

BIMETAL BEARINGS LIMITED

DIRECTORS :

Mr. A. KRISHNAMOORTHY (*Chairman & Managing Director*)
Mr. N. VENKATARAMANI
Mr. A. B. AVERY
Mr. P. M. VENKATASUBRAMANIAN
Mr. KRISHNA SRINIVASAN
Mr. R. VIJAYARAGHAVAN
Mr. N. P MANI

WHOLE-TIME DIRECTOR :

Mr. S. NARAYANAN

CHIEF FINANCIAL OFFICER :

Mr. N. VENKATARAMAN

**DEPUTY GENERAL MANAGER (COSTING) &
COMPANY SECRETARY :**

Mr. K. VIDHYA SHANKAR

AUDITORS :

Messrs. PRICE WATERHOUSE, CHENNAI

BANKERS :

CENTRAL BANK OF INDIA

LEGAL ADVISERS :

Messrs. KING & PARTRIDGE, CHENNAI

Messrs. RAMANI & SHANKAR, COIMBATORE

DEPOSITORY REGISTRAR AND SHARE TRANSFER AGENT:

Messrs. GNSA INFOTECH LIMITED
NELSON CHAMBERS, "F" - BLOCK, STA DEPARTMENT,
4TH FLOOR, NO.115, NELSON MANICKAM ROAD,
AMINTHAKARAI, CHENNAI - 600 029 (PH.: 044 - 4296 2025)

REGISTERED OFFICE :

"HUZUR GARDENS", SEMBIAM,
CHENNAI - 600 011
Phone : (044) 2537 5581

FACTORIES

"HUZUR GARDENS", SEMBIAM, CHENNAI - 600 011.
371, MARUDHAMALAI ROAD, COIMBATORE - 641 041.
HOSUR – KRISHNAGIRI ROAD, HOSUR - 635 125.
5/186, OLD MAHABALIPURAM ROAD, CHENNAI - 600 096.

BIMETAL BEARINGS LIMITED

Registered Office: "Huzur Gardens", Sembiam, Chennai – 600 011.

NOTICE TO THE SHAREHOLDERS OF THE FIFTY SECOND ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty Second Annual General Meeting of the shareholders of the company will be held at New Woodlands Hotel, 72/75, Dr.Radhakrishnan Salai, Mylapore, Chennai 600004 on Friday, the 19th day of July 2013 at 10.15 a.m. to transact the following business:

Ordinary Business:

- (1) To receive and adopt the Annual Balance Sheet as at 31st March 2013 and the Audited Statement of Profit and Loss for the year ended 31st March 2013 and the Auditors' and Directors' Report thereon.
- (2) To declare a dividend.
- (3) To appoint a Director in the place of Mr.R.Vijayaraghavan who retires by rotation and being eligible offers himself for re-election.
- (4) To appoint a Director in the place of Mr.N.Venkataramani who retires by rotation and being eligible offers himself for re-election.
- (5) To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution :

"RESOLVED THAT the retiring Auditors, M/s. Price Waterhouse, Chartered Accountants, Chennai (Firm Regn. No: 301112E) be and are hereby re-appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them".

Special Business:

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

"RESOLVED THAT Mr.S.Narayanan who was appointed as an Additional Director with effect from 01-11-2012 at the Meeting of the Board of Directors held on 31-10-2012 and who holds office upto the date of this Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr.S.Narayanan as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

- (7) To consider and if thought fit to pass the following resolution as a **Special Resolution** with or without modification:

"RESOLVED THAT pursuant to sections 198, 269, 309, 311 and other applicable provisions of the Companies Act, 1956 if any and read with Schedule XIII to the said Act, the approval of the Company be and is hereby accorded to the appointment of Mr.S.Narayanan as a Whole-time Director of the Company for a period of 3 years from 01-11-2012 and the payment of his remuneration, allowances, performance bonus and perquisites as set out in the agreement approved at the Meeting of the Board of Directors held on 17-11-2012 or such other remuneration as the Board of Directors may revise from time to time duly recommended in that respect by the Remuneration Committee."

"FURTHER RESOLVED THAT in the event of inadequacy of profit during the tenure of his appointment, the remuneration payable shall be in terms of Part II, Section II of Schedule XIII to the Companies Act, 1956."

By order of the Board

K. Vidhya Shankar

Deputy General Manager (Costing) & Company Secretary

Chennai 600011
22nd May 2013

NOTES:

1. A member who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member. Proxies in order to be effective shall be duly stamped, completed, signed and deposited not less than 48 hours before the commencement of the meeting at the office of Registrars & Share Transfer Agent, M/s.GNSA Infotech Limited, "Nelson Chambers", F-Block, STA Department, 4th Floor, 115, Nelson Manickam Road, Aminthakarai, Chennai 600 029 (Telephone No. 044 – 42962025). Members / Proxies are requested to bring the attendance slip duly filled in and also their copy of the Annual Report to the meeting. Members are requested to quote their Registered Folio Number / Client ID Number in all their correspondence.
2. The Register of members and Share Transfer Books of the Company under the physical mode will remain closed from 02-07-2013 to 19-07-2013. (both days inclusive).
3. In the case of dematerialised shares, the Dividend that may be declared at this meeting will be paid to the members whose names appear in the Beneficiary Position list submitted by NSDL and CDSL as on 01-07-2013 (Monday). In the case of other holders, the dividend amount will be paid to those whose names appear in the Register of Members as on 19-07-2013 (Friday).
4. The Company has, pursuant to Section 205 of the Companies Act, 1956, transferred the amounts of unclaimed dividends declared up to the Financial Year 2004 – 2005 to the General Revenue Account of the Central Government / Investor Education and Protection Fund. Members who have not responded to our repeated communication and have not encashed the Dividend Warrants for the year ended 31-03-2006 and / or any subsequent dividend payments are requested to make their claim to the company. The Company has already sent a notice to shareholders in this behalf.
5. The members are requested to provide, if not already done so, the full Bank Account details quoting their folio Number / Client ID Number in the format enclosed to our Registrars and Share Transfer Agents. The company will not be responsible for any loss arising out of fraudulent encashment of dividend warrants. Such of those share holders who wish to receive their dividend amount through the ECS (Electronic Clearing System) route at the specified centers are requested to furnish the relevant details in the form provided.
6. In line with the Green Initiatives introduced by the Ministry of Corporate Affairs, Government of India, we request the shareholders to register their E-Mail IDs with the Company / Share Transfer Agents. This will enable the Company to service share-holders' requests / queries electronically apart from furnishing of Audited Accounts and other relevant information / communication. The company has already sent a notice to shareholders on this subject.

Explanatory Statement pursuant to Section 173 of the Companies Act, 1956.**Item No.06:**

Mr.S.Narayanan was appointed as an Additional Director of the Company with effect from 01-11-2012 pursuant to Section 260 of the Companies Act, 1956 and Article 30(e) of the Articles of Association of the Company at the meeting of the Board of Directors of the Company held on 31-10-2012. Mr.S.Narayanan will hold the Office of Additional Director only upto the date of the ensuing Annual General Meeting.

The Company had received the requisite notice and deposit under Section 257 of the Companies Act, 1956 from a member signifying his intention to propose at the forthcoming Annual General Meeting the name of Mr.S.Narayanan for appointment as Director of the Company. The resolution is placed before the members for their consideration and approval. None of the Directors except Mr.S.Narayanan is concerned or interested in the resolution.

Item No.07:

At the meeting of the Board of Directors of the Company held on 31-10-2012, Mr.S.Narayanan was appointed as Whole-time Director of the Company with effect from 01-11-2012 for a period of three years pursuant to Sections 198, 269, 309, 311 and Schedule XIII and other applicable provisions of the Companies Act, 1956. The terms and conditions relating to the appointment of Mr.S.Narayanan as Whole-time Director are listed below. Mr.S.Narayanan is not liable to retire by rotation. His responsibility includes overall co-ordination and control of the operations of the Company including projects.

The remuneration payable to Mr.S.Narayanan on his appointment as Whole-time Director of the Company had been proposed and recommended by the Remuneration Committee at its meeting held on 17-11-2012. The terms of appointment of Mr.S.Narayanan as a whole-time Director of the Company and the related remuneration payable to him needs approval of the members by means of passing a Special resolution at the General Meeting of the Company in terms of requirements of Part II, Section II of Schedule XIII to the Companies Act, 1956. Hence, the special resolution is proposed for consideration of the members.

The information to be disclosed as per the requirements of Part II, Section II of Schedule XIII to the Companies Act, 1956 are provided hereunder. Mr.S.Narayanan aged 52 years being a Whole-time Director of the Company is also a member of the Share Transfer & Shareholders/ Investors' Grievance Committee in the Company. The details of other Directorships / Committee memberships held by Mr.S.Narayanan as on date are given below:

Directorships	:	BBL Daido Private Limited
Committee Memberships	:	Nil

The remuneration payable to Mr.S.Narayanan during the period of three years from 01-11-2012 is given below:

Salary	:	₹ 1,65,000/- (Rupees One Lakh Sixty Five Thousands only) per month.
Special Allowance	:	₹ 40,000/- (Rupees Forty Thousands only) per month.
Performance Bonus	:	Not exceeding ₹ 12,00,000/- (Rupees Twelve Lakhs Only) per Financial Year as may be decided by the Remuneration Committee and the Board of Directors.

Perquisites : Perquisites to be allowed in addition to salary and performance bonus as listed below.

- (a) House Rent Allowance : ₹ 99,000/- (Rupees Ninety Nine Thousands Only) per month.
- (b) Reimbursement of expenses incurred on gas, electricity, water, security and furnishings not exceeding one month's salary per annum.
- (c) Medical Reimbursement : Expenses incurred by the Whole-time Director and his family not exceeding one month's salary per annum.
- (d) Leave Travel Concession : For the Whole-time Director and his family, not exceeding one month's salary per annum.
- (e) Education Allowance : Not exceeding ₹ 3,00,000/- (Rupees Three Lakhs Only) per annum.
- (f) Club Fees : Fees for One Club which will not include Admission and Life Membership Fees.
- (g) Personal Accident Insurance : Premium for cover as per the rules of the Company
- (h) Contribution to Provident Fund, Superannuation Fund and Gratuity will be allowed as applicable to other Senior Executives of the Company.
- (i) Encashment of leave at the end of the tenure will be allowed as applicable to other Senior Executives of the Company.
- (j) Leave facility as applicable to other Senior Executives of the Company shall be allowed.

The Whole-time Director shall be entitled to all expenses including reimbursement of travelling and entertainment expenses incurred in the course of the Company's business, which shall not be treated as a perquisite.

All the above perquisites shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actuals. He is not entitled to Sitting Fees.

Apart from the remuneration aforesaid:

The Whole-time Director shall be eligible for provision of car with driver. Telephone, mobile and other communication facilities will be provided at his residence and these will not be considered as perquisites.

Any variation of the above perquisites or any other perquisites as may be approved by the Remuneration Committee / Board from time to time.

The appointment and remuneration payable as mentioned above shall be subject to the overall ceiling under Sections 198 and 309 of the Companies Act, 1956 and approval of the Members.

Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the remuneration to the Whole-time Director by way of salary and perquisites shall not exceed the limits specified in Part II, Section II of Schedule XIII to the Companies Act, 1956 from time to time or such other limits as may be notified by the Government from time to time as Minimum Remuneration and conformably to and within such limit as may be specified by the Remuneration Committee / Board of Directors.

Termination:

The contract can be terminated by either party by giving three calendar months notice.

The agreement which has been approved by the Board of Directors at their meeting held on 17-11-2012 detailing therein the terms and conditions detailed above along with the responsibilities and duties to be discharged by the Whole-time Director in that capacity has been entered into with the Whole-time Director. Copies of the relevant agreement will be available for inspection by any member of the Company at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day till the date of the Annual General Meeting.

Mr.S.Narayanan, Whole-time Director is interested in the resolutions referable to the terms of his appointment and remuneration payable to him. No other Director is concerned or interested in the resolution.

Information relating to the Industry has already been furnished in the Corporate Governance section of the Annual Report of the Company. The Directors recommend the resolution for consideration and approval of the members.

Abstract and terms of appointment and memorandum of interest under Section 302 of the Companies Act 1956 have already been circulated to the Members.

The relevant information required to be furnished under Part II, Section II of Schedule XIII to the Companies Act, 1956 are furnished hereunder:

I. General Information

1. Nature of Industry : Auto Ancillary
2. Date or expected date of commencement of Commercial production : Company was established in the year 1961 and had already commenced commercial production.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Not Applicable
4. Financial Performance based on given indicators : (₹ in lakhs)

Particulars	Year Ended	
	## 31-03-2013	31-03-2012
Net Revenue	16077.33	17292.23
Other Income	517.99	563.65
Total	16595.32	17855.88
Profit Before Tax	908.53	1879.68
Profit After Tax	675.70	1285.05
Dividend – Amount	344.25	420.75
Dividend – Percentage	90%	110%
Earnings Per Share (₹)	17.67	33.60
Share Capital	382.50	382.50
Reserves	13291.06	13018.12
Net Worth	13673.56	13400.62
Debt-Equity Ratio	0.01:1	0.01:1

Subject to approval of the members at the ensuing Annual General Meeting.

The Company has declared dividends since inception without break.

5. Export Performance
 - (a) Year Ended : 31-03-2013
 - (b) Exports on FOB basis : ₹ 4337.48 lakhs
 - (c) Foreign Exchange outgo referable to
 - (i) Dividend : ₹ Nil
 - (ii) Royalty : ₹ Nil
 - (iii) New Technology / Consultancy : ₹ Nil
6. Foreign Investments : ₹ Nil
7. Technical Collaborators : Daido Metal Company, Japan

II. Information about the Appointee :

- | | | |
|--|---|--|
| 1. Back-ground details | : | Mr.S.Narayanan, a B.Tech (Hons) also holds a Masters Degree in Business Administration from Case Western Reserve University, USA. He joined the Company on 01-12-1986 and had extensive training in Imperial Clevite Corporation, U.S.A. He has a rich experience in manufacture of auto components production and has contributed significantly to the operations of the Company. |
| 2. Past remuneration | : | This being the first year of Mr.S.Narayanan, the details of past remuneration are not applicable. (The Company has not introduced Stock Option Scheme) |
| 3. Recognition or Awards | : | Nil |
| 4. Job profile and his suitability | : | (a) His responsibility will include overall co-ordination and control of the operations of the company including projects.

(b) He has been associated with the Company since 01-12-1986 and is conversant with all the intricacies of manufacture and sale of the products of the company. |
| 5. Remuneration Proposed | : | As mentioned in the notice and which has been approved by the Remuneration Committee and the Board of Directors at their meetings held on 17-11-2012. |
| 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 with reference to the country of his origin.) | : | The remuneration proposed is comparable in the industry and commensurate with the responsibility envisaged under the post of Whole-time Director |
| 7. Pecuniary Relationship | : | Nil |

III. Other Information:

- | | | |
|---|---|---|
| 1. Reason for Loss or inadequacy | : | The resolution is primarily to address in case there is inadequacy of profits due to input cost increases which could not be adequately compensated. |
| 2. Steps taken or proposed to be taken for improvement | : | As mentioned, it is an enabling resolution. Company would take all steps to protect the profit margins which would include increased capacity utilisation, negotiating with the customers for price revision etc. when need arises to maximise profits and reduce the losses. |
| 3. Expected increase in Productivity and profit In measurable terms | : | Barring unforeseen circumstances, a growth of around 7.5% in profit before tax is anticipated. |

IV. Disclosure:

- | | | |
|--|---|--|
| 1. Remuneration Package | : | As given in the Explanatory Statement |
| 2. Details to be furnished in the Corporate Governance Section | : | Furnished in the Corporate Governance Section. |

**Details of directors seeking Appointment / re-appointment at the Annual General Meeting
(In pursuance to clause 49 of the Listing Agreement)**

Name	Mr.S. Narayanan	Mr.N.Venkataramani	Mr.R.Vijayaraghavan
Date of Birth	12-07-1960	09-12-1939	02-01-1950
Date of appointment	01-11-2012	08-02-1985	10-05-2010
Qualifications	B.Sc. (Maths) from Madras University B.Tech. (Hons.) from Anna University M.B.A. from Case Western Reserve University, U.S.A.	Honours Degree in Mathematics from Delhi University. Specialised in Mechanical Engineering and obtained B.Sc.(Hons) & M.Sc., Degrees from the University of London. Diploma in production technology from the Imperial College of London. A Fellow Member of the Institute of Mechanical Engineers, U.K.	Masters degree in Physics & Business Management, Graduate in Law.
Expertise in specific functional areas	Operations & Business Management	Overall Business Management	Tax consultation matters.
Directorships in other companies	BBL Daido Private Limited	Amalgamations Repco Limited Amalgamations Valeo Clutch Private Limited George Oakes Limited India Pistons Limited IP Pins & Liners Limited IP Rings Limited Stanex Amalgamated Estates Limited Stanadyne Amalgamations (P) Limited Mahle IPL Limited Nettur Technical Training Foundation IPL Engine Components Private Limited Amalgamations Private Limited Simpson & Company Limited IPL Green Power Limited Adyar Property Holding Company (P) Limited Sundaram Finance Limited Chennai Willingdon Corporate Foundation	Sanco Trans Limited Sundaram Clayton Limited T.Stanes & Company Limited Lucas TVS Limited Redington (India) Investment Limited
Member of Committees of the Board of Companies of which he is a Director	Nil	India Pistons Limited – Member, Audit Committee Mahle IPL Limited – Member, Audit Committee Amalgamations Repco Limited, Chairman, Remuneration Committee Simpson & Company Limited – Member, Audit Committee IP Rings Limited – Member, Share Transfer Committee	Sanco Trans Limited – Chairman, Audit Committee T.Stanes & Company Limited – Member, Remuneration and Audit Committees
No. of shares held in the company	400	150	Nil

BIMETAL BEARINGS LIMITED

REPORT OF DIRECTORS

Your Directors have pleasure in presenting the **Fifty Second Annual Report** covering the operations for the year ended **31st March 2013** together with the accounts and Auditors' Report thereon.

FINANCIAL RESULTS:

	Year Ended 31-03-2013 (₹ in Lacs)	Year ended 31-03-2012 (₹ in Lacs)
Net Revenue	<u>16595.32</u>	<u>17855.88</u>
Profit before Interest, Depreciation and Taxation	1361.48	2334.07
Less : Interest	30.38	48.66
Depreciation	<u>422.57</u>	<u>405.73</u>
Profit before Tax	908.53	1879.68
Less: Taxation [including Deferred Tax]	<u>232.83</u>	<u>594.63</u>
Profit after Tax	675.70	1285.05
Add: Balance brought forward from previous year	<u>264.31</u>	<u>216.65</u>
Profit available for appropriation	940.01	1501.70
Less: Transfer to :		
Proposed Dividend	344.25	420.75
Dividend Tax	58.50	66.64
General Reserve	<u>250.00</u>	<u>750.00</u>
Balance Carried to Balance Sheet	<u>287.26</u>	<u>264.31</u>

OPERATIONS:

The revenue for the year was lower by about 7% when compared to previous year. This was due to significant reduction in the off-take by the segments of some Original Equipment Manufacturers in the domestic market which was partly made up the increased presence in the after-market. The export of company's products which are alloy powders and bearings were affected with substantial reduction due to market conditions.

The significant impact on the profitability was conditioned by increased cost of inputs including power and limited opportunities to compensate them from the market. Continued efforts to control costs and further rationalise the production with emphasis on material utilisation are expected to progressively reflect better performance.

DIVIDEND:

Your Directors are happy to recommend a Dividend of ₹ 9/- per share, (Previous Year: ₹ 11/- per share) on the Paid-up capital for the year ended 31-03-2013.

DIRECTORS' RESPONSIBILITY STATEMENT:

Statement under Section 217(2AA) of the Companies Act, 1956:

- (a) The applicable accounting standards had been followed with no material departure.
- (b) The Accounting policies that have been selected have been applied consistently and the judgments and estimates based on them are prudent and reasonable to give a true and fair view of the state of the affairs of the company as on 31-03-2013 and of the profit for the year ended on that date.
- (c) Proper and sufficient care have been taken for 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) The Accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE:

The matters relating to Corporate Governance as per the Listing Agreement are given in the Annexure forming part of this Report.

CODE OF CONDUCT:

The Company has adopted a code of conduct for the Board of Directors and senior management of the Company and all of them have affirmed compliance of the same.

CEO / CFO CERTIFICATION:

As contemplated under Clause 49 of the Listing Agreement, the certificate from Mr.A.Krishnamoorthy, the Chief Executive Officer, and Mr.N.Venkatarman, Chief Financial Officer was placed before the Board of Directors at their meeting held on 22-05-2013 which was read and taken on record.

DISCLOSURE OF PARTICULARS:

The information required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Directors), Rules 1988 is given in the Annexure forming part of this Report.

DIRECTORS

Mr. S. Narayanan was appointed as Additional Director and also as Whole-time Director effective 01-11-2012. Mr. N.P. Mani ceased to be a Whole-time Director effective 01-11-2012 and continues to be a Director on the Board. Dr. R. Mahadevan ceased to be a Director with effect from 01-11-2012.

Mr.N.Venkataramani and Mr. R.Vijayaraghavan, Directors are retiring at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

AUDITORS:

M/s.Price Waterhouse, Chennai the retiring Auditors are eligible for re-appointment. The Audit Committee had recommended to the Board for their re-appointment.

COST AUDIT:

In terms of circular issued by the Government of India in respect of the products of the Company, cost audit is to be carried out. M/s. S. Mahadevan & Co., Coimbatore, practicing Cost Accountants have been appointed as Cost Auditors of the Company based on the recommendations of the Audit Committee.

ACKNOWLEDGEMENT:

Your Directors wish to thank the customers, employees, suppliers and Bankers for their support and co-operation extended during the year. Our thanks are due to Daido Metal Company for their co-operation. We wish to particularly thank our share-sholders for the continued support extended by them.

For and on behalf of the Board

Chennai
22nd May 2013

A. Krishnamoorthy
Chairman & Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENT:

India continues to grow as a major hub for the manufacturing of four wheeler especially in the passenger car segment and two wheelers which are one of the fast growing segment of the industry. With the entry of multi-national companies, the requirement for the components both for original equipments and for replacement market including their export requirements is increasing. As the long term prospects of the industry are expected to provide steady growth, the Company has to take advantage of the opportunity available and to actively participate in the volume growth.

OPPORTUNITIES AND THREATS:

The scope for participation in the opportunity available is conditioned by production of products adhering to the stringent quality standards which will call for development and acquisition of appropriate technology. The Company has to address capacity constraints to maintain economic scale of operations backed up by productivity. Instituting effective cost control measures and effective utilization of material, increased availability of capacity within the country and access to viable sources of supply from overseas has to be responded to by the Company.

Your Company is taking steps to address the constraints mentioned above to improve the performance.

OUTLOOK:

The outlook for the year appears to be a continuation of the previous year. The global markets however are giving some indications for growth and this could be useful to maintain efficient levels activity. The predictions of a good monsoon and the expectation of easing interest rates should help to reduce the negativity in the sentiments and improve the market conditions at least during the second half of the year.

INTERNAL CONTROL SYSTEM:

The Company maintains adequate internal control systems and the internal audit is handled by M/s. Fraser & Ross, Chartered Accountants.

FINANCIAL PERFORMANCE:

The management of both short term and long term financial assets is expected to be satisfactory with overall measures taken by the Company. The support coming from the Company's treasury operations and the planned capital expenditure is expected to result in improved financial performance of the Company.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

The industrial relations in the company were cordial. The company's resource base in terms of personnel at all levels is fully engaged towards higher productivity and active participation in quality upgradation movements. The average number of employees of the company was 438 during the year.