

ANNUAL REPORT 2003 - 2004

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BHUWALKA STEEL INDUSTRIES LIMITED

"Bhuwalka Centre", No.71, III Cross, Residency Road, Bangalore - 560 025.

**BHUWALKA
STEEL INDUSTRIES LIMITED**

BOARD OF DIRECTORS : **Shri. Suresh Kumar Bhuwalka**
Chairman & Managing Director

Shri Sajan Kumar Bhuwalka
Shri Sushil Kumar Bhuwalka
Shri Kamal Kumar Bhuwalka
Shri Kishan Kumar Bhuwalka
Shri Ajay Kumar Bhuwika
Shri Saurav Bhuwalka
Shri Satish Gandhi
Shri N. Srinivasan
Shri M. Hariharan
Shri T.N Vidyasagar — (Nominee Director - IIBI)
Shri Mothi Sayeera A — (Nominee Director - Exim Bank)

VICE PRESIDENT (FINANCE) :
& COMPANY SECRETARY **P.K. Chamarla**

AUDITORS : **M/s. P.K. Rungta & Co.**
Chartered Accountants
Bangalore

BANKERS : **Canara Bank** in consortium with
Karnataka Bank Limited

REGD. OFFICE : **No. 71, III Cross,**
Residency Road,
Bangalore - 560 025

FACTORIES :

1) at 10th Mile Old Madras Road Bangalore - 560 049.	4) at Sadarmangla Village Hoody-Whitefield Road Bangalore - 560 066.
2) at 23/B-2, II Stage Industrial Suburb Yeshwanthpur Bangalore - 560 022	5) at Melambi Village Kanchipuram Changalapattu District Tamilnadu - 631 501
3) at Plot Nos. 18 & 19 Tamaka Industrial Area Kolar - 563 101	6) 204, Mauji Khupri Taluka Wada District Thane Mumbai - 421 312

SHARE TRANSFER AGENTS : **Alpha Systems Private Limited**
No.30, Ramana Residency,
Ground Floor, 4th Cross,
Sampige Road, Malleshwaram,
Bangalore - 560 003.



BHUWALKA STEEL INDUSTRIES LIMITED

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Company will be held on Thursday, the 30th September, 2004, at 11.30 A.M. at Hotel Woodlands, No. 5, Raja Ram Mohan Roy Road, Bangalore- 560 025 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statements of Accounts of the Company for the year ended 31st march 2004, together with Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Shri. Suresh Kumar Bhuwalka, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri. Sajan Kumar Bhuwalka, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri. Satish Gandhi who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED that Sri. Ajay Kumar Bhuwalka, who was appointed an additional director of the Company by the Board of Directors and who ceases to hold office under section 260 of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing proposing his candidature for the office of director, be and is hereby appointed 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 Sri Saurav Bhuwalka, who was appointed an additional director of the Company by the Board of Directors and who ceases to hold office under section 260 of the

Companies Act, 1956, and in respect of whom the Company has received a notice in writing proposing his candidature for the office of director, be and is hereby appointed a Director of the Company.

8. To consider, note the report of the scrutinizer and declare the result of the Postal Ballot on the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 293(1)(a), 192A and other applicable provisions, if any, of the Companies Act, 1956 and any other law for the time being in force and subject to such approvals and permissions, as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall also include a committee thereof or any person authorized by the Board) to sell/transfer and/or otherwise dispose off the Company's Rolling Mills at Sadarmangla Village, Hoody-Whitefield Road(Bangalore) to Bhuwalka Alloys Private Limited and Rolling Mill at Industrial Suburb, Yeshwanthpur (Bangalore) to Deccan Alloys Private Limited; engaged in the business of manufacture and sale of rolled products and Melting Unit at Tamaka Industrial Area(Kolar) to Bhuwalka Castings & Forging Private Limited; engaged in the business of manufacture and sale of steel ingots together with infrastructure, facilities, auxiliaries and utilities attached thereto, on a going concern basis or otherwise on such terms and conditions (including consideration) and with effect from such date and in such manner as may be decided by the Board as well as the means, methods or modes in respect thereof and to finalise and execute all the required documents including agreements, memoranda, deeds of assignment/conveyance and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company.

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9. To consider and, if thought fit, to pass, with or without modification the following resolution as a Special Resolution:
RESOLVED THAT pursuant to all applicable provisions, if any, of the Companies Act, 1956 and any other law for the time being in force and subject to such approvals, sanctions and permissions, from Reserve Bank of India, Financial Institutions & Banks or any other statutory body, in India and Srilanka, as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall also include a committee thereof or any person authorized by the Board) to disinvest its entire shareholding consisting of 1,98,14,274 Equity Shares of Srilankan Rupees(SLR) 10/- each aggregating SLR 198.14 Mn. in Bhuwalka Steel (Srilanka) Industries Ltd. to Confab Steel (Private) Ltd., Srilanka, or their nominee/ assigns on such terms and conditions (including consideration) and with effect from such date and in such manner as may be decided by the Board as well as the means, methods or modes in respect thereof and to finalise and execute all the required documents including agreements, memoranda, deeds of assignment/transfer and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company.
3. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, is annexed herewith.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2004 to 30th September, 2004 (both days inclusive).
5. Queries on Accounts and Operations of the Company, if any, may please be sent to the Company at least 7 days in advance of the Meeting.
6. Members are requested to bring their copies of Annual Report and Accounts to the Meeting.
7. Resolution at Item No. 9 requires consent of shareholders through postal ballot.

Registered Office:
No.71, III Cross
Residency Road
Bangalore - 560025
31th July 2004

By Order of the Board

(SURESH KUMAR BHUWALKA)
Chairman

NOTES

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company.
2. Proxies, in order to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the time scheduled for commencement of the Meeting.



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

Item No. 6

Sri. Ajay Kumar Bhuwalka was appointed an additional director of the Company on 30.10.2003 by the Board of Directors. According to the provisions of Section 260 of the Companies Act, 1956, he holds office as director upto the date of the ensuing annual general meeting. The Company has received from a member a Notice in writing in terms of Section 257 of the Companies Act, 1956., signifying his intention to propose the appointment of Sri Ajay Kumar Bhuwalka as a Director of the Company at the forthcoming annual general meeting.

Board commends the adoption of the resolution as an Ordinary Resolution.

Sri Suresh Kumar Bhuwalka, Sri Sajan Kumar Bhuwalka, Sri Sushil Kumar Bhuwalka, Sri Kamal Kumar Bhuwalka, Sri Kishan Kumar Bhuwalka, Sri Ajay Kumar Bhuwalka & Sri Saurav Bhuwalka, Directors of the Company, are concerned or interested in this resolution.

Item No. 7

Sri. Saurav Bhuwalka was appointed an additional director of the Company on 29.05.2004 by the Board of Directors. According to the provisions of Section 260 of the Companies Act, 1956, he holds office as director upto the date of the ensuing annual general meeting. The Company has received from a member a Notice in writing in terms of Section 257 of the Companies Act, 1956., signifying his intention to propose the appointment of Sri Saurav Bhuwalka as a Director of the Company at the forthcoming annual general meeting.

Board commends the adoption of the resolution as an Ordinary Resolution.

Sri Suresh Kumar Bhuwalka, Sri Sajan Kumar Bhuwalka, Sri Sushil Kumar Bhuwalka, Sri Kamal Kumar Bhuwalka, Sri Kishan Kumar Bhuwalka, Sri Ajay Kumar Bhuwalka & Sri Saurav Bhuwalka, Directors of the Company, are concerned or interested in this resolution.

Item No. 8

As per financial restructuring plan, it is desirable to consolidate the operations of the Company, reduce term liabilities, improve debt servicing for overall improvement in profitability of the Company. It will be prudent to prune down the number of units and convert the remaining units into economic size and scale of operations. The consideration received from sale/disposal of the said undertakings shall be mainly utilized for repayment of term debts of the Company and thereby cut down interest costs. It will not only result in long term viability of the Company, it will also improve debt equity ratio.

The activities of the undertakings proposed to be transferred is not very significant as compared to overall operations of the Company and Company will be able to maintain turnover and improve profitability in the years to come.

Company has obtained Valuation Report from M/S. N.G. Sheshagiri Rao & Associates, Approved Valuers & Engineers, Bangalore, which is available for inspection at the Registered Office of the Company on all working days between 11 a.m. to 1 p.m. before 25th September, 2004. Sale/transfer/disposal of the undertakings with business including land, building, plant & machinery, furniture & fixtures, electrical installations, office equipment, stocks, receivables, work-in-progress, employees, current liabilities etc. of whatsoever nature and kind on a going concern basis. All the employees shall be transferred on the terms and conditions which shall not be less favorable than the existing terms applicable to them and the minimum consideration for the fixed assets shall be as herein below:-

Undertakings	Book value (written down value) of fixed assets as on 31.03.2004	Minimum Consideration of fixed assets
Rolling Mill at Sadarmangla Vill., Hoody- Whitefield Road, Bangalore	Rs.127.75 Lacs	Rs.480 Lacs
Melting Unit at Tamaka Industrial Area	Rs.69.37 Lacs	Rs.215 Lacs
Rolling Mill at II Stage, Industrial Suburb, Yeshwanthpur, Bangalore	Rs.31.04 Lacs	Rs.58 Lacs

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Further, fair value of net current assets (all current assets including deposits minus all current liabilities) as may be certified by a Chartered Accountant on the effective date of conveyance/transfer of such undertakings shall be payable over and above the minimum consideration for Fixed Assets as stated above.

Since the above amounts to the sale and disposal of the undertaking within the meaning of Section 293(1)(a) of the Act, approval of the shareholders have been sought under the provisions of 192A of the Companies Act, 1956, read with the provisions of Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 through a resolution to be passed through postal ballot for which separate notice with Postal Ballot Form along with business reply envelope has been dispatched separately and the result of which is going to be declared after receipt of the report of the scrutinizer at the annual general meeting.

Sri Suresh Kumar Bhuwalka, Sri Sajan Kumar Bhuwalka, Sri Sushil Kumar Bhuwalka, Sri Kamal Kumar Bhuwalka, Sri Kishan Kumar Bhuwalka, Sri Ajay Kumar Bhuwalka & Sri Saurav Bhuwalka, Directors of the Company, are concerned or interested in this resolution.

Item No. 9

Company as a part of financial restructuring of the Company and sustaining growth in future, reduce term liabilities, improve debt equity ratio and proper debt servicing has taken initiative to consolidate its business. It will be prudent to raise long term resources and pay high cost debts. Company had invested in a wholly owned subsidiary in Srilanka by subscribing to 1,98,14,274 Equity Shares of Srilankan Rupees (SLR) 10/- each aggregating SLR 198.14 Mn. in Bhuwalka Steel Industries (Srilanka) Ltd. (WOS) and total outlay in INR was Rs. 119.05 Mn. Over a period of time, currency of Srilanka has depreciating to the disadvantage of the parent Company eroding its value of investments. Company had originally invested INR 119.05 MN, which was partly funded by Export Import Bank of India. Further, political and country risks are high in those market and Company may not be able to achieve desired results. Company's plants in India are doing well and we expect better growth prospect in the domestic market and will concentrate on domestic business.

Company has obtained Valuation Report from M/s. P.K. Rungta & Co., Chartered Accountants, who has estimated the fair value of the WOS at Rs. 122.50 Mn. which is available for inspection at the Registered Office of the Company on all working days between 11 a.m. to 1 p.m. Company will dispose off its entire shareholding in WOS at a minimum consideration of Rs. 122.50 Mn.

Board commends the adoption of the resolution as a Special Resolution. Sri Suresh Kumar Bhuwalka, Sri Sajan Kumar Bhuwalka, Sri Sushil Kumar Bhuwalka, Sri Kamal Kumar Bhuwalka, Sri Kishan Kumar Bhuwalka, Sri Ajay Kumar Bhuwalka & Sri Saurav Bhuwalka, Directors of the Company, are concerned or interested in this resolution.

Registered Office:

No.71, III Cross
Residency Road
Bangalore - 560025
31st July 2004

By Order of the Board

(SURESH KUMAR BHUWALKA)

Chairman

Details of Directors seeking appointment/reappointment at 22nd Annual General Meeting (In pursuance of Clause 49 of Listing Agreement)

Name of Director	Mr Suresh Kumar Bhuwalka	Mr Sajan Kumar Bhuwalka	Mr Satish Gandhi	Sri. Ajay Kumar Bhuwalka	Sri. Saurav Bhuwalka
Date of Birth	01.11.1950	30.9.1953	29.10.1960	08.02.1976	29.05.1982
Qualification	B.Com.,	B.Com.,	B.Sc.,	B.com.,	B.com.,
Expertise in specific functional area	More than 25 years experience as Industrialist in Manufacturing	22 years experience as Industrialist in Manufacturing	More than 15 years experience in Steel	6 years in Steel Industry	3 years in business
List of other Companies in which Directorship held	Nava Karnataka Steels Pvt Ltd. Bhuwalka Trade Links Pvt. Ltd., Bhuwalka Metal Industries Pvt. Ltd., Bhuwalka Ispat Ltd.,	Deccan Alloys (P) Ltd. Vishwakarma Refractories (P) Ltd.		Nava Karnataka Steels Pvt Ltd. Bhuwalka Trade Links Pvt. Ltd., Bhuwalka Metal Industries Pvt. Ltd., Bhuwalka Ispat Ltd.,	
Chairman / Member of the Committees of the Board of Directors of other Companies in which he is a director	None	None	None	None	None



BHUWALKA STEEL INDUSTRIES LIMITED

DIRECTORS' REPORT

TO THE MEMBERS OF BHUWALKA STEEL INDUSTRIES LIMITED

Your Directors have pleasure in presenting before you the Twenty-Second Annual Report of the Company together with Audited Statement of Accounts for the year ended 31st March, 2004.

1. FINANCIAL RESULTS

	(Rs.in lakhs)	
	2003-04	2002-03
Profit Before Interest, Depreciation and Taxation	1763.88	1618.23
Less:		
Interest	1126.44	1256.14
Depreciation/Amortization	400.02	335.07
Net Profit for the year	237.42	27.02
Add : Income -tax refunds	1.57	22.89
Less:		
Income Tax for the year	2.96	-
Income tax for earlier years	0.01	0.08
Deferred Taxation	82.22	10.81
Add:		
Balance of profit brought forward		
From last year	325.82	287.45
Appropriations:		
Proposed Dividend on Preference Shares with Dividend tax	3.95	065
Balance of Profit carried forward	475.67	325.82

2. OPERATIONS REVIEW

Total income from operations during the year under review was Rs. 371.39 crores as compared to Rs.294.29 crores in the previous year showing a year on year growth of 26.20% and consequently Profit Before Tax (PBT) shown a phenomenal growth to Rs. 237.42 Lacs as against Rs. 27.02 lacs in the last year riding on the boom in the steel sector. This could happen due to various factors like better product mix, reduction in interest cost and higher capacity utilisation.

Company has reduced its debt burden by Rs. 800.92 lacs leading to reduction in interest cost by Rs. 130 Lacs. However, higher power tariffs in the State of Karnataka has led to increase in power cost by Rs. 342 lacs adversely affecting the bottom-line of

the Company. Company could not get cheap hydro power from private producers at low cost due to lower water levels and generation during the year under review. During the current year, steel prices are ruling firm though volatile. Company is facing challenges in the short term of managing market and price risks.

All the units of the Company are working at rated capacities and positive impact on long products market will enable the Company to substantially improve its top-line and bottom-line.

Board of the Company is contemplating overall restructuring and is planning to divest its shareholding in the wholly owned subsidiary in Srilanka to reduce overall debt burden and improve liquidity. Further, few of the units of the Company may be disposed off for better management, and improve liquidity and profitability.

3. DIVIDEND

Your Directors have proposed a Dividend @ 12.5% on Cumulative Redeemable Preference Shares placed with IDBI.

Your Directors express their inability to recommend any dividend on equity shares with a view to conserve resources and service long term debts.

4. SUBSIDIARY COMPANY

As required under section 212 of the Companies Act, 1956, the Audited Statement of Accounts along with the report of the Board of Directors of M/s. Bhuwalka Steel Industries (Srilanka) Limited together with the Auditors' Report as at and for the year ended 31st March, 2004, are attached.

5. CONSERVATION OF ENERGY

Total energy consumption and energy consumed per unit of production as per Form 'A' is annexed - forming part of this Report.

6. TECHNOLOGY ABSORPTION

The Company is keeping abreast of the latest developments in product technology, manufacturing process and methods and using indigenous technology

Annual Report 2003 - 2004**7. FOREIGN EXCHANGE EARNINGS AND OUTGOINGS**

Foreign Exchange Earnings and Expenditure are given under Note 16(F) and 16(G) of Schedule '19' forming part of the Accounts for the year ended 31st March 2004.

8. PERSONNEL

Industrial Relations remained cordial throughout the year.

There are no employees of the categories specified under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended. Hence, this information is not given.

9. DIRECTORS

Sri. Suresh Kumar Bhuwarka, Sri Sajan Kumar Bhuwarka and Sri Satish Gandhi retire by rotation at the forthcoming Annual General Meeting and are eligible for re-appointment.

Sri Ajay Kumar Bhuwarka and Sri Saurav Bhuwarka were appointed as Additional Directors during the year and who hold office till the ensuing annual general meeting. Notices in writing in terms of Section 257 of the Companies Act, 1956., have been received from a member signifying his intention to propose their appointment as a Director of the Company at the forthcoming annual general meeting.

10. AUDITORS

The Auditors, M/s. P.K. Rungta & Company, Chartered Accountants, Bangalore, retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

11. AUDITORS' REPORT

The Notes on accounts referred to in the Auditors' Report are self explanatory and therefore do not call for any further comments under section 217(3) of the Companies Act, 1956.

12. DIRECTORS' RESPONSIBILITY STATEMENT AS PER SECTION 217 (2AA)

Your Directors hereby confirm:

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;

- b) that the directors had 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 and of the profit of the company for the year;

- c) that the directors had 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;

- d) that the directors had prepared the annual accounts on a going concern basis.

13. REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges, the following form part of this Annual Report:

- a) Management Discussion and Analysis;
- b) Report on Corporate Governance;
- c) Auditors' Certificate regarding compliance of conditions of Corporate Governance.

14. ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation for the continued support, encouragement and co-operation extended by all the stakeholders namely; Financial Institutions, Bankers, shareholders, customers and suppliers.

Your Directors also place on record their appreciation for the contributions made by the employees of the Company at all levels.

FOR AND ON BEHALF OF THE BOARD

Bangalore
30th June 2004

(SURESH KUMAR BHUWARKA)
Chairman & Managing Director



BHUWALKA STEEL INDUSTRIES LIMITED

Management Discussion and Analysis

This report contains forward-looking statements which are based on certain assumptions and future events. It cannot be guaranteed that these are accurate or realized in future. Company's actual results may materially differ from those projected in forward looking statements.

Industry Structure & Developments

The Company's primary product, steel rolled product, is primarily cater to the demand of construction and engineering industries. There are large no. of re-rolling mills across the country who are largely local player.

During the year under review, the prices of scrap very ruling high and volatile due to improved international demand for steel. Price of rolled products is market driven and to sustain margins, Company continuously makes efforts for reduction in the cost of production, interest cost and overheads. Due to high power tariffs, profitability of the company could not be substantially improved inspite of best efforts.

OPPORTUNITIES, THREATS AND CONCERNS

There is good opportunity for growth as housing and infrastructure industry is up-beat who are main target customers of the company. Company is a leader in its product segment where it is operating.

Competition from un-organised sector is a threat to the Company.

High interest charged by the banks and institutions bloat on the profitability of the Company and remain serious concern of the Company.

Segment-wise/product-wise performance

Company operates in single segment, i.e., Steel Rolled Products.

Outlook

The year ahead looks buoyant with construction activities in full bloom. Steel Industry on the back of Chinese Demand is doing very well with high international prices. Company is catering to requirements of housing sector and light engineering. Large integrated plant are mainly focusing on flat products and long products are generally the domain of secondary steel makers like us. Outlook for steel industry in Re-rolling sector looks positive for next 2-3 years.

Risks and concerns

The cost of power and raw materials (steel billets/ingots) are the major costs. High power tariffs and ever increasing price of melting scrap in international market may adversely affect the profitability of the Company. Therefore, the Company has to explore avenues to lower costs on this account having suitable long term arrangements with independent power producers. The Company is also exposed to the risk of price volatility on raw materials as well as finished goods. However, it is not significant considering the level of operations of the Company and normal correlation in the price of raw material and finished goods.

Internal control systems and their adequacy

The Company's internal control systems and procedures are adequate and commensurate with the size and nature of Company's operations. Company has sufficient procedures that form part of internal control system which provide for check and balances.

Annual Report 2003 - 2004**CORPORATE GOVERNANCE**

1. The philosophy of the Company on corporate governance envisages the attainment of the highest level of transparency, accountability, trusteeship, integrity and equity in all areas of its operations. Company is committed to good corporate governance. The fundamental objective of the Company is enhancement of shareholder value, whilst taking into account the interest of all other stakeholders for wealth creation.

2. Board of Directors

The Board of Directors is comprised of 12 Directors of which four are executive and Eight are non-executive(of which four are independent).

Promoter Group:

Sri. Suresh Kumar Bhuwalka Chairman and Managing Director	- Executive
Sri. Sajan Kumar Bhuwalka, Director	- Non Executive
Sri. Sushil Kumar Bhuwalka, Wholetime Director	- Executive
Sri. Kamal Kumar Bhuwalka, Director	- Non Executive
Sri. Kishan Kumar Bhuwalka Wholetime Director	- Executive
Sri. Ajay Kumar Bhuwalka (w.e.f. 30.10.2003)	- Additional Director, Non Executive
Sri. Saurav Bhuwalka (w.e.f. 29.05.2004)	- Additional Director, Non Executive
Sri. Satish Gandhi, Wholetime Director	- Executive
Sri. N. Srinivasan, Director	- Non Executive Independent
Sri. M. Hariharan, Director	- Non Executive Independent
Sri. A. Mothi Sayeeram	- Nominee Director, Independent
Sri. T. N. Vidyasagar	- Nominee Director, Independent
	Export Import Bank of India Industrial Investment Bank of India Ltd.,

- 3: Details of attendance at Board Meetings and last AGM and details of memberships in other Boards & Board Committees:

The Board met 4 times during the year on 30th June 2003, 28th July 2003, 30th October 2003, 31st January 2004.

Name of the Directors	No. of Board Meetings attended	Whether attended last AGM	Director ship in other Boards	Committee	
				Membership	Chairmanship
Suresh Kumar Bhuwalka	3	Yes	6	—	—
Sajan Kumar Bhuwalka	3	Yes	6	—	—
Sushil Kumar Bhuwalka	2	Yes	4	—	—
Kamal Kumar Bhuwalka	1	Yes	3	—	—
Kishan Kumar Bhuwalka	3	No	6	—	—
N. Srinivasan	2	No	—	—	—
M. Hariharan	4	Yes	—	—	—
Satish Gandhi	—	No	—	—	—
T. N. Vidyasagar*	2	Yes	—	—	—
A. Mothi Sayeeram**	1	No	1	—	—
Ajay Kumar Bhuwalka***	—	No	4	—	—
Saurav Bhuwalka****	—	No	—	—	—

* Appointed on 28.07.2003 ** Appointed on 06.08.2003 *** Appointed on 30.10.2003 **** Appointed on 29.05.2004