manufacturing and sustainability.

In the field of Occupational Health, again there was no work related occupational illnesses for the third consecutive year.

ENERGY CONSERVATION

As recorded in the Annexure to the Directors' Report, there has been a marked improvement in energy efficiency during the year. Whereas Rubber Chemicals, Pharmaceuticals and Synetix achieved between 6% to 9% improvements in the specific energy usage, Nitrocellulose achieved a record 20% improvement.

CORPORATE GOVERNANCE

It has been a commitment of your Company to maintain the highest standards of corporate governance for many years now. Largely due to the proactive efforts in the last few years, the Company is already in substantial compliance with the recommendations of the Birla Committee, well ahead of SEBI's mandated time table of compliance by 31 March 2001. A special Annexure on Corporate Governance has been incorporated in this Report wherein the level of compliance by the Company is compared against the new requirements.

RESEARCH AND DEVELOPMENT

The innovation management process, put into place last year, was progressed satisfactorily and with good results. During the year the project to develop novel substitutes for some of the key raw materials required for the Polyurethanes business was started and the benefits have already started flowing in. The pace of new products introduction in the Uniqema business assumed even greater significance with more than 50 new products being introduced in Textiles, Health and Personal Care, Crop Protection and in the Polymer business segments. A number of new



formulations were also developed for Decorative and Refinish Paints to cater to specific market needs.

The role of process development in cost reduction continued. There was notable success in Rubber Chemicals in the manufacturing process for Accitard-RE and in the manufacture of Chlorhexidine and Monosulfiram in the Pharmaceuticals business. Process changes have also resulted in improvement in product consistency especially in the Personal Care segment of the Uniqema business.

The programme to network with academia and national laboratories in collaboration with the ICI India Research & Technology Centre continued according to plan.

PROPERTY

In line with the plan to exit from under-performing assets, a number of residential properties in Delhi, Mumbai, Calcutta and Chennai were sold during the year. The resultant profit of Rs. 84 crores from the above, has been utilised to strengthen the company's balance sheet for future growth.

HUMAN RESOURCES

During the year the company continued to pursue its goal to build a high performance culture through team working and continuous improvement. A focused drive was initiated in the area of performance management by facilitating integrated goal setting exercises and building skills for performance counselling and coaching. Through a review of the compensation policy greater emphasis was laid on linking pay to performance at all levels. The company has also invested in leadership development using the 360 degree feedback method. Employee relations continue to be cordial at all locations.

INFORMATION TECHNOLOGY

As a result of a comprehensive Millennium Compliance Project initiated almost two years before the century changeover date, business systems and date sensitive devices experienced no problems in moving into the new millennium. The communication network which is largely based on VSATs, was upgraded in line with business requirements. Integrated ERP systems were implemented in Nitrocellulose, Polyurethanes and Uniqema businesses during the year. A beginning has been made in integrating customers with the SAP R/3 system implementation in the Polyurethanes business. Opportunities for leveraging Internet based technologies and enmeshing them in the business plans are being progressed in other businesses.

DIRECTORS

Mr. D B C O'Shea resigned from the Board with effect from 31 December 1999. Mr S K Dash, a nominee of the Government of India on the Company's Board, resigned with effect from 24 January 2000. Mr V K Bahree a Wholtime Director resigned from the Board with effect from 01 June 2000 on health grounds. Mr V K Bahree served with distinction on the Board for over 12 years. The Board wishes to place on record its deep appreciation of the valuable services rendered by Mr D B C O'Shea, Mr S K Dash and Mr V K Bahree during their tenure as Directors of the Company.

Mr. Stephen Hamlett was appointed to the Board in the casual vacancy caused by the resignation of Mr D B C O'Shea with effect from 01 January 2000. Mr Stephen Hamlett is currently the Vice President, Regional Businesses, ICI PLC, UK.

Mr Suresh Chandra, nominee of the Government of India, was appointed to the Board with effect from 27 April 2000 in the casual vacancy caused by the resignation of Mr S K Dash. Mr Suresh Chandra is currently the Joint Secretary and Financial Advisor, Department of Fertilizers, Ministry of Chemicals and Fertilizers. Since Mr Suresh Chandra was appointed in casual vacancy, he holds office up to the date of the forthcoming Annual General Meeting being the date on which Mr S K Dash would have retired by rotation. The Company has received due notice under Section 257 of the Companies Act, 1956 proposing his reappointment.

Mr B Rajagopal and Mr Daljit Singh were appointed as Additional Directors with effect from 1 January 2000 and they shall hold office up to the date of the forthcoming Annual General Meeting. The Company has received due notices under Section 257 of the Companies Act, 1956 proposing the reappointment of Mr B Rajagopal and Mr Daljit Singh as Directors of the Company.

Dr A S Ganguly and Mr MV Subbiah retire by rotation and being eligible, offer themselves for reappointment.

AUDITORS

M/s BSR & Co (an associate firm of KPMG Group) retire at the conclusion of the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

SUBSIDIARY COMPANY

The statement and particulars relating to the Company's subsidiary, Indian Explosives Limited, pursuant to Section 212 of the Companies Act, 1956, are attached.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information required as per the prescribed particulars pursuant to Section 217(1)(e) of the Companies Act, 1956 are given in the Annexure to this Report.

PARTICULARS OF EMPLOYEES

Statement of particulars of employees, pursuant to the provisions of Section 217(2A) of the Companies Act, 1956, is attached.

ACKNOWLEDGEMENTS

The Directors wish to extend their thanks and appreciation to all the employees of the Company for their valuable support during the year. The Directors would also like to express their appreciation for the assistance and co-operation received from the Company's customers, shareholders, financial institutions, bankers, agents, suppliers, distributors, investors and other business associates.

On behalf of the Board

Gurgaon
25 July 2000

Dr A S Ganguly
Chairman



ANNEXURE TO THE DIRECTORS' REPORT

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO SECTION 217(1)(e) OF THE COMPANIES ACT, 1956

A. DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

		1999-2000	1998-99
1. Power & fuel consumption			
a. Electricity			
(i) Purchased			
Unit	Lac Kwh	378.86	476.33
Total amount	Rs. lacs	1690	1940
Rate/unit	Rs./Kwh	4.46	4.07
(ii) Own generation			
(a) Through diesel generator			
Units	Lac Kwh	6.38	15.18
Units/KL of diesel oil	Kwh	2416	2983
Cost/unit	Rs./Kwh	3.00	2.51
(b) Through steam turbine Generator			
Unit	Kwh	N.A.	N.A.
Units/te of Coal	Kwh	N.A.	N.A.
Cost/unit	Rs./Kwh	N.A.	N.A.
b. Coal			
Quantity	Tes	19471	31058
Total cost	Rs. Lacs	337	393
Average rate	Rs./Te	1732	1266
c. Fuel Oil			
Quantity	Kl	5566	5780
Total amount	Rs. lacs	355	422
Average rate	Rs./Kl	6377	7305

N.A. = Not Applicable

2 Consumption per unit of production

	Electricity (Kwh/Te)		Fuel oil (Kl/Te)		Coal (Te/Te)	
	1999-2000	1998-99	1999-2000	1998-99	1999-2000	1998-99
	Explosives (Apr - Sep '99)	129	104	N.A.	N.A.	0.08
Paints	170	251	0.01	0.01	0.02	N.A.
Uniqema	235	250	0.06	0.07	N.A.	N.A.
National Starch	151	N.A.	0.06	N.A.	N.A.	N.A.
Synetix	3771	4033	1.70	1.88	N.A.	N.A.
Rubber Chemicals	2667	2916	0.32	0.33	3.68	3.39
Pharmaceuticals	8240	9005	N.A.	N.A.	N.A.	N.A.
Nitrocellulose	1966	2503	0.85	1.01	0.00	1.20
Polyurethanes	1355	1680	N.A.	N.A.	N.A.	N.A.
Acrylics	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

N.A. = Not Applicable

B. DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF TECHNOLOGY

1. Research & Development (R&D)

(a) Specific areas in which R&D is carried out by the Company

- New product, new formulation and new concept development
- Development of alternative, cost-effective raw materials for existing products
- New or modified routes for manufacture of products
- Improving consistency of manufacture

(b) Benefits derived as a result of the above R&D

The benefits have been discussed in detail in the main report.

(c) Future plan of action

- Enhancement of product attributes
- Further development of new products and applications
- Cost reduction

(d) Expenditure on R&D

	1999-2000	1998-99
(i) Capital	2	101
(ii) Recurring	853	428
(iii) Total	855	529
(iv) Total R&D expenditure as a percentage of turnover	0.9%	0.6%

2. Technology Absorption, Adaptation and Innovation

(a) Efforts

The Company maintains continuous interaction with ICI world-wide which is facilitated through well coordinated programmes with the constituent businesses.

(b) Benefits

The impact of the close interaction with ICI world-wide is manifest in the benefits detailed in the main report.

(c) Particulars of technology imported in the last five years from the beginning of the financial year

Technology imported	Year of import	Has technology been fully absorbed?	If not fully absorbed, reasons and future plans of action
Herberts Cathodic electrocoat technology	1997	Partly	Application knowhow absorbed. Manufacturing know-how absorption underway
Hot Melt Adhesives Technology from National Starch and Chemicals	1999	Yes	

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company achieved higher foreign exchange earnings through higher exports of catalysts, rubber chemicals, nitrocellulose and pharmaceuticals.

Future Plans

- i) Sustain and grow exports in nitrocellulose, catalysts, pharmaceuticals and rubber chemicals.

Total foreign exchange earned and used:

	1999-2000	1998-99
Earned	4116	2456
Used	14077	9600

On behalf of the Board

Gurgaon
25 July 2000

Dr A S Ganguly
Chairman



CORPORATE GOVERNANCE

What follows is a special Annexure to the Directors' Report setting out the Company's level of compliance against the provisions of Clause 49 of the Listing Agreement, as amended by the Stock Exchange, Mumbai.

SEBI directives, as incorporated in the new Clause 49 of the Listing Agreement, are set out in bold and italic font.

CLAUSE 49 I : BOARD OF DIRECTORS

The board of directors shall have an optimum combination of executive and non executive directors with not less than fifty percent of the Board comprising of non executive directors. In case the board has a non executive chairman, at least one third of the Board should comprise of independent directors.

The Board of Directors comprises 11 Directors of whom 5 are Wholtime Directors-the Managing Director, the Chief Operating Officer and three Executive Directors. The majority of the Board, i.e. 6 Directors- including the Chairman, are Non Executive Directors with sufficient number of 'independent directors' and they are eminent personalities of the corporate world. It has been your Company's philosophy for many years now, to draw upon the vast array of skills and expertise of Non Executive Directors who provide valuable and independent insight into nuances of doing business in India.

The composition of the Board is as under:

Dr A S Ganguly	Non Executive Director (Chairman)
Mr A Narayan	Managing Director
Mr R L Jain	Chief Operating Officer
Mr M R Rajaram	Executive Director
Mr B Rajagopal	Executive Director
Mr Daljit Singh	Executive Director
Mr Stephen Hamlett	Non Executive Director
Mr D S Parekh	Non Executive Director
Mr M V Subbiah	Non Executive Director
Mr R Gopalakrishnan	Non Executive Director
Mr Suresh Chandra (nominee of Government of India)	Non Executive Director

All pecuniary relationship or transactions of the non executive directors vis-a-vis the company should be disclosed in the Annual Report

None of the six Non Executive Directors have any pecuniary relationship or transactions vis-a-vis the Company, except to the extent that the Government Of India (GOI) holds 9.20 percent of the equity shares of the Company and pursuant to which GOI has nominated Mr Suresh Chandra on the Board of the Company.

CLAUSE 49 II : AUDIT COMMITTEE

A qualified and independent audit committee shall be set up

An independent Audit Committee has been in place for more than a decade in the Company.

The Audit Committee shall have a minimum of three members, all being non executive directors, with majority of them being

independent, and with at least one director having financial and accounting knowledge.

The Chairman of the committee shall be an independent director. Finance Director and Head of Internal Audit and External Auditor to be present as invitees at the Audit Committee.

Company Secretary to act as Secretary of the Committee. The Committee should meet at least thrice a year. One meeting should be held before finalisation of annual accounts and one necessarily after 6 months.

The Audit Committee comprises of 4 Directors, all of whom are Non Executive Directors. During the last financial year the Audit Committee met on four occasions. The Meetings were held on 18 May 1999, 21 July 1999, 27 October 1999 and 24 January 2000. The present composition and attendance of the members of the Committee is as follows:

Members	No. of meetings attended
1. Mr D S Parekh (Chairman)	4
2. Mr M V Subbiah	4
3. Mr Stephen Hamlett*	1
4. Mr R Gopalakrishnan**	2

*Mr Stephen Hamlett was appointed to the Audit Committee with effect 1.1.2000

** Mr R Gopalakrishnan was appointed to the Audit Committee with effect 22.7.1999

The head of Internal Audit attends the meetings and the Company Secretary acts as the secretary to the Audit Committee. In practice the Managing Director and the Director in charge of Finance are usually invited to attend the meetings of the Committee.

The Audit Committee shall have powers:

- To investigate any activity within its terms of reference.*
- To seek any information from any employee, to obtain outside legal or other professional advice.*
- To secure advice of outsiders with relevant expertise.*

The terms of reference of the Audit Committee include reviewing and reporting the following:

- i. annual and periodical reporting carried out by the Company
- ii. the accounting policies of the Company
- iii. the scope and audit programme of the internal and external auditors and any material issues arising from these audits
- iv. the effectiveness of the system of internal control
- v. the sufficiency of and compliance with ethical guidelines and policies affecting corporate governance, financial reporting and corporate control, and compliance with laws and external regulations

The Committee also, in addition, recommends to the Board the appointment of external auditors and the level of their fees.

CLAUSE 49 III : REMUNERATION OF DIRECTORS

The Board of the Company should set up a Remuneration Committee to determine on their behalf and on behalf of the