



AlphaPrim™

ALPHA DRUG INDIA LIMITED

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17TH ANNUAL REPORT AND ACCOUNTS

2003-2004

**BOARD OF DIRECTORS**

| | |
|---|-------------------|
| Shri G. Narayana* | Chairman |
| Shri G. N. Gupta | Vice-Chairman |
| Shri Shaili Shroff | Managing Director |
| Shri Jagdish R. Naik | Director |
| Shri K L Khurana | Director |
| Shri Avtar Singh | Director |
| Shri Ajay K. Mahajan (Nominee of PSIDC) | Director |
| Shri S S Tiwari | Director |
| Shri Anil Kohli | Director |
| Shri Punit K. Abrol | Director |
| Shri Shashi Bhushan Budhiraja # | Director |

* Appointed as Additional Director and Chairman w.e.f. 16.01.2004.

Resigned on 16.01.2004.

COMPANY SECRETARY

Shri Dinesh Bhandari

AUDITORS

S.Tandon & Associates, Chartered Accountants
SCO 201-203, Sector 34 A, Chandigarh.

BANKERS

Punjab National Bank
M.C.B., Sector 17-B, Chandigarh.

Allahabad Bank
Sector 8, Madhya Marg, Chandigarh.

REGISTERED OFFICE & WORKS

Villages Kolimajra & Samalheri,
P.O. Lairu, Distt. Patiala -140501 (Punjab).
Phone : 01782-275210, 275519
Email : alphadrug@alphadrug.co.in

ADMINISTRATIVE OFFICE

S.C.O. 417-418, Sector 35-C, Chandigarh - 160022
Phone : 0172-2600955, 2603120, 2604127
E-mail : pcpl_chd@satyam.net.in

MUMBAI OFFICE

Plot No. 645-646, 4th/5th Floor,
Oberoi Chambers II, New Link Road,
Andheri (West), Mumbai - 53
Phone : 022-26747900
Email : stschem@bom3.vsnl.net.in

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ALPHA DRUG INDIA LIMITED

Regd. Office: Villages Kollmajra & Samalheri, P.O. Lalru, Distt. Patiala, Punjab.

NOTICE

Notice is hereby given that the 17th Annual General Meeting of the members of the Company will be held on Tuesday, the 17th August, 2004 at 4.00 p.m. at the Registered Office of the Company situated at Lalru, Punjab to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Profit and Loss Account for the financial year ended 31st March, 2004 and the Balance Sheet as at that date, together with the Directors' Report and the Auditor's Report thereon.
2. To appoint a Director in place of Shri Anil Kohli, who retires by rotation and, being eligible, offers himself for re-election.
3. To appoint a Director in place of Shri Ajay K. Mahajan, who retires by rotation and, being eligible, offers himself for re-election.
4. To appoint a Director in place of Shri S S Tiwari, who retires by rotation and, being eligible, offers himself for re-election.
5. To appoint Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS:

6. Appointment of Shri G. Narayana as a Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as an ordinary resolution:

"RESOLVED THAT pursuant to Section 257 and Article 151 of the Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 1956, Shri G. Narayana be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. Appointment of Shri Jaiprakash H. Bhambhani as a Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as an ordinary resolution:

"RESOLVED THAT pursuant to Section 257 and Article 151 of the Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 1956, Shri Jaiprakash H. Bhambhani be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. Creation of Mortgage

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as an ordinary resolution:

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(T) (a) and other applicable provisions, if any, of the Companies Act, 1956 (as the same may be re-enacted or modified, from time to time), to the creation by the Board of Directors of the Company of such mortgages, charges and hypothecations in addition to the existing mortgages, charges and hypothecations over such of the assets of the Company, both present and future, or the whole or substantially the whole of any undertaking of the Company or any part thereof, in such form and manner with such ranking as to priority and at such times and on such terms as may be decided by the Board of Directors in favour of financial institutions/banks/other lenders/trustees for the holders of debentures/bonds/other instruments which may be issued to and subscribed by the financial institutions/banks/other lenders by way of private placement or otherwise to secure loans, advances, working capital limits, debentures, bonds or other instruments of an amount not exceeding in the aggregate Rs. 50 crores (Rupees fifty crores only) together with interest thereon at the respective agreed rates, costs and all other moneys, expenses and fees payable by the Company to the aforesaid parties or any of them under the agreements/arrangements entered into/to be entered into by the Company in respect of the said loans, advances, working capital limits, debentures, bonds or other instruments.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalise with the aforesaid parties, the documents for creating the mortgages, charges and hypothecations and accepting or making any alterations, changes, variations to or in the terms and conditions, to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary for the purpose of giving effect to this resolution."

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy should be deposited at the Registered Office of the Company not later than forty eight hours before the commencement of the meeting.
3. Members, who hold shares in dematerialised form, are requested to bring their Client ID and DPID numbers for easy identification of attendance at the meeting.
4. Members desiring any information on the business to be transacted at the Meeting are requested to write to the Company at least 10 days in advance to enable the Management to keep the information, as far as possible, ready at the Meeting.
5. Members holding shares in physical form are requested to notify immediately any change in their addresses.
6. Members holding shares in Electronic Form are requested to notify change in their address to their Depository Participant.



7. The members are requested to intimate, if the shares are held by them in the same order and names but in more than one Folio number. This will enable the Company to consolidate the said accounts into one account.
8. Members/proxies are requested to bring their attendance slip duly filled in and their copy of the Annual Report in the meeting.
9. **The Register of Members and Share Transfer Books of the Company will remain closed from 10th August, 2004 to 17th August, 2004 (both days inclusive), in connection with the Annual General Meeting.**
10. **The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business to be transacted at the meeting is annexed as Annexure I to this notice.**
11. Information pursuant to Clause 49VI(A) of the Listing Agreement for the Directors to be appointed/reappointed is furnished in the Corporate Governance Report.

By order of the Board

Dinesh Bhandari
Company Secretary

Lairu, 16th June, 2004

ANNEXURE - I

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM No. 6

Shri G. Narayana was co-opted as Additional Director w.e.f. 16.1.2004 and holds office upto the ensuing Annual General Meeting.

In terms of Section 257 of the Companies Act, 1956, the Company has received notice in writing from a member alongwith requisite deposit proposing the candidature of Shri G. Narayana for the office of a Director.

Shri G. Narayana (62 years) is a Corporate and Business Contributor, Management Author and Trainer has an experience of more than 36 years in the Engineering, Operations, General Management, Corporate Management and Management of synergy of Group Companies.

He is a Graduate in Electrical and Electronics Engineering and Post Graduate in Management Studies. His learning includes a deep study of the Gita, the Upanishads, the Dhamma Pada and Indian Philosophy, Indian Ethos, Meditation, TAO and Zen.

At present he is the Executive Chairman of Excel Industries Limited, Chairman of Yash Papers Ltd. and Punjab Chemicals & Pharmaceuticals Limited (PCPL) and Director in Aryan Paper Mills Ltd., La Opala RG Ltd., Silverlight Nitroeware Industries Pvt. Ltd., Duraware Pvt. Ltd., and a mentor to Mahavir Group of Enterprises. He is also honorary guide to several medium and small scale industries and voluntary organizations.

In view of his wide experience and expertise in the business it would be in the interest of the Company to appoint him on the Board to have the benefit of his deliberations.

None of the Directors of the Company except Shri G. Narayana, Shri Shaili Shroff, Shri Jagdish R Nalk, Shri Avtar Singh, Shri Punit K. Abrol, are in any way, concerned or interested in this resolution.

The Board recommends the passing of the proposed resolution.

ITEM No. 7

In terms of Section 257 of the Companies Act, 1956, the Company has received notice in writing from a member along-with requisite deposit proposing the candidature of Shri Jalprakash H. Bhambhani for the office of a Director.

Shri Jalprakash H. Bhambhani, aged 42 years has done Advanced Diploma in Engineering from Central Scientific Instrument Organisation, Govt. of India, Chandigarh and had undergone practical training for over a year in Switzerland. He is looking after Companies in varied fields like garment machines and Auto Parts for more than 14 years. He is a Director on the Board of Aquarius Appliances Pvt. Ltd. and J.P. Tools & Components Pvt. Ltd.

In view of his wide experience and expertise in the business it would be in the interest of the Company to appoint him on the Board to have the benefit of his deliberations.

None of the Directors except Shri Jalprakash H. Bhambhani is in any way concerned or interested in the resolution.

ITEM No. 8

The Company proposes to borrow moneys through issue of Debentures/bonds/other instruments by way of private placement or otherwise and term loans from the financial institutions/banks/other lenders for the purpose of meeting the Capital Expenditure and Working Capital requirements for the new projects, expansion programmes and day to day working of the Company.

The aforesaid borrowings by the Company are required to be secured by creating mortgages/charges/hypothecations on all or part of the immovable and/or movable assets of the Company, present and future, in favour of the financial institutions/banks/other lenders/trustees which may be regarded as disposal of the undertaking of the Company or a substantial part thereof, in terms of Section 293(1) (a) of the Companies Act, 1956. Hence, the resolution at Item No. 8 of the Notice is recommended for your approval.

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

The Board recommends the passing of the proposed resolution.



CORPORATE GOVERNANCE REPORT

1. Company's Philosophy

The basic philosophy of corporate governance in the Company is to achieve business excellence and enhance shareholder value, keeping in view the interest of its various stakeholders by short and long term actions.

2. Board of Directors

The Board of the Company was re-constituted on 10.7.2003 with the induction of Shri Shaill Shroff, Shri G.N. Gupta, Shri Jagdish R. Naik, Shri Avtar Singh, Shri S.S. Tiwari, Shri S.B. Budhiraja and Shri Punit K. Abrol as additional directors. Shri Anil Kohli stepped down from the post of the Managing Director. Shri Shaill Shroff, was appointed as the Managing Director. Dr. Nitya Anand, Shri Pardeep Gupta, Shri Kuldeep Kaul tendered their resignations subsequent to the acquisition of majority shareholding by Punjab Chemicals & Pharmaceuticals Limited. Shri G.N.Gupta was the Chairman of the Board from 10th July, 2003.

Shri G.Narayana was appointed as an additional director on the Board of the Company on 16.1.2004 & also the Chairman of the Board. Shri G.N.Gupta thereafter took over as the Vice-Chairman of the Company on 16.1.2004. Shri S. B. Budhiraja resigned from the directorship of the Company w.e.f. 16.1.2004.

Now, the present strength of the Board is ten Directors. The Board comprises Executive and Non-Executive Directors who bring a wider perspective to the Board's deliberations and decisions. The size of the Board conforms to the requirements of the Corporate Governance Code under the Listing Agreement with the Stock Exchanges.

The composition of the Board of Directors and related information as on 31st March, 2004 is as follows :

| Name of Director | Executive/ Non-Executive/Independent | No. of Board Meetings Attended | Last AGM Attended Yes/No | Directorship in other companies incorporated in India | No. of other Board Committees of which he is Chairman/Member |
|--|---|--------------------------------|--------------------------|---|--|
| Shri G. Narayana (Appointed w.e.f.16.1.2004) | Non-Executive & Non-Independent Director | 3 | Yes | 7 | 1/0 |
| Shri G N Gupta (appointed w.e.f. 10.7.2003) | Non-Executive & Independent Director | 5 | Yes | 8 | 4/2 |
| Shri Shaill Shroff (appointed w.e.f. 10.7.2003) | Managing Director (Executive & Non-Independent Director) | 6 | Yes | 6 | 1/0 |
| Shri Avtar Singh (appointed w.e.f. 10.7.2003) | Non-Executive & Non-Independent Director | 6 | Yes | 3 | 0/1 |
| Shri Jagdish R Naik (appointed w.e.f. 10.7.2003) | Non-Executive & Independent Director | 6 | Yes | 11 | 1/5 |
| Shri S S Tiwari (appointed w.e.f. 10.7.2003) | Non- Executive & Non-Independent Director | 5 | Yes | 1 | Nil |
| Shri Punit K. Abrol (appointed w.e.f. 10.7.2003) | Non- Executive & Non-Independent Director | 6 | Yes | Nil | Nil |
| Shri Ajay K. Mahajan | Non-Executive & Independent Director | 7 | No | 10 | 0/5 |
| Shri S. B. Budhiraja (appointed w.e.f. 10.7.2003 and resigned on 16.1.2004) | Non-Executive & Independent Director | 3 | Yes | 3 | Nil |
| Dr.Nitya Anand (resigned w.e.f. 10.7.2003) | Non-Executive & Independent Director | Nil | No | Nil | Nil |
| Shri Anil Kohli (resigned as Managing Director w.e.f. 10.7.2003) | Non-Executive & Independent Director (w.e.f. 10.7.2003) | 4 | No | 1 | Nil |
| Shri K. L. Khurana | Non-Executive & Independent Director | 6 | Yes | Nil | Nil |
| Shri Pardeep Gupta (resigned w.e.f. 10.7.2003) | Non-Executive & Independent Director | 3 | No | 2 | Nil |
| Shri Kuldeep Kaul (resigned w.e.f. 10.7.2003) | Non-executive and Independent Director | 2 | No | 2 | Nil |

None of the Directors on the Board holds the office of Director in more than 15 companies or membership of Committees of the Board in more than 10 committees or Chairmanship of more than 5 Committees across all companies.



Board Meetings held during the year

Eight Board Meetings were held in 2003-2004, the details of which are given below :

| | | |
|----------------|-------------------|------------------|
| April 29, 2003 | September 9, 2003 | January 22, 2004 |
| June 30, 2003 | October 10, 2003 | March 8, 2004 |
| July 10, 2003 | January 16, 2004 | |

3. Committees of the Board

A. Audit Committee

The Audit Committee was re-constituted on 10th July, 2003 with Shri Jagdish R Naik, as Chairman and Shri G.N.Gupta and Shri K.L.Khurana as members of the Committee. Further, on 10.10.2003, the Committee was again re-constituted with Shri G.N. Gupta as the Chairman & induction of Shri Anil Kohli as a member.

Shri Shaili Shroff, Managing Director, The Statutory Auditors and the Internal Auditors are invited to the Committee meetings. The Company Secretary acts as a Secretary to the Committee.

Terms of Reference of Audit Committee

- Oversee of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the Board.
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors on any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with external auditors before the audit commences on the nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- Reviewing the Company's financial and risk management policies.

The Committee met three times during the year under review, on 30th June, 2003, 10th October, 2003, 15th January, 2004. The attendance of each member of the Committee is given below :

| Name of Director | No. of meetings attended |
|---------------------|--------------------------|
| Shri G N Gupta | 2 |
| Shri Jagdish R Naik | 1 |
| Shri Anil Kohli | 1 |
| Shri K.L.Khurana | 2 |
| Shri Pardeep Gupta | 1 |
| Shri Kuldeep Kaul | Nil |

B. Remuneration Committee (Non-Mandatory Requirement)

The Board of Directors of the Company has re-constituted the Committee on 10.7.2003 with Shri S.S. Tiwari as the Chairman and Shri Anil Kohli and Shri Jagdish R. Naik, as members of the Committee. The Remuneration Committee was constituted to recommend/ review the remuneration package of the Managing Director/Whole time Directors, based on performance and defined criteria.

C. Shareholders'/Investors' Grievance Committee

The Board of Directors has re-constituted the Shareholders'/Investors' Grievance Committee on 10.7.2003 with Shri Anil Kohli as the Chairman and Shri Avtar Singh and Shri Punit K. Abrol, as members of the Committee. The Committee was again re-constituted on 10.10.2003 with the induction of Shri Ajay K. Mahajan as a member of the Committee.

The meetings of the Share Transfer Committee are held based but not less than once a fortnight.

Presently, the Company's shares are listed in the B1 Group in the 'Stock Exchange, Mumbai' and the trading in the equity shares of the Company is mandatory in dematerialized form. In accordance with Clause 49 VI (D) of the Listing Agreement with the Stock Exchanges at Mumbai, Calcutta, Ahmedabad, Ludhiana and Delhi and to expedite the process of share transfers, the Board has appointed Alankit Assignment Ltd., as a common nodal agency, both for physical & electronic transfers.

The Company has paid listing fee to all stock exchanges upto the financial year 2003-04.



4. Details of Remuneration paid/payable to the Directors for the period ended 31st March, 2004

The remuneration paid to the immediate past Managing Director, Shri Anil Kohli consisted of the following :

| Salaries/ compensation | Cont. to P.F. & superannuation | Earned Leave Encashment | Rent Free Accomodation | (Rs. In Lacs) | |
|---------------------------|-----------------------------------|----------------------------|------------------------|---------------|-------|
| | | | | Gratuity | Total |
| 17.34 | 0.31 | 4.67 | 0.58 | 3.50 | 26.40 |

Shri Shalli Shroff, the present Managing Director, is not drawing any remuneration from the Company.

The non-executive Directors are entitled to sitting fee for attending each meeting of the Board. The sitting fee was revised during the year from Rs. 500 to Rs. 1500 for attending each Board Meeting w.e.f. 8.3.2004.

5. General Body Meeting

The details of last three AGMs held :

| Year | Date | Venue | Time |
|---------|------------|--|------------|
| 2000-01 | 17.12.2001 | Alpha Drug India Limited Villages Kolimajra & Samalheri P.O.Lalru, Distt. Patiala-140501 (Pb.) | 10.00 a.m. |
| 2001-02 | 26.11.2002 | -do- | 10.00 a.m. |
| 2002-03 | 09.09.2003 | -do- | 10.00 a.m. |

None of the items transacted at the said meetings was required to be passed through postal ballot. During the financial year 2002-03 Special Resolution was passed for approving the items of Voluntary Delisting of equity shares and altering the Articles of Association pertaining to definitions under Interpretation Clauses.

6. Disclosures

The details of the transactions in which the Directors are interested are reviewed by the Audit Committee and approved by the Board of Directors pursuant to Section 301 of the Companies Act, 1956.

Transactions with the related parties during the period are disclosed in Note No. 8(b) of Schedule M to the Accounts in the Annual Report. However, these transactions are not likely to have any conflict with the Company's interest.

There have been no instances of any penalties or strictures imposed on the Company on any matter relating to the capital market and listing either by Stock Exchange or SEBI or any Statutory Authority during the year.

The Board receives and takes on record the certificate of compliance with the provisions of all applicable laws from Shri Avtar Singh, Director, who obtains similar compliance certificate from all the departmental heads.

7. Means of Communication

Financial Results

The results of each Quarter are faxed to the Stock Exchanges at Mumbai, Ahmedabad, Kolkata, Ludhiana & Delhi in the prescribed format within 15 minutes of the conclusion of each Board/Committee Meeting at which the results are taken on record. The results are normally published in Financial Express (all editions), Times of India, Punjabi Tribune, Nav Bharat Times (Mumbai).

There were no presentations made to the institutions, investors or analysts.

Other Information

Investors can contact the Company by e-mail at the following address : cs@alphadrug.co.in

The Management Discussion & Analysis Report for the year ended on 31st March, 2004 forms part of this Annual Report.

8. Shareholder Information

The shares of the Company have been delisted from Ludhiana Stock Exchange Association Ltd. w.e.f. 26th March, 2004, Delhi Stock Exchange Assn. Ltd. & Ahmedabad Stock Exchange w.e.f. 31st March, 2004. However, application filed with Calcutta Stock Exchange is under consideration till date. The equity shares of the Company will remain listed at the Stock Exchange, Mumbai, having nation wide terminals.

The Board of Directors, subject to the approval of the members in the Extra Ordinary General Meeting to be held on 26.4.2004 and confirmation of the Punjab & Haryana High Court and/or National Company Law Tribunal, has approved the proposal of reduction of capital of the Company. The details of the same were given in the Extra Ordinary General Meeting notice sent to the Shareholders.

The schedule of the next Annual General Meeting is as follows:

| | |
|------------------------|---|
| Annual General Meeting | 17 th August, 2004 at 4.00 p.m.. |
| Date, Time & Venue | Alpha Drug India Limited Villages Kolimajra & Samalheri, P.O. Lalru, Distt. Patiala-140501 (Pb.) |
| Dates of Book Closure | 10 th August, 2004 to 17 th August, 2004 (both days inclusive) |



| | |
|---|--|
| Stock Exchanges where the Company's shares are listed | 1. The Stock Exchange, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. 2. The Calcutta Stock Exchange Assn. Ltd. 7, Lyons Range, Kolkata-700001. |
| Demat ISIN No. in NSDL & CDSL for equity shares | INE256B01018 |
| Stock Code of Stock Exchange, Mumbai | 500006 |
| Plant Location | Villages Kollimajra & Samalheri, P.O. Lalru, Distt. Patiala- 140501(Pb.) |

Particulars of the Directors seeking Appointment/Reappointment at the forthcoming Annual General Meeting.

| | |
|--|-----------------|
| Name of the Director | Shri Anil Kohli |
| Age | 51 Years |
| Date of Appointment | 10.07.2003 |
| Qualifications | FCS, LL.B. |
| Other Public Companies in which Directorship held | Nil |
| Other Public Companies in which membership of Committees of Directors held | Nil |

| | |
|--|---|
| Name of the Director | Shri Ajay K. Mahajan |
| Age | 50 Years |
| Date of Appointment | 21.03.1995 |
| Qualifications | M. Pharma, L.L.B., D.M.M. |
| Other Public Companies in which Directorship held | 1. Capsugel India Ltd., 2. Cheema Spintex Ltd., 3. S.R. Industries Ltd. 4. Satia Synthetics Ltd., 5. Cepham Milk Specialities Ltd., 6. Herman Milk Foods Ltd., 7. Supreme Yarns Ltd., 8. Milk Specialties Ltd., 9. Rama Industries Ltd., 10. Swaraj Automotives Ltd. |
| Other Public Companies in which membership of Committees of Directors held | 1. Member of Share Transfer Committee of Capsugel India Ltd., 2. Member of Share Transfer Committee of Cepham Milk Specialities Ltd., 3. Member of Audit Committee of Rama Industries Ltd., 4. Member of Audit Committee of Herman Milk Foods Ltd., 5. Member of Remuneration Committee of Milk Specialities Ltd. |

| | |
|--|---------------------------------------|
| Name of the Director | Shri S. S. Tiwari |
| Age | 50 Years |
| Date of Appointment | 10.07.2003 |
| Qualifications | B.Sc., Diploma in Business Management |
| Other Public Companies in which Directorship held | STS Chemicals Ltd. |
| Other Public Companies in which membership of Committees of Directors held | Nil |

| | |
|--|---|
| Name of the Director | Shri G. Narayana |
| Age | 62 Years |
| Date of Appointment | 16.01.2004 |
| Qualifications | Graduation in Electrical & Electronics Engineering and Post Graduation in Management Studies |
| Other Public Companies in which Directorship held | 1. Excel Industries Ltd., 2. Yash Papers Ltd., 3. Punjab Chemicals and Pharmaceuticals Ltd., 4. Aryan Paper Mills Ltd., 5. La Opala RG Ltd. |
| Other Public Companies in which Membership of Committees of Directors held | Chairman of Remuneration Committee of Punjab Chemicals and Pharmaceuticals Ltd. |



| | |
|--|---------------------------------|
| Name of the Director | Shri Jalprakash H. Bhambhani |
| Age | 42 |
| Date of Appointment | - |
| Qualifications | Advanced Diploma in Engineering |
| Other Public Companies in which Directorship held | Nil |
| Other Public Companies in which membership of Committees of Directors held | Nil |

9. Registrar & Transfer Agent (RTA)

Alankit Assignment Ltd. are the Registrar & Transfer Agent for processing, transfers, sub-division, consolidation and splitting of shares and for rendering depository services such as dematerialisation and rematerialisation of the Company's shares.

As the Company's shares are compulsorily to be traded in dematerialised form, members holding shares in physical form are requested to send the share certificates directly to the Registrar and Transfer Agent for dematerialisation. The Members have the option to open their account either with National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) as the Company has entered into Agreements with both the Depositories.

The Address of Registrar and Transfer Agents is as under :

M/s Alankit Assignment Ltd. (RTA DIVISION)

2 E/8, First Floor, Anarkali Market, Jhandewalan Extension, New Delhi-110055. Phone-011-51540060-61, Email- alankit@alankit.com

10. Share Transfer System

Presently, the share transfers which are received in physical form are processed and the share certificates are returned within 30 days of lodgement, subject to the documents being valid and complete in all respects.

a. Distribution of Shareholding as on 31st March, 2004 (No. of shareholders & value wise)

| Sr. No. | Share holding of Nominal Value of (Rs.) | No. of Shareholders | % | Value of Shares (Rs.) | % |
|---------|---|---------------------|--------|-----------------------|--------|
| 1. | 0 to 5000 | 36886 | 90.91 | 62171380 | 16.40 |
| 1. | 5001 - 10000 | 2204 | 5.43 | 18668420 | 4.92 |
| 2. | 10001 - 20000 | 810 | 2.00 | 12743050 | 3.36 |
| 3. | 20001 - 30000 | 253 | 0.62 | 6615440 | 1.74 |
| 4. | 30001 - 40000 | 101 | 0.25 | 3657210 | 0.96 |
| 5. | 40001 - 50000 | 98 | 0.24 | 4739400 | 1.25 |
| 6. | 50001 - 100000 | 134 | 0.33 | 10130480 | 2.67 |
| 7. | 100001 and above | 87 | 0.22 | 260509100 | 68.70 |
| Total | | 40573 | 100.00 | 379234480 | 100.00 |

b. Distribution of Shareholding as on 31st March, 2004 (Category Wise)

| Category | No. of Shares | % |
|-------------------------|---------------|--------|
| Indian Promoters & PAC | 20371871 | 53.72 |
| Mutual Fund & UTI | 39267 | 0.10 |
| Bank, FI, Insurance Co. | 3615017 | 9.53 |
| FIs | 212266 | 0.56 |
| Corporate Bodies | 1139366 | 3.01 |
| Indian Public | 12514578 | 33.00 |
| NRI/OCB | 30083 | 0.08 |
| Trust | 1000 | 0.00 |
| Total | 37923448 | 100.00 |

c. Details of Physical & Demat Shares as on 31st March, 2004

| Particulars | No. of Shares | % | No. of Holders |
|-------------|---------------|--------|----------------|
| NSDL | 1117866 | 2.95 | 1576 |
| CDSL | 28341890 | 74.73 | 13346 |
| Total Demat | 29459756 | 77.68 | 14922 |
| Physical | 8463692 | 22.32 | 25651 |
| G. Total | 37923448 | 100.00 | 40573 |

d. Stock Market Price data : High/Low during each month for the year ended 31st March, 2004

| Month | High | Low | Volume | Month | High | Low | Volume |
|-----------|-------|-------|---------|----------|-------|-------|---------|
| April | 6.20 | 4.50 | 240331 | October | 21.00 | 14.50 | 1807632 |
| May | 6.20 | 4.80 | 415934 | November | 20.15 | 16.10 | 1919729 |
| June | 8.97 | 4.72 | 767236 | December | 27.40 | 17.25 | 4300153 |
| July | 11.46 | 7.25 | 1674038 | January | 24.00 | 13.60 | 1995904 |
| August | 16.44 | 9.50 | 2566892 | February | 17.00 | 13.40 | 812166 |
| September | 19.85 | 13.05 | 2822703 | March | 14.50 | 6.75 | 1380989 |

(Source: www.bseindia.com)