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18th Annual Report 2010-2011

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CORPORATE INFORMATION

Board of Directors Mr. Ajit Kamath, Non Executive Chairman & Managing Director

Mr. Manoj Jain, Director

Mr. V. S. Soma, Executive Director & Company Secretary Mr. Sudhir Ghate, Non-Executive, Independent Director Mr. Ashit Shah, Non-Executive, Independent Director

Mr. Upkar Singh Kohli, Additional Director

Company Secretary Mr. V. S. Soma

Registered Office Survey No. 18, Yawapur, Sadasivpet (M),

Medak Dist. A.P. - 502 291 Phone: 09949828085 Fax: 08455-251536

Corporate Office 1. 6-3-865, 1st Floor, Madhupala Towers,

Opp: Greenland Apts., Ameerpet, Hyderabad - 500 016

Phone: 040 - 30906500/01 Fax: 040 - 30906550

2. 'H' Wing, 4th Floor, Tex Centre,

Off Saki Vihar Road,

Chandivali, Andheri (E), Mumbai - 400 072

Phone: 022-33089200 Fax: 022-28471234

Auditors M/s Mukesh Mehta & Associates,

Chartered Accountants,

3/4A, Hammersmith Ind. Premises,

Narayan Pathare Marg, Off Sitladevi Temple Road, Mahim (W), Mumbai - 400 016

Plant Locations 1. Survey No. 18, Yawapur, Sadasivpet (M),

Medak Dist., A.P. Phone: 09949828085 Fax: 08455-251536

2. Plot No. E-2, Chincholi Industrial Area,

Solapur Maharastra; Phone: 0217 - 2357738 Fax: 0217- 2357339

Bankers State Bank of India

AXIS Bank Limited Punjab National Bank Indian Overseas Bank Karur Vysya Bank

Registrars & Share Transfer Agents XL Softech Systems Limited,

3, Sagar Society, Road No. 2, Banjara Hills,

Hyderabad-500 034. Phone no. (040) 23545913/14/15.

NOTICE

NOTICE IS HEREBY GIVEN THAT the 18th Annual General Meeting of Avon Organics Limited will be held on Friday, 29th July, 2011 at 11.30 a.m. at the Registered Office of the Company at Survey No.18, Yawapur Village, Sadasivpet Mandal, Medak District, Andhra Pradesh to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the financial year ended 31st March, 2011 along with the Report of the Directors and Auditors thereon.
- 2. To declare dividend on Equity Shares for the year ended 31st March, 2011.
- 3. To appoint a Director in place of Mr. Ajit Kamath, who retires by rotation and being eligible, offers himself for re-appointment.
- 4. To appoint a Director in place of Mr. V. S. Soma, who retires by rotation and being eligible, offers himself for re-appointment.
- To re-appoint M/s. Mukesh Mehta & Associates, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting of the Company on remuneration to be decided by the Board of Directors of the Company.

SPECIAL BUSINESS

- 6. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:
 - "RESOLVED THAT Mr. Upkar Singh Kohli, who was inducted into the Board as an Additional Director of the Company in accordance to the provisions of Section 260 of the Companies Act, 1956 (the "Act") effective from 22nd January, 2011, holding office upto the conclusion of this Annual General Meeting and in respect of whom the Company has received notice under Section 257 of the Act be and is here by appointed as a Director of the Company"
- 7. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:
 - "RESOLVED THAT, in supercession of all the earlier resolutions passed by the Company, pursuant to the provisions of Section 293(1)(d)

and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s), or redeemed enactment thereof, for the time being in force and as amended from time to time, consent of the Members be and is hereby accorded to the Board of Directors of the Company, borrowing, from time to time, all such sums of money for the purpose of business of the Company notwithstanding that the moneys borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, i.e. to say, reserves not set apart for any specific purpose, provided that the total amount of money so borrowed and outstanding shall not at any time exceed the sum of Rs.1000.00 Crores (Rupees One Thousand Crores only).

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board of Directors of the Company for issuing non-convertible debentures, whether to public or to specified individuals, bodies corporate, Banks, Financial Institutions, Mutual Funds or other lenders, of such nominal value and on such terms and conditions as to the duration and the manner of redemption of debentures, the interest payable and as to the security, as may be decided by the Board of Directors of the Company in the best interest of the Company."

- 8. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:
 - "RESOLVED THAT in supercession of all the earlier resolutions passed by the Company, pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s), or redeemed enactment thereof, for the time being in force and as amended from time to time, consent of the Members be and is hereby accorded to the creation of such mortgages and/or charges and also for modification or varying the terms of any existing mortgages and/or charges on all or any of the immovable or movable properties of the Company wheresover situated, present and/or future, including the whole of the undertaking(s)

of the Company (save and except the current assets that are or may be hypothecated and/or pledged in favour of the Company's bankers for securing borrowings for working capital requirements) to secure the repayments of any borrowings made or loan availed of, or debentures issued and/or to be made/availed of/issued by the Company and to secure the payment of interest thereon or any charges or expenses relating thereto or arising from the borrowings or availing of loans or issue of debentures and that the said debentures or charges be created in favour of the trustees of debenture holders, if any, and in any manner as may be thought fit by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to execute trust deeds and/or such other documents for creating mortgages and resolve and settle any difficulties that may arise in the proposed issue and allotment of the debentures and to do all such acts and deeds, and things in connection therewith and incidental thereto as the Board of Directors in its absolute discretion may deem fit."

By Order of the Board For **Avon Organics Limited**

V. S. Soma
Place: Mumbai Executive Director
Date: 19.05.2011 & Company Secretary

NOTES

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. Instrument of proxies in order to be effective must be deposited at the company's registered office not less than 48 hours before the time fixed for the meeting.
- As per the requirements of Section 154 of the Companies Act, 1956, the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 26th July, 2011 to Friday, 29th July, 2011 (both days inclusive).
 - The 'Record Date' for payment of Dividend is fixed as Friday, 29th July, 2011.
- The final dividend for the financial year ended 31st March, 2011, as recommended by the Board, if approved at the meeting, will be paid within a period of 30 days from the date of declaration.
- 4. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

- 5. Members holding shares in physical form are requested to inform any change, in their registered address to the registered / corporate office of the company or to X L Softech Systems Limited, Registrar & Share Transfer Agents of the Company.
 - Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
- 6. Member/Proxies should bring in their attendance slip sent herewith duly filled in for attending the meeting.
- 7. Shareholders desiring any information relating the accounts are requested to write to the Company at an early date so as to enable Management to keep the information ready.
- 8. The shares of the Company are presently listed on the Hyderabad, Mumbai and Calcutta Stock Exchanges. However, the same is actively traded at Bombay Stock exchange.
- 9. Pick up coach facility:

For the convenience of members who are desirous of attending the company's Annual General Meeting scheduled on Friday, 29th July, 2011, at 11.30 a.m. The company will provide transport facility from Corporate Office at Hyderabad to Sadasivpet (Factory) and back. The pick up coach will leave from Madhupala

Towers, Ameerpet, Hyderabad at 8.30 a.m on the date of the AGM to reach the venue of the AGM in time for the meeting and leave for Hyderabad after the meeting.

Members wishing to avail of this facility may kindly intimate two days in advance and be present in time at the pick-up point at the corporate office in Hyderabad.

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

Item No.6

Mr. Upkar Singh Kohli, has been appointed as Additional Director of the Company at the meeting of Board of Directors held on 22nd January, 2011. As per the provisions of Section 260 of the Companies Act, 1956. Mr. Upkar Singh Kohli will hold office of a Director up to the conclusion of the Annual General Meeting. The Company has received a notice in writing under Section 257 of the Companies Act, 1956, proposing his candidature for the office of the Director.

Mr. Upkar Singh Kohli holds a degree in Bachelor of Engineering (Mechanical). He is a certified associate of Indian Institute of Bankers. He has 35 years of experience in the banking sector and has worked with Punjab National Bank, Punjab & Sind Bank, etc. in various capacities like General Manager-Zonal, Manager, C.V.C. etc.

He is currently a Director on the Boards of Birla Power Solutions Ltd, Birla Cotsyn India Ltd, STI India Ltd, Union KBC Trustee Co. Pvt Ltd, U.V.Asset Reconstruction Pvt Ltd, Wizeman Finance and C. M. Farming alongwith Avon Organics Limited.

None of the Directors of the Company, except Mr. Upkar Singh Kohli, are interested in this resolution.

The Directors recommend the resolution for approval of the shareholders.

Item No. 7 & 8:

This is to inform the members of the Company that under Section 293(1)(d) of the Companies Act, 1956, the Board of Directors cannot, except with the consent of the Company in a general meeting, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

The Company would require to incur Capital Expenditure for maintenance and upgradation of its manufacturing facilities and to upgrade its Environment, Health and Safety (EHS) Standards, which are of the prime significance. The Company may require funds from banks/ financial institutions / other lending bodies for this purpose. Hence, it is proposed to enhance the borrowing powers of the Board from Rs. 500 Crores to Rs. 1000 Crores.

Accordingly, the approval of the shareholders, under Section 293(1)(d) of the Act is being sought to enable the Board of Directors to borrow moneys upto the limit of Rs.1000 Crores in supercession of all the earlier resolutions passed.

The Company may be required to secure such borrowings by creation or modification of mortgages, hypothecation and/or charges. Accordingly, the sanction of the shareholders, under Section 293(1)(a) is being sought to enable the Board to take the necessary steps for creation or modification of mortgages, hypothecation and/or encumbrances/charges for the borrowings.

None of the Directors of the Company are, in anyway concerned or interested in the above resolutions.

The Directors recommend the resolutions for approval of the shareholders.

By Order of the Board for **Avon Organics Limited**

Sd/V. S. Soma
Place: Mumbai Executive Director
Date: 19.05.2011 & Company Secretary

DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting their Eighteenth Annual Report on the business and operations of the Company and the Audited Financial Accounts for the year ended 31st March, 2011.

FINANCIAL RESULTS

s. In Lak

| FINANCIAL RESULTS | | (Rs. In Lakns) |
|---------------------------------------|------------|----------------|
| Particulars | Year Ended | Year Ended |
| r articulars | 31.03.2011 | |
| Sales & Operational Income | 16212.07 | 15045.49 |
| Gross Profit /(Loss) before Interest, | | |
| Depreciation and Tax (PBDIT) | 2945.63 | 2645.33 |
| Less: Depreciation | 611.64 | 585.10 |
| Gross Profit before Interest | | |
| and Tax (PBIT) | 2333.99 | 2060.23 |
| Less: Interest & Financial charges | 1347.93 | 1169.40 |
| Profit / (Loss) before Tax (PBT) | 986.05 | 890.83 |
| Less: Provision for Taxation | | |
| : Provision for tax | 200.00 | - |
| Add: MAT credit | (200.00) | - |
| : Dividend Distribution Tax | 37.37 | 38.24 |
| : Short provision for Tax | | |
| for earlier years | - | 0,63 |
| Net Profit / (Loss) after tax (PAT) | 948.68 | 851.96 |

The figures of the previous year have been reclassified to conform to the current classification.

DIVIDEND

The Directors are pleased to recommend a Dividend of 10% (Re. 1/- per Equity Share of the face value of Rs. 10/- each), which, if approved by the Members at the ensuing Annual General Meeting will involve an outflow of Rs. 225 Lakhs towards Dividend and Rs. 37.37 Lakhs towards Dividend Distribution Tax resulting in a total outflow of Rs. 262.37 Lakhs.

PERFORMANCE REVIEW

During the year, the Company has achieved Net Sales and Operational income of Rs. 16212.07 Lakhs as against Rs. 15045.49 Lakhs in the previous year, registering an increase in sales by 7.75%. During the year, the Company has achieved a Net profit before Tax of Rs. 986.05 Lakhs as against Rs. 890.20 Lakhs, during the corresponding period in the previous year, resulting in consistent rise in profits for the 3rd consecutive financial year.

The total sales of the Company includes export sales of Rs. 4223.65 Lakhs during the year under review as against Rs. 5081.30 Lakhs in the previous year and account for approximately

26.05% of the total sales in the current year as against 33.77% in the previous corresponding period.

CAPITAL EXPENDITURE

During the year under review, the Company has incurred capital expenditure amounting to Rs. 2949.96 Lakhs. The amount has primarily been used in upgradation and modernization of the manufacturing facilities including set up of ETP facility at Solapur.

QUALITY SYSTEMS

The Company being engaged in the pharmaceutical sector strives to maintain the higher quality standards and complies with various regulations in relation to the same. The Company has following valid certifications:

- The Company complies with the ISO standards and has a valid ISO 9001:2008 Certificate for the unit of the Company located at Sadasivpet.
- The Solapur unit of the Company is cGMP compliant and is USFDA inspected.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956, the Directors confirm that:

- a) In the preparation of the annual accounts for the year ended 31st March, 2011, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) Your Directors 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 as at 31st March, 2011 and of the Profit and Loss Account for the year ended on that date;
- c) Your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the Assets of the company and preventing and detecting fraud and other irregularities and
- d) The accounts for the year ended 31st March, 2011, have been prepared on a going concern basis.

CORPORATE GOVERNANCE

Your company complies with all the requirements which are mandatory for compliance under the Companies Act, 1956 and the Listing Agreement entered with the Stock Exchanges. The nature of compliances made in order to meet the requirements and to promote transparency are more specifically detailed in a separate report on Corporate Governance attached herewith, which forms the part of the Annual Report.

NOTE ON OPERATION OF THE SUBSIDIARY COMPANY IN SINGAPORE

Pursuant to the resolution passed at the Meeting of the Board of Directors of the Company, held on 15th May, 2010, a wholly owned subsidiary company has been incorporated in the name of Regal Pharma PTE Ltd. in Singapore. The Subsidiary company has been formed to facilitate the marketing operations of the Company in the overseas market and to explore any further business opportunities.

CONSOLIDATED FINANCIAL STATEMENT

The Ministry of Corporate affairs vide its General Circular no. 2/2011 dated 8th February, 2011, has granted a general exemption under Section 212(8) of the Companies Act, 1956, from appending the balance sheet of subsidiary companies to the annual report of the parent company. Accordingly, the Balance Sheet, Profit & Loss Account and other documents of the subsidiary company are not being appended to the Balance Sheet of the Company. The Company will arrange for the Annual Accounts of the subsidiary company and other the relevant information in detail, for any shareholder of the Company who may be interested in obtaining the same. The Annual Accounts of the Subsidiary company will also be made available for inspection at the registered offices of both the Company and the subsidiary company. The details of accounts of the subsidiary company shall be made available in hard copies to any shareholder, on demand in writing.

The consolidated financial statements and a statement pursuant to Section 212 of the Companies Act, 1956 are appended to and are forming part of this annual report.

DIRECTORS

The Board has an optimum combination of Executive and Non-Executive Directors with majority of the Board comprising of Non-Executive

Directors.

As per the requirements of Clause 49 of Listing Agreement, only one-third of the Board should comprise of Independent Directors in case the Chairman of the Board is a Non-Executive Director. However, in our case since the Non-Executive Chairman is a Promoter Director of the parent company, therefore he cannot be considered to be Independent and therefore the Company has fifty percent of the Board comprising of Independent Directors, in compliance with the provisions of Clause 49 of the Listing Agreement.

Re-appointment of Mr. Ajit Kamath, Non-Executive Chairman & Managing Director

Mr. Ajit Kamath, Non-executive Chairman & Managing Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Ajit Kamath is the Chairman & Managing Director in Arch Pharmalabs Limited, the parent company of Avon organics Limited. He is a commerce graduate by qualification and possesses an experience of more than 12 years in the Pharmaceutical industry.

Re-appointment of Mr. V. S. Soma, Executive Director

Mr. V.S.Soma, Executive Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

Mr. V. S. Soma is a Company Secretary and Chartered Accountant by qualification. He has two and a half decades of experience spanning diverse industries, majority being in the pharmaceutical industry. He is associated with Avon Organics Limited as a Company Secretary since April, 2006.

Regularisation of appointment of Mr. Upkar Singh Kohli, Non-Executive, Independent Director

Mr. Upkar Singh Kohli was appointed as Additional Director of the Company at the meeting of Board of Directors held on 22nd January, 2011. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Upkar Singh Kohli will hold office of a Director up to the conclusion of Annual General Meeting. The Company has received notice in writing as per provisions of Section 257 of the Companies Act, 1956, proposing his candidature for the office of the Director.

Mr. Upkar Singh Kohli holds a degree in Bachelor of Engineering (Mechanical). He is a certified associate of Indian Institute of Bankers. He has more than 35 years of experience in the banking sector and has worked with Punjab National Bank, Punjab & Sind Bank, etc. in various capacities like General Manager-Zonal, Manager - C.V.C. etc.

He is currently a Director on the Boards of Birla Power Solutions Ltd., Birla Cotsyn India Ltd., STI India Ltd., Union KBC Trustee Co. Pvt. Ltd., U.V.Asset Reconstruction Pvt. Ltd., Wizeman Finance and C. M. Farming alongwith Avon Organics Limited.

Resignation of Mr. Ramakant Nayak and Dr. Shantilal Jain, Non-Executive, Independent Directors

Mr. Ramakant Nayak and Dr. Shantilal Jain, appointed as Non-Executive, Independent Directors in the Company, resigned from the Board of the Company with effect from 22nd January, 2011. The Board would like to place on record, its appreciation for their services to the Company during the tenure of their appointment.

STATUTORY AUDITORS

The Statutory Auditors, M/s. Mukesh Mehta & Co., Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment upto the conclusion of next Annual General Meeting. A certificate of eligibility has been received from the Auditors to the effect that their re-appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

COST AUDITORS

Pursuant to the Cost Audit Branch Order no. F.52/26/CAB-2010 dated 02.05.2011 and Notification dated 03.06.2011 issued by the Ministry of Corporate Affairs, appointment of Cost Auditor for the financial year 2011-12, has been made mandatory for all the Companies to which the Cost Accounting Records (Bulk Drugs) Rules, 1974 apply and which has a net worth exceeding rupees five crores in the previous financial year or a turnover exceeding rupees twenty crores in the previous financial year or having its equity or debt securities listed or are in the process of getting listed on the Stock Exchange whether in India or outside India.

However, the Company has appointed Cost Auditors pursuant the Cost Audit Order no. 52/66/CAB - 2010 dated 16th December, 2010

issued by Central Government to our Company. M/s. D. Z. R. & Co., Cost Accountants, have been appointed at the meeting of the Board of Directors held on 19th May, 2011, to act as Cost Auditors for the manufacturing facilities of the Company. A certificate of eligibility has been received from M/s. D. Z. R. & Co., Cost Accountants, to the effect that their appointment is in accordance with the provisions of Section 224 (1) B of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

None of the employees of the Company drew remuneration of Rs. 60 Lakhs or above per annum and/or Rs. 5 Lakhs or above per month during the year under review. This information is furnished as per the requirements of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended.

CONSERVATION OF ENERGY, FOREIGN EXCHANGE.ETC.

Information as 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 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo is given in Annexure-A attached hereto, which forms part of this report.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any fixed deposit under Section 58A of the Companies Act, 1956 from the public.

ACKNOWLEDGEMENTS

The Board of Directors would like to place on record their sincere appreciation for the support and assistance extended by the Company's suppliers, bankers, financial institutions, employees, customers business associates and various departments of the Central and State Governments for their continued support and valuable cooperation.

Your Directors also express their gratitude to investors for the support and confidence reposed in the Company and the Management.

For and on behalf of the Board

Sd/-

Place: Mumbai Ajit Kamath
Date: 19.05.2011 Chairman & Managing Director

DIRECTORS' REPORT

ANNEXURE - 'A' TO THE DIRECTORS' REPORT

Information 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

A. Conservation of Energy:

a. Energy Conservation Measures taken : Reduced transmission losses by increasing the

power factor.

b. Total energy consumption per unit of

Production

: Details are furnished in Form A

B. Technology absorption : Details are furnished in Form B

C. Foreign Exchange Earnings and Outgo (Rs. in Lakhs)

| | 2010-11 | 2009-10 |
|----------------------------------|---------|---------|
| 1. Foreign Exchange Earnings | 4223.65 | 5081.30 |
| 2. Foreign Exchange outgo | 1560.12 | 1693.24 |
| 3. Net Foreign Exchange Earnings | 2663.53 | 3388.06 |

FORM A

Form for disclosure of particulars with respect to conservation of energy.

| | 2010-11 | 2009-10 |
|--|---------|----------|
| A. POWER AND FUEL CONSUMPTION: | | |
| 1. ELECTRICITY: | | |
| a. Purchased Units : | 8527104 | 10205638 |
| Amount (Rs. in Lakhs) | 412.24 | 482.81 |
| Rate/Unit (Rs.) | 4.83 | 4.73 |
| b. Own Generation : | | |
| Through D. G. Set Units | 948970 | 1152444 |
| Amount (Rs. in Lakhs) | 119.96 | 145.86 |
| Rate/Unit (Rs.) | 12.64 | 12.66 |
| 2. FURNACE & BOILER (Rs. in lakhs) | 708.72 | 563.61 |
| B. CONSUMPTION PER UNIT OF PRODUCTION: | | |
| Electricity (Unit / MT) (Rs.) | 117536 | 72773 |
| Furnace & Boiler (Unit /MT) (Rs.) | 156519 | 65242 |