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ARORA FIBRES LIMITED

**10TH ANNUAL REPORT
2002-2003**

ARORA FIBRES LIMITED

Board of Directors :

Rupinder Singh Arora : Chairman
A. Gopalan : Executive Director/
Company Secretary
Sunil Marwah : Whole-Time Director
S. M. Gupta : Director
M. Girijan Nair : Director

Auditors :

M/s. A. M. JOSHI & CO.

Chartered Accountants
Sukrita, 127, Shivaji Park,
Dr. M. B. Raut Road,
Dadar, Mumbai-400 024.

1. Shareholders are requested to bring their copy of the Annual Report to the Meeting.
2. Please address all correspondence regarding share transfer work to the Registrars and Share Transfer Agents and not to the Company's Registered Office.
3. Members are requested to notify their change of address, if any, to our Registrars and Share Transfer Agents, M/s. Dynamic Superways & Exports Ltd., at the following address :

DYNAMIC SUPERWAYS & EXPORTS LTD.
Rainbow Palace, I. C. Colony Cross Road
No. 5, Borivali (West), Mumbai-400 103.

Banker :

Corporation Bank

Registered Office :

Survey No. 213, Piparia Industrial Estate,
Silvassa - 396 280, Dadra & Nagar Haveli

Corporate Office :

Arora House,
16, Golf Link, Union Park,
Khar (West), Mumbai-400 052.

TENTH ANNUAL REPORT**Notice**

NOTICE is hereby given that the Tenth Annual General Meeting of the Members of ARORA FIBRES LTD. will be held on Thursday, the 25th September, 2003, at 11.00 A. M. at the Registered Office of the Company at Survey No. 213, Piparia Industrial Estate, Silvassa - 396 230 to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the Audited Balance Sheet and the Profit and Loss Account as at and for the year ended 31st March, 2003 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri A. Gopalan, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri S. M. Gupta, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification/s, the following resolution as an ORDINARY RESOLUTION :

"RESOLVED THAT M/s. A. M. Joshi & Co. Chartered Accountants, Mumbai, the retiring auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be determined by the Board in consultation with the said auditors in addition to payment for other services and reimbursement of out of pocket expenses."

By Order of the Board of Directors

A. GOPALAN

Executive Director / Company Secretary

Mumbai, Dated : 26th June, 2003.

Corporate Office :

Arora House, 16, Golf Link,
Union Park, Khar (West),
Mumbai-400 052.

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. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 2nd September, 2003 to Friday, the 19th September, 2003.

ARORA FIBRES LIMITED**Directors' Report
to the Shareholders**

Your Directors present before you the Tenth Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2003.

	2002-2003 Rupees	2001-2002 Rupees
FINANCIAL RESULTS :		
Profit / Loss before Finance Charges, Depreciation & Taxation ...	32,12,890	-84,73,365
Less : Interest	8,95,362	3,55,121
Profit / Loss before Depreciation and Taxation	23,17,528	-88,28,486
Less : Depreciation	63,82,561	63,42,478
Profit / Loss for the year before extraordinary item	-40,65,033	-1,51,70,964
Add : Commission on Sale of Windmill	-	1,18,20,000
Profit / Loss before Taxation	-40,65,033	-33,50,964
Less : Deferred Tax	-24,29,192	7,94,197
Profit / Loss after Tax	-16,35,841	-41,45,161
Brought forward Loss from previous year	-4,28,49,688	-3,87,04,528
Balance carried to Balance Sheet	-4,44,85,529	-4,28,49,689

DIVIDEND :

The Board of Directors regret their inability to declare dividend in view of carried forward loss as well as the continued loss for this year.

WORKING RESULTS :

The local demand for recycled polyester staple fibre is improving/growing at 15% to 20% per annum. The working of the Company is improving owing to increase in production and sale.

The Chairman has been advancing money free of interest from time to time resulting in reduction of interest on cash credit advances from the bank.

1. Directors Responsibility Statement

Your Directors confirm :

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgements 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 ended 31st March, 2003 and of the loss of the Company for that year;

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- (iii) that the Directors 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 the Directors have prepared the annual accounts on a going concern basis.
- 2. Corporate Governance**
As per clause 49 of the Listing Agreement with Stock Exchanges, a detailed Corporate Governance Report is annexed to the Directors' Report.
- 3. Audit Committee**
An Audit Committee has been constituted with (1) Shri S. M. Gupta, with financial and accounting knowledge as chairman (2) Shri Girijan Nair, both independent directors with independent judgement in the deliberation and decisions of the Board and (3) Shri Rupinder Singh Arora, Chairman, Promoter Director. The Executive Director-cum-Company Secretary, Shri A. Gopalan, B.A., F.C.A., F.C.S. is the secretary of this committee.
- 4. Directors**
Shri A. Gopalan and Shri S. M. Gupta, retire by rotation and are eligible for re-appointment.
- 5. Auditors' Report**
The observations of the Auditors have been explained in the notes to the accounts wherever necessary.
- 6. Auditors**
The Company's Auditors M/s. A. M. Joshi & Co., Chartered Accountants, retire and are eligible for re-appointment.
- 7. Particulars of Employees**
The particulars of employees required to be given under provisions of Section 217 (2A) of the Companies Act, 1956 - NIL
- 8. Conservation of Energy**
The information required under Section 217 (1)(e) of the Companies Act, 1956, read with The Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 with Annexure 'A' and forms part of the Report.

For and on behalf of the Board

RUPINDER SINGH ARORA
Chairman

Mumbai, Dated : 26th June, 2003

Corporate Office :
Arora House, 16, Golf Link,
Union Park, Khar (West),
Mumbai-400 052.

ARORA FIBRES LIMITED**Annexure to the Directors' Report**

Information required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

Annexure 'A'**A Conservation of Energy :**

Various steps and measures are continuously being taken to further reduce consumption of electricity.

The above measures have resulted / will result in saving in the consumption of power and fuel.

B Total energy consumption and energy consumption per unit of production as per prescribed Form 'A' :

(A) Power and Fuel Consumption		31.03.2003	31.03.2002
1. Electricity			
a) Purchased - Units (in lacs)		24.45	18.10
Total amount (Rs. in lacs)		65.36	48.64
Rate per Unit (Rs.)		2.67	2.68
b) Own generation		NIL	NIL
2. Coal		NIL	NIL
3. Furnace Oil			
Quantity (Litres in lacs)		1.00	0.70
Total (Rs. in lacs)		19.80	11.80
Average Rate (Rs.)		19.80	16.66
(B) Consumption per unit of production			
Electricity (Per Kg.)		0.79	0.91
Furnace Oil (Per Kg.)		0.03	0.03

C Research :

There is no activity on research and development.

D Technology absorption :

The Company has fully absorbed the technology obtained from Mijung Ind. Co. Ltd., Korea. The Company is continuously taking steps to improve the product and process technology

E Foreign exchange earning and outgo :

	(Rs. in lacs)
a) Foreign Exchange earned	NIL
b) Foreign Exchange used	0.89

For and on behalf of the Board

RUPINDER SINGH ARORA
Chairman

Mumbai, Dated : 26th June, 2003

TENTH ANNUAL REPORT**Report of the Directors on Corporate Governance**

(As per clause 49 of the Listing Agreement with Stock Exchanges)

1. Company's philosophy on code of Governance.

- (i) that the Board and top management of the Company are fully apprised of the affairs of the Company that is at assisting them in the efficient conduct of the Company's business so as to meet Company's obligation to the shareholders.
- (ii) that the Board exercises its fiduciary responsibilities towards shareholders and creditors so as to ensure high accountability.
- (iii) that the decision making process in the organization is transparent.

2. Board of Directors

The present strength of the Board of Directors of the Company is 5 Directors. The Board comprises of 1 Promoter-Chairman, 2 Professional Executive Directors and 2 Non-Executive Directors with independent judgement in the deliberation and decisions of the Board.

Attendance of each Director at the Board Meetings and last AGM

Date of last AGM - 25th September, 2002

Sr. No.	Name of the Director	Category	No. of Board Meetings attended	Attendance in last AGM
1.	Shri Rupinder Singh Arora	Chairman	6	No.
2.	Shri A. Gopalan	Executive Director	6	Yes
3.	Shri Sunil Marwah	Whole-Time Director	6	Yes
4.	Shri S. M. Gupta	Non-Executive Director	6	Yes
5.	Shri Girijan Nair	Non-Executive Director	6	No

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Number of other companies or committees the Director is a Director / Member.

Name of the Director	No. of other Directorships in Public Limited Companies	No. of other Board Committees in which Member
Shri Rupinder Singh Arora	2	1
Shri A. Gopalan	Nil	Nil
Shri Sunil Marwah	Nil	Nil
Shri S. M. Gupta	1	1
Shri Girijan Nair	1	1

Number of Board Meetings held and dates of the Board Meetings.

Number of Board Meetings - 6.

Dates of Board Meetings (1) 24th April, 2002 (2) 26th June, 2002 (3) 26th July, 2002 (4) 27th September, 2002 (5) 29th October, 2002 (6) 29th January, 2003

3. Audit Committee

The Audit Committee of the Company comprises of (1) Shri S. M. Gupta, Chairman of the Committee with financial and accounting knowledge (2) Shri Girijan Nair, both independent Directors with independent judgment in the deliberation and decisions of the Board and (3) Shri Rupinder Singh Arora, Chairman, Promoter-Director. The Executive Director-cum-Company Secretary Shri A. Gopalan is the Secretary of this committee. This committee has been empowered to cover all the matters specified under Section 292 A of the Companies Act, 1956, and also the matters listed under the Listing Agreement with Stock Exchanges.

Number of Audit Committee meetings - 4.

Attendance of each member of the Audit Committee

Dates of Audit Committee Meetings (1) 24th June, 2002 (2) 24th July, 2002, (3) 28th October 2002 (4) 27th January, 2003

Name of the Director	No. of Meetings held	No. of Meetings attended
Shri S. M. Gupta	4	4
Shri Girijan Nair	4	4
Shri Rupinder S. Arora	4	4

4. Remuneration Committee

a) Details of remuneration paid / payable to whole-time Directors.

Name of the Director	Remuneration including all benefits (Rs./Lacs)
Shri A. Gopalan	2.40
Shri Sunil Marwah	2.16

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The appointments are contractual, Shri A. Gopalan upto 30th June, 2006 and Shri Sunil Marwah upto 31st May, 2004.

Details of payments made to non-executive Directors

Name of the Director	Sitting fees paid (Rs.)
Shri Rupinder Singh Arora	2,500/-
Shri S. M. Gupta	2,500/-
Shri Girijan Nair	2,500/-

The Company is too small to have a remuneration committee.

5. Shareholders Committee

A Shareholders / Investors grievance committee was formed with Shri R. S. Arora (Chairman-Non-Executive), Shri A. Gopalan (Executive Director-Company Secretary)- Compliance officer and Shri Sunil Marwah (Whole-Time Director).

A few routine minor complaints like non-receipt of annual report received from shareholders were dealt with satisfactorily and no complaint is pending. Number of share transfers pending - NIL.

6. General Body Meetings.

Date and Time	Place
24th July, 2000 - 11.00 a.m.	At the Registered Office of the Company at Survey No. 213, Piparia Industrial Estate, Silvassa - 396 230, Dadra & Nagar Haveli
24th July, 2001 - 11.00 a.m.	
25th September, 2002 - 11.00 a.m.	

No special resolutions requiring postal ballot.

7. Disclosures

- A. None of the transactions with any of the related parties were in conflict with the interests of the Company.
- B. The Company has complied with all the requirements of Stock Exchanges or SEBI or any other authority related to the Capital Markets during the last 3 years.

8. Means of Communication

The quarterly reports are normally published in "Free Press Journal" and "Nav Shakti". The Annual Report is sent every year to the shareholders. Half yearly reports are not sent.

ARORA FIBRES LIMITED**9. Management Discussion and Analysis Report**

The local demand for recycled polyester staple fibre is improving/growing at 15% to 20% per annum. The working of the Company is improving owing to increase in production and sale.

10. General Shareholder Information.

Annual General Meeting	25th September, 2003 11.00 a.m. at the Registered Office of the Company at Survey No. 213, Piparia Industrial Estate, Silvassa - 396 230, Dadra & Nagar haveli.
Financial Year	31st March
Book Closure	02.09.2003 to 19.09.2003
Dividend Payment date	No dividend
Listing on Stock Exchanges	Mumbai and Ahmedabad
Stock Code	21174, (Mumbai) and 05012 (Ahmedabad)

Market Price Data

	HIGH	LOW
April, 2002	3.45	2.80
May, 2002	3.35	3.35
June, 2002	3.35	1.35
July, 2002	2.15	1.00
August, 2002	1.00	0.75
September 2002	1.65	1.05
October, 2002	1.20	0.85
November 2002	0.95	0.75
December 2002	1.30	0.65
January 2003	1.25	0.55
February 2003	1.00	0.60
March 2003	1.05	0.60

A Share Transfer Committee consisting of any two Directors was constituted. The committee meets regularly twice a month on 10th and 25th of every month and approves all transfers and hence no Share Transfers are pending.

Registrars and Share Transfer Agents :

Dynamic Superways and Exports Ltd.
Rainbow Palace, I. C. Colony Cross Road,
No. 5, Borivli (West), Mumbai-400 103.