

# **20<sup>th</sup>**

## **ANNUAL REPORT**

### **MARCH 2004**

Report  Junction.com



**Bellary Steels and Alloys Limited**

## BELLARY STEELS & ALLOYS LIMITED

<b>BOARD OF DIRECTORS</b>	: Shri S. Madhav - Managing Director Shri H.S.G. Shetty - Nominee of IDBI Shri. A.K.Gupta - Nominee of IFCI Shri. Ram Nain Pandey - Director (Project) Smt S. Parvathi - Director
<b>EXECUTIVES</b>	: Shri S. Sivaram Prasad - President (Operations & Admin.) Shri O.N. Krishnan - Vice President (ISP) Shri V. R. Gundannavar - Financial Advisor Shri A. Mallikarjunappa - DGM (F&A)
<b>AUDITORS</b>	: M/s. Moorthi & Kantharaj Chartered Accountants # 11/1, II Floor, Hospital Road BANGALORE - 560 053
<b>BANKERS</b>	: State Bank of India Central Bank of India ICICI Bank HDFC Bank Ltd. Punjab National Bank State Bank of Travancore Bank of Maharashtra The South Indian Bank Ltd. The Dhanalakshmi Bank Ltd. Indian Bank Dena Bank Development Credit Bank Ltd. Bharath Overseas Bank Ltd. State Bank of Mysore
<b>REGISTERED OFFICE / FACTORY</b>	: S-10/11, Anantapur Road BELLARY - 583 101 Grams: "BESTEEL" Telex : 0817-211 BSAL IN Phone : 08392 - 261201 (4 Lines), Fax : 08392-260113
<b>CORPORATE OFFICE</b>	: "Sri Lakshmi", # 4000, 100 Ft. Road HAL II Stage, Indiranagar BANGALORE - 560 008 Phone : 080 - 25260423/424, Fax : 080 - 25261490
<b>NAME OF THE STOCK EXCHANGES WHERE THE COMPANY'S SHARES ARE LISTED :</b>	<b>Bangalore Stock Exchange Limited</b> # 51, Stock Exchange Towers, J.C. Road BANGALORE - 560 027, Phone :22995234  <b>The Stock Exchange, Mumbai</b> Phiroze Jeejeebhoy Towers, Dalal Street MUMBAI - 400 001, Phone : 22721234



## NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Twentieth Annual General Meeting of the Shareholders of Bellary Steels and Alloys Limited will be held at its Registered Office at S-10/11 Anantapur Road, Bellary - 583 101 at 11 a.m. on Thursday, the 30th September, 2004.

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2004 and profit & Loss Account for the 4 months period ended on that date together with the reports of Directors and Auditors thereon.
2. To appoint a Director in the place of Shri. R.N. Pandey, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in the place of Smt. S. Parvathi, who retires by rotation and being eligible, offers herself for reappointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

M/s. Moorthi & Kantharaj, Chartered Accountants Bangalore, the retiring Auditors are eligible for reappointment.

To consider and if thought fit, to pass with or without modifications, the following resolution as a special resolution.

**"RESOLVED THAT** whereas not less than 25% of the subscribed share capital in the Company is held by the Public Financial Institutions together with State Financial Institutions, M/s. Moorthi & Kantharaj, Chartered Accountants, Bangalore, the retiring auditors of the Company be and are hereby reappointed auditors of the company till the conclusion of the next Annual General Meeting at a remuneration as may be fixed by the Board of Directors in consultation with the Auditors."

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modifications, the following resolution as a special resolution.

**" RESOLVED THAT** in accordance with the provisions of section 81(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), and enabling provisions in the Memorandum and Articles of Association of the Company and the Listing

Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the approval of the Financial Institutions (FIs), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities, if any, and to the extent necessary, and such other approvals, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions while may be agreed to, by the Board of Directors of the Company (hereinafter referred to as the "Board") and/or a duly authorised Committee thereof (hereinafter referred to as the "Committee") for the time being exercising the powers conferred by the Board, the consent of the Company be and is hereby accorded to the Board to issue/offer -

- a) 16,00,00,000 equity shares of the face value of Rs.10/- each for cash aggregating to Rs.160 crores ,
- b) 16,00,00,000 redeemable preference (cumulative/non-cumulative) shares of Rs.10/- each for cash aggregating to Rs. 160 crores and
- c) 2,50,00,000 of Optionally Fully Convertible Debentures (OFCD) of Rs.100/- each for cash aggregating to Rs.250 crores to be converted into 15% Cumulative Redeemable Preference Shares (CRPS) of Rs.100/- each with an option to redeem such CRPS in three equal annual installments at the end of the 7th, 8th and 9th year from date of issue of OFCDs or convert such CRPS into equity shares of Rs.10/- each at par as the Board at its sole discretion may at any time or times hereafter decide to the Promoters, Members, Debenture holders, Employees, Financial Institutions/ Banks, Non-Resident Indians, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs), Companies, other entities/authorities and/or to such other persons, whether through public issue, rights issue, private placement or on preferential basis as the Board may deem fit and/or by any one or more or a combination of the above modes/methods or otherwise and in one or more tranches, on such terms and conditions as the Board or Committee thereof may in its absolute discretion think fit, in consultation with the lead Managers, underwriters, advisors and such other persons".

20th Annual Report March 2004

**"RESOLVED FURTHER THAT** such of these securities to be issued, as are not subscribed may be disposed of by the Board/Committee thereof, to such persons and on such manner and on such terms as the Board/Committee in its absolute discretion think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/Investment Institutions/ Mutual Funds/Foreign Institutional Investors or such other persons or otherwise as the Board/Committee thereof may in its absolute discretion decide".

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, allotment and utilization of the proceeds of issue of the securities and further to do all such acts, deeds, matters and things and to finalise and execute all documents and writings as may be necessary, desirable or expedient as it may deem fit".

6. To consider and if thought fit, to pass with or without modifications, the following resolution as a special resolution.

**"RESOLVED THAT** pursuant to provisions of sections 198,269,310 and 311 and other applicable provisions, if any, of the Companies Act, 1956 and read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded for the reappointment of Shri. R.N. Pandey as Director (Project) of the Company for a period of one year with effect from 3rd January, 2004 on the following salary and perquisites.

- a) **SALARY:** Rs.41,000/- per month in the scale of Rs.41,000 - Rs.60,000 including dearness and all other allowances.
- b) **PERQUISITES :** Perquisites will be in addition to the salary and will be subject to the condition that the monetary value shall be restricted to an amount equal to the annual salary and will include furnished accommodation, gas, electricity, water and furnishings, medical reimbursement and leave travel concession for self and family, club fees, personal accident insurance etc., in accordance with the rules of the Company, for the purposes of which limit.

i) Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost; and

ii) Use of Company Car for official purposes and telephone at residence (including payment for local calls and long distance official calls) shall not be included;

- c) Company's contribution to Provident Fund and Superannuation Fund as per the Rules of the Company together not exceeding 12% of the basic salary. Gratuity will be limited to half a month's salary for each completed year of service.

**"RESOLVED FURTHER THAT** where in any financial year the Company has no profits or its profits are inadequate, the remuneration payable to Shri. R. N. Pandey, shall be governed by Part II of Schedule XIII of the Companies Act, 1956 or any statutory enactment thereof".

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said appointment in accordance with the laws in force from time to time as may be agreed to between the Board of Directors and Shri. R. N. Pandey".

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary, to give effect to this resolution".

By order of the Board  
for **BELLARY STEELS AND ALLOYS LIMITED**

Bangalore  
3rd September, 2004

**S.MADHAV**  
Managing Director



# Bellary Steels and Alloys Limited

## NOTES

## Item No. 5

- (i) Explanatory statement under section 173(2) of the Companies Act, 1956 is annexed herewith in respect of special business.
- (ii) Any member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself, and the proxy need not be a member. The proxy form should, however, be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
- (iii) The register of Members of the Company will remain closed during the period from 28th September, 2004 to 30th September, 2004. (both days inclusive)
- (iv) Members/Proxies, should bring the Attendance slip sent herewith duly filled in for attending the meeting and hand it over at the entrance of the hall.
- (v) This notice itself may kindly be treated as an abstract under section 302 of the Companies Act, 1956, as far as the agenda item no.6 is concerned.

The Company is implementing an Integrated Steel Plant Project at Bellary. In view of the delay in implementation, the Company had approached Industrial Development Bank of India (IDBI) for revision in the project cost. Accordingly IDBI had re-apprised the project and approved the revised project cost at Rs. 1679 crores in July, 2001. The additional funds required for the project is as under.

	Rs.crores
Debt from Financial Institutions/Banks	962.00
Supplier's credit	219.00
Share Capital -	
OFCDs	160.00
Equity/Preference (FI's/Banks)	89.00
Equity/Preference (Others)	6.00
Promoters & Associates	226.00
	-----
	481.00
Internal Accruals	17.00
	-----
	1679.00
	-----

In order to part finance the cost of the project as above, it is proposed to issue

- a) 16,00,00,000 equity shares of the face value of Rs.10/- each for cash aggregating to Rs.160 crores,
- b) 16,00,00,000 redeemable preference (cumulative/noncumulative) shares of Rs.10/- each for cash aggregating to Rs. 160 crores and
- c) 2,50,00,000 of Optionally Fully Convertible Debentures (OFCD) of Rs.100/- each for cash aggregating to Rs.250 crores to be converted into 15% Cumulative Redeemable Preference Shares (CRPS) of Rs.100/- each with an option to redeem such CRPS in three equal annual instalments at the end of the 7th, 8th and 9th year from date of issue of OFCDs or convert such CRPS into equity shares of Rs.10/- each at par to the promoters, friends and relatives, members, Financial Institutions, Banks, OCBS and/or to such other persons, through public issue, rights issue, private placement/preferential allotment or any one or more combination of the above method.

Issue of further shares in the above manner requires approval by way of special resolution under the provisions of section 81 of the Companies Act, 1956.

## Explanatory statement as required u/s 173(2) of the Companies Act, 1956

### Item No. 4

M/s. Moorthi & Kantharaj, Chartered Accountants, Bangalore, were appointed as auditors in the last Annual General Meeting and to hold office until the conclusion of the next Annual General Meeting of the company. Accordingly they retire at this Annual General Meeting and eligible for reappointment.

The reappointment is required to be made by a special resolution as per section 224 (A) of the Companies Act, 1956, since not less than 25% of the subscribed capital of the Company is held by Public Financial Institutions.

It is proposed to reappoint them to hold office until the conclusion of the next Annual General Meeting of the company at a remuneration as may be fixed by the Board of Directors in consultation with the Auditors.

Your Directors commend the resolution for approval.

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

## 20th Annual Report March 2004

The Directors of the Company may be deemed to the concerned or interested in the resolution to the extent of their shareholding.

### Item No. 6

Shri. R N Pandey has been appointed as Director (Project) on 3rd January, 2003 and was inducted on the Board on 17th February, 2003. It is proposed to re-appoint him as Director (Project) for a further period of one year with effect from 3rd January, 2004, on the following terms.

a) **SALARY** : Rs.41,000/- per month in the scale of Rs.41,000 - Rs.60,000 including dearness and all other allowances.

b) **PERQUISITES** : Perquisites will be in addition to the salary and will be subject to the condition that the monetary value shall be restricted to an amount equal to the annual salary and will include furnished accommodation, gas, electricity, water and furnishings, medical reimbursement and leave travel concession for self and family, club fees, personal accident insurance etc., in accordance with the rules of the Company, for the purposes of which limit.

i) Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost; and

ii) Use of Company Car for official purposes and telephone at residence (including payment for local calls and long distance official calls) shall not be included;

c) Company's contribution to Provident Fund and Superannuation Fund as per the Rules of the Company together not exceeding 12% of the basic salary. Gratuity will be limited to half a month's salary for each completed year of service.

The company has not instituted a remuneration committee as required under schedule XII of the Companies Act, 1956 and the Board of Directors are authorized to fix the remuneration of the managerial personnel.

The draft agreement proposed to be entered into with Mr. R.N. Pandey is available for inspection by any member of the Company at the registered office of the Company on any working day between the hours of 11 a.m and 1 p.m. This may also be treated as an abstract of the draft agreement between Mr. R.N. Pandey and the Company pursuant to section 302 of the Companies Act, 1956.

The statement containing the information required to be furnished as per clause (v) of proviso (B) section II Part II

Schedule XIII of the companies Act, 1956 is given below.

### I. GENERAL INFORMATION :

1. Nature of Industry : Manufacturers of Steel Products
2. Date or expected date of commencement commercial production : 21 Months from Zero date
3. In case of New companies expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus : Commenced in the year 1997 which is under implementation
4. Financial performance : As per Annual Report based on given indicators Annexed.
5. Export performance and net foreign exchange collaborations. : Rs.930.35 Crores for a period of 8 Years.
6. Foreign Investments or collaborators, if any : Foreign Collaboration with M/S Shougang International Trade and Engineering Corp., China, for Blast Furnace Technology.

### II. INFORMATION ABOUT THE APPOINTEE

1. Background details : Mr. Ram Nain Pandey is a qualified Mechanical Engineer
2. Past remuneration : Who has more than 35 Years experience in Steel Industry having served in SAIL, BOKARO Steel Plant for 26 Years in various capacities.
3. Recognition or awards : He is a recipient of National Metallurgist award in 1974. and Best Engineer of the year 1997 of Chattishgarh Region Sponsored by Institution of Engineers, Raipur, Recognised in Asia's who's who publication in the year 1998.



## Bellary Steels and alloys Limited

- |    |  |   |   |    |  |   |          |          |
|----|--|---|---|----|--|---|----------|----------|
| 4. | Job profile and his Suitability  | : | Appointed as Director Project in view of his vast experience.                     | 2. | The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the annual report | :   | As above |          |
| 5. | Remuneration proposed  | : | Rs.41,000/- pm + other allowances as per company's rules.                         |    |  |   |          |          |
| 6. | Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | : | The present remuneration fixed is comparable with the industry and is reasonable. |    | i)   | All elements of remuneration package such as Salary, benefits, Bonuses, Stock options, Pensions etc., of all the Directors. | :        | As above |
| 7. | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.   | : | Nil   |    | ii)  | Details of fixed component and performance linked incentives along with the performance with the criteria                   | :        | As above |
|    |  |   |   |    | iii)   | Service Contracts, Notice period, severance fees  | :        | As above |

### III. OTHER INFORMATION

- |    |   |   |   |
|----|---|---|---|
| 1. | Reasons of loss or Inadequate profits.                              | : | The Company incurred losses in the earlier year due to demand recession. The Company also incurred heavy overrun in the project cost due to delay in equity mobilization. |
| 2. | Steps taken or proposed to be taken for improvement.                | : | Steps are being taken to mobilize the equity so that the project can be completed which would result in improvement in profitability.                                     |
| 3. | Expected Increase in productivity and profits in measureable terms. | : | No change in the trend until completion of the project in hand.   |

- |     |   |   |          |
|-----|---|---|----------|
| iv) | Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable. | : | As above |
|-----|---|---|----------|

Your Directors commend the resolution for your approval.

None of the Directors of the company except Shri. R.N.Pandey is concerned or interested in the resolution.

By order of the Board  
for BELLARY STEELS AND ALLOYS LIMITED

Bangalore  
3rd September, 2004

S.MADHAV  
Managing Director

### IV) DISCLOSURES

- |    |   |   |                         |
|----|---|---|-------------------------|
| 1. | The Shareholders of the company shall be informed of the remuneration package of the managerial person. | : | As per details Annexed. |
|----|---|---|-------------------------|



**20th Annual Report March 2004****DIRECTORS' REPORT****Dear Shareholders,**

Your Directors present the Twentieth Annual Report of the Company along with the Audited Financial Statements for the accounting year ended on 31st March, 2004 (4 months).

**INDUSTRY SCENE**

Indian Steel industry witnessed encouraging trends both in terms of demand and supply. Keeping in line with conditions that prevailed in the global market, continued up-trend in prices together with very moderate increase in inputs costs helped major steel manufacturers to record substantial improvement in profits. Added to this, the measures initiated by the All India Financial Institutions and banks during last year in restructuring the loans of ailing Steel companies under Corporate Debt Restructuring (CDR) Scheme introduced by the Reserve Bank of India in July 2001, enabled some of the Steel Companies to substantially reduce their debt burden. On the whole the overall steel scenario remained bright.

**FINANCIAL RESULTS**

Your Board of Directors had decided to close the accounting year as on 31st March 2004 in order to be in consonance with the provisions of Income Tax Act, 1961. The current accounting period comprises of 4 months from December 2003 to March 2004. The Sales including job work for the period under review amounts to Rs. 572 lacs compared to Rs. 1092 lacs for the previous year comprising of 8 months. During the period under review, the company has mainly produced Sponge Iron on conversion basis. The company has incurred a loss of Rs. 2275 lacs during the period under review compared to a loss of Rs. 6301 lacs for the previous year. The accumulated loss upto the period ended 31.03.2004 is Rs. 28176 lacs. The application filed by the company on 08.12.2003 before BIFR upon total erosion of net worth has been registered by BIFR.

The summarised financial results of the company are as under:

	<b>Current Year (4 months) Rs. in Lacs</b>	<b>Previous year 8 months) Rs. in Lacs</b>
Total Income	572	1092
Gross Profit (Loss)	(7)	275
Less: Financial charges	1992	3840
Profit before Depreciation and		
Income Tax (Loss)	(1999)	(3565)
Less: Depreciation	233	466

	<b>Current Year (4 months) Rs. in Lacs</b>	<b>Previous year (8 months) Rs. in Lacs</b>
--	--	---

Net Profit before tax (Loss)	(2232)	(4031)
Prior Period Expenditure	12	2270
Less : Income Tax for the previous years	31	Nil
Net Profit after tax (Loss)	(2275)	(6301)
Add: Balance from the previous year	(25901)	(19601)
Balance carried to balance sheet	(28176)	(25902)

**DIVIDEND**

In view of the loss incurred by the Company during the period under review, your Directors have decided not to recommend dividend to the shareholders.

**ISP PROJECT**

The implementation of the Integrated Steel Plant Project is further delayed due to inability to attain financial closure. The company is trying to obtain foreign investment from overseas towards additional equity, so that the Power Project and Blast Furnace could be completed in the first phase. The requirement to bring in additional equity by the Promoters, as per the precondition of the revised project cost sanctioned by IDBI has not materialized in spite of their best efforts. However, the promoters are still pursuing their efforts in bringing additional equity.

**DIRECTORS**

Shri. R.N. Pandey and Smt. S. Parvathi, Directors of your Company retire by rotation at the ensuing Annual General Meeting and are eligible for reappointment.

**AUDITORS**

M/s. Moorthi & Kantharaj, Chartered Accountants, Auditors of the Company retire at the conclusion of this Annual General Meeting and are eligible for reappointment. As required under section 224(1-B) of the Companies Act, 1956, the present auditors have furnished the necessary certificate.

**FIXED DEPOSITS**

Your Company has not accepted any deposits from the public during the period under review.





## Bellary Steels and Alloys Limited

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

#### Conservation of energy and Technology absorption:

The information required to be furnished 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 1968, is given in annexure-I forming part of this report.

#### Foreign Exchange Earnings and Outgo :

The foreign exchange earnings and outgo during the period are as under:

Amount  
(Rs. in lacs)

#### Earnings :

Nil

#### Outgo :

1. Imports (CIF Value)
2. Foreign Travel Expenses
3. Others

Nil

7.00

Nil

#### PARTICULARS OF EMPLOYEES

There are no employees drawing remuneration beyond the stipulated limit in accordance with section 217(2A) of the Companies Act, 1956 read with Companies (particulars of Employees) Rules 1975 as amended upto date.

#### INFORMATION UNDER THE LISTING AGREEMENT

The statement containing details as required under Clause 49 of the Listing Agreement with the Stock Exchanges is appended hereto in Annexure - II and forms part of this report.

#### THE CORPORATE GOVERNANCE CODE

The Company has already implemented the code of corporate Governance as required by the Listing Agreement introduced by Securities & Exchange Board of India.

The report of Directors on the practices prevalent on Corporate Governance in the Company is produced as annexure - III to this report.

The Company is required to employ a Company Secretary on whole-time basis. The company has been taking steps to appoint

a Company Secretary. However, due to financial constraints the appointment could not be made so far. A compliance certificate from Shri. R.Krishna Hari, V.K.V.S & Co., Practicing Company Secretary to fulfill the legal obligation to some extent has been obtained. The certificate of Shri. R.Krishna Hari is annexed to this report.

#### DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217 (2AA) of the Companies Act, 1956, your Directors state:

- (i) That in the preparation of the annual accounts, the applicable accounting standards have been followed;
- (ii) That your Directors have selected such accounting policies and applied them consistently and made judgment 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 profit or loss of the Company for that period;
- (iii) That your Directors have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of this Act, for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- (iv) That your Directors have prepared the annual accounts on a going concern basis.

#### ACKNOWLEDGEMENT

Your Directors are also grateful to the customers, suppliers and shareholders who have reposed their confidence in your Company and hope to have their continued support in the future. The Board records its appreciation for the support from the employees at all levels.

for and on behalf of the Board of Directors

Bangalore  
3rd September, 2004

S.MADHAV  
Managing Director

S.PARVATHI  
Director

**20th Annual Report March 2004****ADDENDUM TO DIRECTORS' REPORT**

1. The additional deferred tax asset/liability has been reviewed in view of the present financial position of the company, vis-a-vis future earnings. Based on the reassessment, the company has not recognized the deferred tax asset due to uncertainty of sufficient future business income.
2. The company has allotted Cumulative Redeemable Preference Shares of Rs. 8202 lacs to FI's who have sanctioned term loans and other facilities as per their restructuring package. In this regard the company has taken the approval of the shareholders in Extra Ordinary General Meeting held on 31.10.2001. The company is in the process of complying the remaining terms and conditions of the sanction letters.
3. The company has remitted the entire outstanding amount as on 31.03.2004 in respect of TDS after the date of Balance Sheet.
4. Other comments are self-explanatory.

For and on behalf of the Board of Directors

Bangalore  
3rd September, 2004

**S. MADHAV**  
Managing Director

**S. PARVATHI**  
Director

**ANNEXURE - I TO THE DIRECTORS' REPORT****PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY FROM 01.12.03 TO 31.03.04**

<b>POWER AND FUEL CONSUMPTION</b>			<b>POWER AND FUEL CONSUMPTION</b>		
	<b>2004</b>	<b>2003</b>		<b>2004</b>	<b>2003</b>
	<b>4 months</b>	<b>8 months</b>		<b>4 months</b>	<b>8 months</b>
<b>1 Electricity:</b>			<b>4 Coal:</b>		
Units Purchased (lacs)	Nil	Nil	Qty. Tons	2675	4136
Amount (Rs. in lacs)	Nil	Nil	Amount (Rs. in lacs)	50	58
Rate per Unit (Rs.)	Nil	Nil	Average Rate Rs./Ton	1863	1402
<b>Own Generation</b>			<b>5 Consumption per Unit of Production:</b>		
Units (lacs)	17	31	Own generation (Units)	61	61
Amount (Rs. in lacs)	84	188	Furnace Oil/HSD/LDO ( Ltrs.)	19	20
Rate per Unit (Rs.)	5	6	Coal (MT.)	1	1
<b>2 Furnace Oil/HSD/LDO:</b>			<b>PRODUCTION</b>		
Quantity KL	5	11	Steel Products	0	0
Amount (Rs. in Lacs)	84	188	Sponge Iron Own Production	2501	6016
Average Rate per LTR (Rs.)	17	18	JVSL Conversion	25384	45665
<b>3 Liquid Oxygen:</b>			<b>TOTAL</b>	<b>27885</b>	<b>51681</b>
Purchase+Own Generation					
Qty. 000' Cu. M.	Nil	Nil			
Amount ( Rs. in lacs)	Nil	Nil			
Average Rate (Rs.)	Nil	Nil			