



apcotex industries limited

Annual Report 2010-2011

APCOTEX INDUSTRIES LIMITED

BOARD OF DIRECTORS

Atul C. Choksey	Chairman
Girish C. Choksey	Director
Amit C. Choksey	Director
Manubhai G. Patel	Director
Bipin V. Jhaveri	Director
Dr. S. Rengachary	Director
Dr. S. Sivaram	Director
T. N. V. Ayyar	Director
Abhiraj Choksey	Managing Director
S.K. Lahiri (till 03/06/2010)	Director & CEO

**GM – ACCTS., FIN. AND
COMPANY SECRETARY**

Anand V. Kumashi

AUDITORS

Shah & CO.
Chartered Accountants

BANKERS :

State Bank of India

REGISTERED OFFICE & FACTORY

Plot No.3/1, MIDC Industrial Area,
P.O. Taloja, Dist. Raigad 410 208, Maharashtra
Telephone: (022) 2740 3500
Fax: (022) 2741 2052
E-mail – redressal@apcotex.com
Website: www.apcotex.com

CORPORATE OFFICE

N. K. Mehta International House,
178, Backbay Reclamation,
Babubhai M. Chinai Marg,
Mumbai- 400 020
Telephone: (022) 2283 8302 / 04
Fax: (022) 2283 8291

REGISTRARS AND SHARE TRANSFER AGENTS

LINK INTIME INDIA PVT LTD (Formerly INTIME SPECTRUM REGISTRY LTD)
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W),
Mumbai-400 078
Tel. No.- 2596 3838, 2594 69 70 Fax – 2594 6969
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.com



apcotex industries limited

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of **apcotex industries limited** will be held at **Plot no. 3/1, MIDC Industrial Area, Taloja - 410 208, Dist. Raigad, Maharashtra**, on Saturday, the **30th day of July 2011** at **11.30 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Accounts for the year ended 31st March 2011 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. TNV Ayyar, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Girish Choksey, who retires by rotation and, being eligible, offers himself for reappointment.
5. To appoint M/s. Shah & Co., Chartered Accountants as Auditors of the Company, and fix their remuneration.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Ordinary Resolution**:

“**RESOLVED** THAT in supersession of the Resolution dated 24th July 1995 consent of the Company be and is hereby accorded in terms of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 or any amendment or substitution thereof to the Board of Directors of the Company for borrowing from time to time, such sums of monies as they may deem requisite for the purposes of business of the Company, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) notwithstanding that such borrowings may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount upto which the monies may be borrowed by the Board of Directors shall not exceed the sum of `120 crores (Rupee One Hundred Twenty Crores)”.

**BY ORDER OF THE BOARD
for apcotex industries limited**

**ANAND V. KUMASHI
GM – Accounts, Finance &
Company Secretary**

Date: 30th April 2011

Registered Office:

Plot no. 3/1, MIDC Industrial Area,
Taloja - 410 208, Dist. Raigad, Maharashtra

NOTES:

1. The relevant explanatory statement pursuant to Section 173 of the Companies Act 1956 is annexed hereto.
2. A member entitled to attend and vote, is entitled to appoint a proxy to attend and, on a poll, vote instead of himself/herself. A proxy need not be a member. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, the 22nd day of July 2011 to Friday, the 29th day of July 2011** (inclusive of both days).
4. Members are requested to notify the changes, if any, in their addresses to the Company's Registrars immediately.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature registered with the Company, for admission to the meeting hall.
6. Dividend recommended by Directors, if approved by the members at the Annual General Meeting, will be paid / dispatched on or after 1st August 2011 to those members whose names appear on the Register of Members as on 22nd July 2011. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of 21st July 2011, as per the details furnished by National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
7. The company is using National Electronic Clearing Services (NECS) for dividend remittance. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Share Transfer Agent at: **LINK INTIME INDIA PVT LTD., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup - (w), Mumbai-400 078**, immediately, any change in their address / mandate / bank details; and Particulars of their bank account, in case the same have not been sent earlier.
8. Members holding shares in the electronic form are requested to inform any change in address / bank mandate directly to their respective Depository Participants. The address / bank mandate as furnished to the Company by the respective Depositories viz. NSDL and CDSL will be printed on the dividend warrants.
9. In terms of Section 205A and 205C of the Companies Act, 1956 the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investors Education and Protection Fund (IEPF). Accordingly, during the financial year 2011-12, the Company would be transferring the unclaimed or unpaid dividend for the financial year ended 31st March 2004 to the Investors Education and Protection Fund or before 23rd September 2011. Shareholders are requested to

ensure that they claim the dividend from the Company before transfer of the said amount to the IEPF.

10. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. Recently, the Ministry of corporate Affairs (MCA), Government of India, through its Circular nos. 17/2011 and 18/2011 dated 21st April 2011 and 29th April 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance.

Recognizing the spirit of the circular issued by the MCA, we henceforth propose to send documents like the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report, etc to the email address provided by you with your depositories.

We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email address.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

(Pursuant to section 173(2) of the Companies Act, 1956)

Item No.7

Pursuant to the provisions of clause (d) of sub-section(1) of Section 293 of the Companies Act, 1956, the Board of Directors can't borrow more than the aggregate amount of the paid-up capital and free reserves of the Company at any one time, except with the consent of the shareholders of the Company. With a view to augment the funds required by the Company, the Board of Directors deems it advisable to raise long term finance by borrowing whenever necessary. To obviate the need for the Company to obtain permission of shareholders every time such transaction(s) take place, it is proposed to obtain a general sanction from the Shareholders by an Ordinary Resolution.

None of the Directors is concerned or interested in this resolution.

**BY ORDER OF THE BOARD
for apcotex industries limited**



**ANAND V. KUMASHI
GM – Accounts, Finance &
Company Secretary**

Date: 30th April 2011

Registered Office:

Plot no. 3/1, MIDC Industrial Area,
Taloja - 410 208, Dist. Raigad, Maharashtra



DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting to you the Twenty-Fifth Annual Report of the Company and the audited Statements of Accounts for the year ended 31st March 2011.

COMPANY PERFORMANCE

FINANCIAL HIGHLIGHTS

Particulars	2010-11 (₹. In Lacs)	2009-10 (₹. In Lacs)
GROSS SALES	22165.76	15681.96
Gross Profit Before Depreciation, Interest and Tax after prior year adjustments	1980.55	1504.68
Less: Depreciation	264.76	198.95
Interest	208.97	48.47
Provision for Tax	320.00	295.50
Adjustment for Deferred Tax Liability	114.46	128.97
Profit/ (Loss) for the Year	1072.36	832.79
Add: Balance brought forward from Previous year	863.24	418.73
Disposable Profit (Loss)	1935.60	1251.52
The Directors recommend Appropriation of the Disposable profit as under:		
Dividend on Equity Shares	362.91	259.22
Tax on Dividend	60.28	44.06
Transfer to General Reserve	110.00	85.00
Balance carried to Balance Sheet	1402.43	863.24
	1935.60	1251.52

1. DIVIDEND

Your Directors have recommended a dividend @ ₹ 7.00 (Rupees Seven) per Equity Share of ₹ 10/- each. The Equity Dividend, if approved, will absorb a sum of ₹ 423.19 lacs (including the dividend tax of ₹ 60.28 lacs) out of net profit as above and will be paid to those shareholders whose names appear on the Register of Members on **22nd July 2011**.

2. MANAGEMENT DISCUSSION AND ANALYSIS

The company manufactures and markets Styrene Butadiene Rubber and Synthetic Rubber Latexes.

I. CURRENT SCENARIO.

Your Company is one of the leading producers of polymer products namely Synthetic Latexes (VP Latex, XSB latex, Nitrile Latex, Acrylic Latex) and Synthetic Rubber (HSR, SBR) in India. The Company has one of the broadest ranges of products based on Styrene – Butadiene chemistry available in the market today and caters mainly to the industrial segment. Our range of Synthetic Latexes is used among other applications, for tyre cord dipping, paper and paperboard coating, carpet backing, concrete modification/ water proofing, textile finishing and paints. The various

grades of Synthetic Rubber find application in products such as footwear, automotive components, moulded items, v-belts, conveyor belts and hoses.

The company's major raw materials are petrochemicals and hence the business is vulnerable to high volatility of crude oil and its downstream product prices. Even though margins were under pressure due to steep raw materials price increases, overall business climate improved during the year since appropriate price increases were implemented to offset the higher cost of raw materials.

The company's performance was satisfactory due to volume increases which helped in achieving better economies of scale, addition of new value added products to our current range (particularly for the Paper Board coating, Construction and Rubber segments) as well as better operational efficiency.

For the last 5 years we have also been practicing Total Productive Maintenance (TPM) which is a Japanese methodology to improve Overall Plant Effectiveness and efficiency. This has helped significantly in improving plant operations and reducing costs. In January 2011, Apcotex has successfully crossed the 1st stage of the 3 step audit process for the TPM Level 1 Excellence Award. The remaining 2 stages of the audit will be conducted by the Japanese Institute of Plant Maintenance (Tokyo) in the FY 2011-12.

The technology at Apcotex was developed and is being continuously upgraded through in-house Research and Development efforts to meet the changing needs of customers.

Over the next few years we expect good domestic growth in most of the industries we cater to and we also envision good prospects for export of some of our products.

II. OPERATIONS DURING THE YEAR.

During the year the Company achieved Gross Value Sales of ₹ 22165.76 Lacs and volume sale of 28126 MT, registering a growth of **41.35%** and **20.05%** respectively compared to that of the preceding financial year.

The prices of major raw materials Styrene and Butadiene softened during the second quarter of the financial year but again started firming up during the second half of the financial year.

During the financial year the company exported goods worth ₹ 989.61 lacs compared to exports of ₹ 879.73 lacs during the previous financial year.

There was a continuous thrust from the management to develop a strong R&D and technical service team to better understand the changing customer needs, improve product quality, productivity and process controls through technology up-gradation.

During the year, operating profits, before tax and depreciation but including the other income from the operations and income from the Wind Turbine Generator installed at Sadawaghapur, Near Satara, Maharashtra,

Annual Report 2010-2011

increased by **16%** to ₹ 1582.26 Lacs from ₹ 1364.27 Lacs during the previous financial year.

Other income, which includes dividend received on investments, profit on sale of investments, Rental Income etc., was at ₹ 207.39 Lacs as compared to ₹41.20 Lacs during previous financial year.

The profit after tax stood at ₹1072 Lacs as compared to ₹833 Lacs in the previous financial year.

Your Directors consider Company's performance as satisfactory.

III. OUTLOOK.

From overall perspective, we expect 2011-12 to remain challenging in terms of volatilities in prices of major Inputs but overall growth of the economy, introduction of new value-added products and improving current market share, will augur well for the Company.

The company will endeavour its best to bring in efficiencies at all levels to mitigate any adverse situation. Accordingly your Director view the prospect for the year 2011-12 with cautious optimism.

IV. RISK AND CONCERNS.

The Company's business is highly dependent on two petrochemicals products viz. Styrene and Butadiene. Both of the above input materials, though derived from crude oil, were not traded in any exchange(s). No co-relation in their prices to crude oil price is observed. Hedging of the risk therefore is not possible.

Some of the major raw materials are directly imported or have USD based pricing. If the INR weakens against the USD or becomes highly volatile the currency effect is expected to be adverse.

Rising inflation within the country will seriously affect disposable income levels of all consumers – both rural and urban. Uncertain consumer demand can also have an effect on the growth prospects of your company.

V. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY.

Internal checks and controls based on the ERP system is in place and is constantly being improved upon. Adequate system exists to safeguard company's assets through insurance and maintenance of proper records. The company has well defined procedures to execute financial transactions. The company is constantly improving its internal audit areas in the light of an encompassing ERP system introduced as mentioned above.

VI. DEVELOPMENT OF HUMAN RESOURCE / INDUSTRIAL RELATIONS.

The company continuously monitors its Human Resource requirement to ensure that it has adequate human skills commensurate with its needs.

Cordial relations exist between the employees at various levels and the management.

To upgrade Human skills and improve their competency the company continuously organizes and deputed employees to Seminars, Workshops.

CAUTIONARY STATEMENT.

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include raw material availability and prices, cyclical demand, movements in company's principal markets, changes in Government regulations, tax regimes, economic developments within and outside India and other incidental factors.

3. WIND POWER

The Company has commissioned its Wind Turbine Generators with a capacity of 1.25 MW, at village Sadawaghapur, Tal – Patan, Dist. Satara, Maharashtra on 31st March 2010, for captive consumption at a cost of ₹ 650 lacs. The Wind Turbine Generator has generated net revenue of about ₹ 70 lacs during the financial year, and is shown under Other Income.

4. STATUTORY DISCLOSURES

A. ENERGY, TECHNOLOGY & FOREIGN EXCHANGE

Information sought under the provisions of Section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo are given in the Annexure, forming part of this report

B. DIRECTORS RESPONSIBILITY STATEMENT

The Directors confirm:

- i. That in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- ii. That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period;
- iii. That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That they have prepared the annual accounts on a going concern basis.



apcotex industries limited

C. CORPORATE GOVERNANCE

Your Company has always strived to imbibe appropriate standards for good Corporate Governance.

Detailed reports on the Corporate Governance and Management Discussion Analysis, forms part of this report. A certificate from the Company's Auditors regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed to the said Report.

5. FIXED DEPOSITS MATURED BUT NOT CLAIMED

Company had no Fixed Deposits at the end of the financial year. The Central Bureau of Investigation (CBI) has instructed the Company, not to repay the proceeds of four fixed deposits amounting to ₹ 48,000/- and accrued interest of ₹ 22,491/- thereon. These deposits matured during the first week of December 2002 and continue to remain with the Company.

One fixed deposit worth ₹ 5,000/- matured, with accrued interest of ₹ 224/- has not been claimed by the concerned depositor despite reminders.

6. INSURANCE

All insurable assets of the Company including inventories, buildings, plant and machinery etc., as also liability under legislative enactments, are insured at current market values.

7. ECOLOGY AND SAFETY

Apcotex ensures a safe, healthy, and eco-friendly environment. Apcotex continually work towards identification and reduction of risk and prevention of pollution at its plants & surroundings.

We practice Total Productive Maintenance (TPM) where one of the objectives is zero accidents and zero wastages. TPM has helped us design our equipments and processes to ensure high standards for health, safety and the environment. We are also pursuing ISO 14001 and OHSAS 18001 which are global standards for Environment and Safety respectively. We expect to obtain the certification in FY 2011-12.

In addition, members of the Safety Committee of the Company's Taloja Plant, have been regularly reviewing the safety measures and their implementation, to ensure adequate safety in material handling, control of pollution caused by liquid effluents, dust and emissions from chimney etc. Samples were periodically drawn and the reports submitted to the Pollution Control Board as required, ensuring compliance with the standards.

Consent has been obtained from Maharashtra Pollution Control Board to operate the plant at Taloja till 31st December 2014.

8. PERSONNEL

Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules 1975, as amended, is not applicable to the Company as there are no employees drawing remuneration exceeding the prescribed limits.

The Board would like to place on record their appreciation of the contribution made by all employees during the year.

The industrial relations with the employees were cordial.

9. BANKS

Your Directors wish to place on record their appreciation of the support received from the Company's Bankers', State Bank of India.

10. DIRECTORS

Mr. TNV Ayyar and Mr. Girish Choksey, retire by rotation and being eligible, offer themselves for reappointment.

Dr. S. Rengachary, Director, who retires by rotation and eligible, has conveyed his desire not to seek re-appointment. Dr. S. Rengachary is associated with the company for more than three decades in various capacities and is associated with the Company as Independent Director since April 2005.

Shri. S.K. Lahiri, Director & CEO of the Company retired from the service of the Company as on 03rd June 2010, after 27 years of association with the Company.

The Board places on record their appreciation for their services and contribution made.

The background of the Director proposed for reappointment is given under the Corporate Governance section of the Annual Report.

11. AUDITORS

The Company's Auditors, M/s. Shah & Co., Chartered Accountants, retires at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

FOR AND ON BEHALF OF THE BOARD

Atul Choksey

ATUL C CHOKSEY
CHAIRMAN

Mumbai: 30th April 2011

ANNEXURE TO DIRECTORS' REPORT

FORM A

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY:

A. POWER AND FUEL CONSUMPTION

Electricity:

	2010-11	2009-10
a) Purchased Units ('000 KWH)	6250.25	6170.41
Total amount (₹ In lacs)	374.26	336.25
Rate/Unit (₹)	5.99	5.45
b) Own Generation:		
Through Diesel generator		
Units ('000 KWH)	32.36	153.74
Units per ltr. of diesel oil	2.70	2.50
Cost/Unit (₹)	13.30	14.09

B. CONSUMPTION PER UNIT OF PRODUCTION

Synthetic Rubber including
Latex Electricity (KWH/MT)

281 266

FORM B

DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION:

RESEARCH AND DEVELOPMENT (R&D)

1. Specific areas in which R & D is carried out by the Company:

The R & D activities of the Company pertain to:

- i. Development of new products to meet changing customer needs.
- ii. Modification of existing products for up-gradation of performance.
- iii. Evaluation of alternative raw materials and identifying sources for cost reduction and flexibility in the input materials management.
- iv. Absorption of imported technology, if any.
- v. Improvement in process technology.

2. Benefits derived as a result of the above R & D.

- i. Company has commercialized a range of latices for paper/board coating industry, construction and carpet industry as well as a new grade of general purpose rubber.
- ii. Improvement in quality consistency of products.
- iii. Customers are less dependent on imported products.

3. Further plan of action:

- i. Continued efforts towards identifying additional end uses for existing products.
- ii. Develop new products and upgrade existing products as per market requirement.

4. Expenditure on R & D during the Financial Year is as follows:

	2010-11	2009-10
(₹ in lacs)		
Capital	4.05	20.83
Recurring	132.69	90.10
Total	136.74	110.93
Total R & D expenditure as a percentage of Total Revenue	0.67%	0.77%

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

No new technology has been acquired requiring the above.

IMPORTED TECHNOLOGY

No technology import has been made in the recent past.

OTHERS

The recognition of the in-house R & D facilities of the company has been renewed by the Department of Scientific & Industrial Research upto **31st March 2013**.

FOREIGN EXCHANGE EARNINGS & OUTGO

The Company is currently assessing export potential for its products in various markets. Details of foreign exchange earnings and outgo are given in Notes 9 & 10 of Schedule 'M2' to the accounts.

FOR AND ON BEHALF OF THE BOARD

Atul Choksey

**ATUL C CHOKSEY
CHAIRMAN**

Mumbai: 30th April 2011



apcotex industries limited

CORPORATE GOVERNANCE

Company's Philosophy On Code of Corporate Governance:

The Company is committed to good Corporate Governance Practices with the object of increasing benefits for all stakeholders viz. Shareholders, Customers, Suppliers, Employees, Society etc.

Board of Directors:

The composition of the Board of Directors of the Company is governed by the provisions of Companies Act, 1956, the Articles of Association of the Company and the Listing Agreement with the Stock Exchanges. The Board is comprised of nine Directors, both executive and non-executive. Mr. Atul Choksey is the non-executive Chairman. The day-to-day operations of the Company are managed by Mr. Abhiraj Choksey – Managing Director.

Mr. Manubhai G Patel, Mr. Bipin Jhaveri, Mr. TNV Ayyar, Dr. S. Sivaram, Dr. S. Rengachary are the non-executive, Independent Directors, who constitute fifty percent (50%) of the total strength of the Board.

The Directors of the Company are persons of eminence having vast and varied experience in manufacturing, polymers science, banking, financial and business administration. The Board of Directors meets as often as required but not less than four times a year and once in a calendar quarter. The Board of Directors of the Company receive a minutes of all the Committee meetings namely Audit Committee, Shareholders / Investors Grievance Committee, Remuneration Committee. During the financial year four meetings of Board of Directors were held on **a) 27th April 2010, b) 24th July 2010, c) 25th October 2010, and d) 02nd February 2011.**

Particulars of the Directorship of Board, membership and office of the Chairman of the Board Committees across all companies as on 31st March 2011 and attendance at the Board Meetings of the Company are given below:

Name of Director(s)	Designation/Category of Directorship	Board Meetings attended	Attendance at last AGM	No. of other Directorships held	No. of Committees of which Member / Chairman*
Atul C. Choksey DIN 00002102	Non-Executive – Chairman Promoter	4	Yes	8	-
S K Lahiri ** DIN 00027493	CEO & Director	1	No	-	-
Abhiraj Choksey DIN 00002120	Managing Director	4	Yes	3	-
Girish C. Choksey DIN 00246196	Non-Executive	2	Yes	5	2/1
Amit C. Choksey DIN 00001470	Non-Executive	3	No	5	-/2
Manubhai G. Patel DIN 00001662	Non-Executive, Independent	4	Yes	3	2/3
Bipin V. Jhaveri DIN 00001648	Non-Executive, Independent	4	Yes	6	1/2
Dr.S. Rengachary DIN 00126980	Non-executive, Independent	4	Yes	2	-
Dr. S. Sivaram DIN 00009900	Non-Executive, Independent	3	Yes	2	2/-
T.N.V. Ayyar DIN 00008493	Non-Executive, Independent	1	No	3	4/3

*Committee Membership of Audit Committee, Investors' Grievance Committee & Remuneration Committee are considered.

** Sanjay Kumar Lahiri retired from the service of the Company on 3rd June 2010.

Mr. Abhiraj Choksey – Managing Directors holds 129604 shares in the Company.

Audit Committee

The Audit Committee was constituted in April 2000. During the year four meetings were held on **a) 27th April 2010, b) 24th July 2010, c) 25th October 2010, and d) 02nd February 2011**

The Audit Committee comprises of four directors viz. Mr. M.G.Patel as the Chairman, and Mr. Bipin Jhaveri, Mr. Girish Choksey and Dr. S. Rengachary as members. Mr. M.G.Patel is Non- Executive Independent Director.