



THE BRAND  
THAT POWERS  
THE NATION

BIRLA  
**ECUGEN™**  
GENSET • INVERTER

BIRLA  
**ECOSHAKTI™**  
PUMPSET • SPRAYER • ENGINE

 **BIRLA  
POWER**  
UPS • STABILISER

BIRLA YAMAHA LTD.

ANNUAL REPORT

2002 - 2003

WHERE THERE IS BIRLA... THERE IS POWER.

[www.reportjunction.com](http://www.reportjunction.com)

**BOARD OF DIRECTORS**

|                         |                                 |
|-------------------------|---------------------------------|
| Shri Yashovardhan Birla | Chairman                        |
| Shri F. D. Neterwala    |                                 |
| Shri D. K. Agarwal      |                                 |
| Shri Vijay Agarwal      |                                 |
| Shri S. L. Khunteta     | Whole Time Director & President |

**COMPANY SECRETARY** Mrs. Anju Mehta

**AUDITORS** Lodha & Co.  
Chartered Accountants

**BANKERS** Canara Bank  
Punjab & Sind Bank  
Punjab National Bank

**REGISTRARS** Alankit Assignments Limited  
205-208, Anarkali Complex,  
Jhandewalan Extension,  
New Delhi - 110 055

**REGISTERED OFFICE** Dalamal House, 1st Floor,  
Nariman Point,  
Mumbai - 400 021

**HEAD OFFICE** 257, Okhla Industrial Estate  
Phase-III, New Delhi-110020

- STOCK EXCHANGES**
1. The Stock Exchange, Mumbai  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001
  2. The Delhi Stock Exchange Association Limited  
3/1, Asaf Ali Road,  
New Delhi - 110 002
  3. The Calcutta Stock Exchange Association Limited  
7, Lyons Range,  
Calcutta - 700 001

- FACTORY**
1. Lal Tappar,  
P.O. Resham Mazri,  
Dehradun,  
Uttanchal
  2. Bata Mandi  
Poanta Sahib  
Distt. Sirmour  
Himachal Pradesh
  3. Varekwadi, Tal Patan  
Distt. Satara  
Maharashtra

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**NOTICE**

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of BIRLA YAMAHA LIMITED will be held on Monday, 29th September, 2003 at 3.30 P.M. at Ashoka-Hall, Arcadia, NCPA Marg, Nr. New Oberoi, Nariman Point, Mumbai- 400021 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2003 and the Profit & Loss Account for the year ended on that date and the Report of Directors and Auditors thereon.
2. To declare dividend for the year ended 31st March, 2003.
3. To appoint a Director in place of Shri D.K. Agarwal, who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s Lodha & Co., Chartered Accountants, the retiring auditors be and are hereby re-appointed as auditors of the Company, to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit."

**SPECIAL BUSINESS**

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 21 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Registrar of Companies, Maharashtra, the name of the Company be changed from "Birla Yamaha Limited" to "Birla Power Solutions Limited."

"RESOLVED FURTHER THAT clause I of the Memorandum of Association of the Company be altered by substituting the existing clause I with the following clause as clause I;

- The name of the Company is **BIRLA POWER SOLUTIONS LIMITED**

6. To consider and if thought fit, to pass, with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Section 149(2A) and other applicable provisions of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the commencement of business by the Company as contained in sub-clause 76 of Clause III

(C) of the Memorandum of Association of the Company namely "To manufacture, export, import, buy, sell and deal in voltaic battery cells, power pack or storage batteries and battery containers, and battery eliminators of different types required for or used in domestic household, industrial, commercial, agricultural mining, hospital, surgical, or scientific appliances, machinery, apparatus or accessories and railways, tramways, automobile and other vehicles, aircrafts, boats, ships, defence establishments, army, navy and air-force, for wireless, radios, torches, toys, electronic equipments, or otherwise and also to carry on business as manufacturers of and dealers in torches, toys, personal aids, and other appliances working on such batteries and such items and goods which may be useful, akin or otherwise, connected with any one or more of the aforesaid items or products."

"RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors to commence the above business, pursuant to the provisions of sub-section (2A) of Section 149 of the Act."

By Order of the Board

Place : Delhi  
Dated : 30th June, 2003

ANJU MEHTA  
Company Secretary

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST REACH REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
2. The Register of Members and the Share Transfer books of the Company will remain closed from Monday, 22nd September, 2003 to Monday, 29th September, 2003 (both days inclusive).
3. Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 is annexed hereto.
4. The Company has appointed M/s Alankit Assignments Ltd., 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi 110055 as its Registrar and Share Transfer Agent w.e.f. 31st March, 2003. The investors are requested to send all their communications regarding share certificates, share transfer, demat and change of address to M/s Alankit Assignments Ltd.
5. Members are requested to bring their copy of Annual Report at the meeting.

**BIRLA YAMAHA LTD.**

6. Members desiring any information as regards the accounts, are requested to write to the Company at least 7 days before the date of the Meeting, so as to enable the Company to keep the information ready.
7. All documents referred in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days during normal working business hours up to the date of Annual General Meeting except on Saturdays, Sundays and other holidays.

**ANNEXURE TO THE NOTICE**

(Explanatory Statement under Section 173(2) of the Companies Act, 1956).

**Item No. 5**

According to the joint venture agreement with M/s Yamaha Motor Co. Ltd. (Foreign Collaborator) the word "YAMAHA" was used as a brand name along with Birlas. As per the mutual understanding of the promoters, the Joint Venture Agreement with M/s Yamaha Motor Co. Ltd. Japan will come to an end on 31.12.2003, consequent upon the same the word "YAMAHA" has to be deleted from "M/s Birla Yamaha Limited."

It is therefore proposed that the name of the Company be changed from Birla Yamaha Limited to "Birla Power Solutions Limited". Approval of the members is solicited pursuant to Section 21 of the Companies Act, 1956. The Registrar of Companies, Maharashtra has confirmed that the new name is available for registration u/s 20 of the Companies Act, 1956. After passing the resolution in the general meeting, steps will be taken to get the necessary approval of the Registrar of Companies and after getting the approval, steps will be taken to give effect to this resolution and accordingly clause 1 of the Memorandum of Association will be altered.

According to Section 21 of the Companies Act, 1956, it is imperative that approval of the members be obtained by a special resolution for change of name of the Company from "Birla Yamaha Limited" to "Birla Power Solutions Limited".

The Directors recommend the proposed Special Resolution as contained under item no. 5 for the approval of the members in the best interest of the Company. None of the Directors is concerned or interested in the proposed special resolution except to the extent of their shareholding, if any.

**Item No. 6**

At present your Company manufactures and markets portable gensets, multi-purpose engines, inverters and UPS. In order to expand the business activities of the Company, the directors proposes to pursue the objects contained in sub-clause 76 of Clause III C of the Memorandum of Association of the Company.

The Board of Directors is of the opinion that the proposed business activities can be conveniently and advantageously combined with the existing business of the Company.

According to Section 149 (2A) of the Companies Act, 1956, it is imperative that approval of the members be obtained by a special resolution before the commencement of the proposed business.

The Directors recommend the proposed Special Resolution as contained under item no. 6 for the approval of the members in the best interest of the Company. None of the Directors is concerned or interested in the proposed Special Resolution except to the extent of their shareholding, if any.

By Order of the Board

Place : Delhi  
Dated : 30th June, 2003

ANJU MEHTA  
Company Secretary

**Details of Directors seeking appointment/re-appointment in ensuing AGM to be held on 29/09/03.**

|   |  |
|---|--|
| <b>Name of Director</b>   | <b>Shri D.K. Agarwal</b>   |
| <b>Date of Birth</b>  | 26th August, 1940  |
| <b>Date of Appointment</b>  | 20th January, 2001   |
| <b>Expertise in specific functional areas</b>                             | Chartered Accountant having an industrial experience of more than 36 years and worked at senior level with large industrial houses.  |
| <b>List of outside directorships in Public Limited Companies.</b>         | <ul style="list-style-type: none"> <li>◆ Birla Kennametal Ltd.</li> <li>◆ Dagger-Forst Tools Ltd.</li> <li>◆ Lakshmi Properties Ltd.</li> <li>◆ Asian Distributors Ltd.</li> </ul> |
| <b>Chairman/Member of the Committee of the Board of Birla Yamaha Ltd.</b> | Member- Audit Committee  |

**BIRLA YAMAHA LTD.****DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting the Eighteenth Annual Report on the operations of the Company together with the Audited Statement of Accounts for the financial year ended on 31st March 2003.

**FINANCIAL RESULTS**

|  | For the year ended on<br>31.03.2003 | (Rs. in lacs)<br>For the year ended on<br>31.3.2002 |
|--|-------------------------------------|---|
| Sales & Other Income                     | 7793.31                             | 7552.69   |
| Profit before interest and depreciation  | 730.41                              | 980.09  |
| Interest (Net)                           | 180.79                              | 38.13   |
| Profit before depreciation               | 549.62                              | 941.96  |
| Depreciation                             | 311.77                              | 258.72  |
| Profit after depreciation but before Tax | 237.85                              | 683.24  |
| Provision for taxation                   | 24.31                               | 151.47  |
| Profit after Tax                         | 213.54                              | 531.77  |
| Tax adjustment for earlier years         | 0.00                                | 46.29   |
| Net Profit                               | 213.54                              | 485.48  |

A sum of Rs. 200 lacs has been transferred to General Reserve during the year.

**OPERATIONS**

Sales & Other Income during the year were Rs 7793.31.lacs as against Rs. 7552.69 lacs during previous year. The Company has earned a net profit of Rs 213.54 lacs as against a profit of Rs. 485.48 lacs earned during previous year.

During the year, domestic market has been more or less stagnant. However, still your Company has been able to achieve higher sales volume. International market for gensets has been adversely affected due to competition from cheaper Chinese gensets. The market is likely to revive for your Company's products due to better performance compared to Chinese gensets.

During the year, your Company has given greater emphasis to Institutional sales, where the margin of profit is much lower compared to retail business. Similarly, in exports also, the prices were to be brought down in order to have a presence in the market, despite major threats by Chinese manufactured gensets. Both these factors had been responsible for decline in the profit.

Recently, Government has brought in substantial changes in the noise level of the gensets. Your Directors are happy to inform you that there is full compliance by your Company to meet such stringent conditions.

Your Company has been able to introduce more or less silent generators with the help of acoustic hood.

Operational results of Wind Mill installed in the end of last year have shown very encouraging results. Generation of energy has been higher than expectations.

**FUTURE PROSPECTS**

During the year, the Company has undertaken extensive in house research and developmental activities. As a result the Company has developed new products such as sprayers, rain guns, lawn mowers, catamaran engines, UPS & stabilizers.

A new unit at Lal Tapper, Dehradun is being set up as Electronic Product Division to manufacture inverters, UPS and stabilizers with capacity to produce approximately 100000 units per annum. A separate production and marketing set up has already been created. The investment towards this facility will be funded through internal accruals and long term loans. The Company will be entitled to Excise Duty benefit for 10 years and Income Tax benefits for 5 years in respect of production/profit of Electronic Product Division as per the recent notification of Ministry of Commerce & Industry (Department of Industrial Policy and Promotion).

With the diversification and addition of some new product lines, the sale volumes are expected to rise, thereby generating higher profits.

The Company was using the word Yamaha as brand name of its products as well as in its name to signify technical and financial collaboration of Yamaha Motor Company. As joint venture agreement has been terminated, the Company is entitled to use the word Yamaha in its name or as a brand name till 31.12.2003. Your Directors propose to change the name of your Company from "Birla Yamaha Limited" to "Birla Power Solutions Limited" subject to your approval solicited at item no. 5 of the accompanying notice. During last year, the Company has undertaken extensive advertising campaign to establish brand name Birla Ecogen/Birla Power for its products. The products of your Company are well accepted under the Brand name Birla Ecogen, Birla Ecoshakti & Birla Power. With sincere efforts put in by our R & D team and experience gained over the period of time, the Company has fully absorbed the requisite technology for production and upgradation of its products. The Board of Directors is of the opinion that change of name of the Company or brand name will not adversely affect the Company's future prospects.

**DIVIDEND**

Your Directors are pleased to recommend, despite decline in profits, a dividend @ 14 % (Rs 1.40 per share) on the Equity Shares of the Company for the year ended 31st March, 2003. If approved, at the forthcoming Annual General Meeting of the Company, the dividend shall be paid to those shareholders whose names appear in the Register of Members as on 29th September, 2003.

**BIRLA YAMAHA LTD.****LISTING**

The securities of your Company continue to be listed with The Stock Exchange, Mumbai, The Delhi Stock Exchange Association Limited and The Calcutta Stock Exchange Association Limited. The annual listing fees have been paid to all the stock exchanges where the securities of the Company are listed.

**DIRECTORS**

Shri C.P. Shah, Director of the Company has expired on 30.12.2002. He was on the Board of the Company for nearly last 10 years. The Board places on record its appreciation for his valuable services & guidance given from time to time.

Shri D. K. Agarwal retires by rotation and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

**NOTE ON CORPORATE GOVERNANCE**

Your Company is following Corporate Governance norms of highest standards. Board of Directors has pleasure to place on record that during the year, your Company is among top 25 companies selected by the Institute of Company Secretaries of India for Second ICSI National Award for Excellence in Corporate Governance

As required under Clause 49 of the Listing Agreement, a report on Corporate Governance forms part of this Annual Report.

**PUBLIC DEPOSITS**

The Company has not accepted any deposit within the meaning of Section 58A of the Companies Act, 1956 and the rules made thereunder.

**AUDITORS**

M/s Lodha & Co., Chartered Accountants, Auditors of the Company hold office till the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment. The observations of the Auditors in their Report are self-explanatory and/or are suitably explained in the Notes to the accounts.

**INDUSTRIAL RELATIONS**

The Company enjoyed harmonious relations with employees through out the year.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO**

The particulars of energy conservation as prescribed have not been provided, as the Company's industry is not specified in the Schedule.

The Details regarding Technology Absorption as per Form 'B' are enclosed.

The foreign exchange outgo was Rs. 1298.10 lacs through imports, royalty and dividend as against inflow of Rs. 452.69 lacs through exports.

**PARTICULARS OF EMPLOYEES**

None of the employees is in receipt of remuneration for the year, which in aggregate was more than the limit prescribed under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed :

- that in preparation of the annual accounts for the financial year ended 31st March, 2003 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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 that period;
- that the directors had 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 for preventing and detecting fraud and other irregularities;
- that the directors had prepared the annual accounts for the financial year ended 31st March 2003 on a going concern basis.

**ACKNOWLEDGEMENT**

Your Directors acknowledge with gratitude the continuing co-operation and assistance rendered by the Central Government, State Government, Financial Institutions, Banks, suppliers and other organizations in the working of the Company.

The Directors also wish to place on record their deep sense of appreciation for the dedicated services rendered by the officers, staff and workmen of the Company.

The Board takes this opportunity to express its gratitude for the continuous support received from the shareholders.

for and on behalf of the  
BOARD OF DIRECTORS

**YASHOVARDHAN BIRLA**  
Chairman

Place : Mumbai  
Dated : 30th June, 2003

**BIRLA YAMAHA LTD.****FORM-B****DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION IN 2002-03****A. RESEARCH AND DEVELOPMENT (R&D)****1. SPECIFIC AREAS IN WHICH R&D CARRIED OUT BY THE COMPANY**

- Design and development of low emission technology (Phase- II)
- Design & development of post exhaust treatment system.
- Development of Acoustic Hood for Meeting Noise Norms
- Development of Multi Purpose Engine Applications
- In-house Technology Development for UPS, Inverters & Stabilizers
- Development of SMPS Battery Chargers for Nations Armed Forces.

**2. BENEFITS DERIVED AS A RESULT OF THE ABOVE R&D**

- Compliance to mandatory emission norms
- Giving Eco-Friendly products to the nation.
- Reduction in price with more power and better quality to customer
- Technology upgraded product to meet the competition
- Offering More range of Products to the nation.
- Advanced technology products for our armed forces

**3. FUTURE PLAN OF ACTION**

- Development of Low noise technology for gensets to meet Phase II norms
- Implementation of emission compliance
- Further up-gradation of technology of engines
- Further strengthening the Electronic Products
- Development of more multi purpose applications

**4. EXPENDITURE ON R & D**

|  | (Rs. in lacs) |
|--|---------------|
| a. Capital   | 1.71          |
| b. Recurring   | 51.73         |
| c. Total   | 53.44         |
| d. Total - R & D expenditure as a Percentage of total turnover | 0.70%         |

**B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION**

1. Efforts in brief, made towards technology absorption, adaptation & innovation : The company has successfully redesigned the engines as per international emission norms and achieved Phase II Exhaust Emission Norms & Phase I Noise Emission Norms. Efforts are in advanced stage to meet Phase II Noise Emission Norms.
2. Benefits derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution etc. : Offering latest technology products to the nation at affordable cost became possible due to in-house development of technology.  
The new technologies helped the Company in overall improvement of quality and efficiency.
3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information is furnished :
  - a. Technology Imported : Manufacture of Portable Gensets & Multi Purpose Engines.
  - b. Year of import : Technical Assistance Agreement dated 31.8.84 & new Technical Assistance Agreement dated 02.09.94 which has been expired on 01.09.1999.  
Technical Assistance Agreement dated 25th January, 1998 for a new four stroke model which has also been expired on 24.01.2003.
  - c. Whether Technology has been fully absorbed : The technology has been fully absorbed for all the models. In house R & D has further upgraded the technology.
  - d. If not fully absorbed, areas where not taken place, reasons thereof and future plans of action : Not applicable

**BIRLA YAMAHA LTD.****CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Company's philosophy on corporate governance envisages the attainment of the highest levels of transparency and accountability in all facets of its operations, interactions with shareholders, employees, government and lenders.

**2. BOARD OF DIRECTORS**

The Board of Directors' of the Company consists of 5 directors. The Board members possess the skills, expertise and experience necessary to guide the Company. During the financial year 2002-03, the Board met 4 times on 27th June 2002, 25th July 2002, 31st October 2002 and 29th January 2003.

The composition, category and details of Directors' attendance during the year and other particulars are given below :

| Name of Director        | No. of Board Meetings attended | Last A.G.M. Attendance (Yes/No) | No. of Memberships in Board of other Public Companies | Category                          |
|-------------------------|--------------------------------|---------------------------------|---|-----------------------------------|
| Shri Yashovardhan Birla | 4                              | Yes                             | 6   | Promoter                          |
| Shri D.K. Agarwal       | 4                              | Yes                             | 4   | Independent Non Executive         |
| Shri Vijay Agarwal      | 4                              | Yes                             | 6   | Independent Non Executive         |
| Shri F.D. Neterwala     | 3                              | No                              | 8   | Independent Non Executive         |
| Shri S.L. Khunteta      | 4                              | Yes                             | 4   | Whole Time Director and President |
| Shri C.P. Shah *        | 0                              | No                              | N.A.*   | Independent Non Executive         |

\*Shri C. P. Shah passed away on 30/12/2002

None of the Directors is a member in more than 10 Committees or acts as Chairman of more than 5 Committees across all companies in which he is a Director.

**3. AUDIT COMMITTEE**

The Audit Committee constituted by the Board of Directors consists of 3 directors, all of them are non-executive independent directors, namely, Shri Vijay Agarwal, Shri D.K. Agarwal and Shri F.D. Neterwala. Shri Vijay Agarwal acts as the Chairman of the Committee.

The role and terms of reference of the Audit Committee covers the matters specified for Audit Committee under Clause 49 of Listing Agreement as well as in Section 292A of the Companies Act, 1956.

During the financial year ended 31st March, 2003, three Audit Committee meetings were held on 27th June, 2002, 31st October, 2002 and 29th January, 2003.

Details of Directors' attendance and other particulars are given below :

| Member Director          | Category   | No. of Audit Committee Meetings Attended (Total meetings held 3) |
|--------------------------|--|--|
| Shri D.K. Agarwal (FCA)  | Independent Non executive Director                             | 3  |
| Shri Vijay Agarwal (FCA) | Independent Non executive Director (Chairman of the Committee) | 3  |
| Shri F. D. Neterwala     | Independent Non executive Director                             | 1  |
| Shri C.P. Shah*          | Independent Non executive Director                             | 0  |

\*Shri C. P. Shah passed away on 30/12/2002.

**4. REMUNERATION OF DIRECTORS**

The Company does not have formal Remuneration Committee. No remuneration is paid to Non-Executive Directors except sitting fees for attending the meetings of the Board of Directors or Committee thereof. Further the remuneration of the Whole Time Director has been paid as per the approval of members obtained in the Annual General Meeting held on 14/09/01. The Company does not currently have a stock option plan or performance linked incentive for its Directors.

**5. SHAREHOLDERS/INVESTORS RELATIONS & GRIEVANCE COMMITTEE**

The Shareholders/investors Relations & Grievance Committee constituted by the Board of Directors comprises of three directors, namely, Shri Yashovardhan Birla, Shri S.L. Khunteta and Shri F.D. Neterwala. The Committee inter alia, approves issue of duplicate share certificates and reviews all matters connected with the securities transfer. The Committee also looks into redressing of shareholders/investors complaints like transfer of shares, non-receipt of balance sheet, non-receipt of dividend warrants and to handle the queries/complaints relating to dematerialization of shares etc. The Committee oversees the performance of the Registrar & Transfer Agent and recommends measures for the overall improvement of the quality of investor services.

|   |   |  |
|---|---|--|
| Chairman of Committee   | - | Shri Yashovardhan Birla (Non Executive Director) |
| Compliance Officer  | - | Mrs. Anju Mehta (Company Secretary)              |
| No. of Shareholders' Complaints received in Fin. Year 2002-2003 | - | 42*  |

All the complaints have been attended/resolved to the satisfaction of complainants except for disputed cases and sub-judice matters, which would be resolved on final disposal by the judicial and other authorities.

**BIRLA YAMAHA LTD.**

In pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (duly amended), the company has framed a "code of internal procedures and conduct for prevention of Insider Trading" and authorised the Committee to implement and monitor the various requirements as set out in the code.

\*excluding those correspondence which are not in the nature of complaints.

**6. GENERAL BODY MEETINGS**

Details of last three AGMs held

| Year      | Date       | Venue   | Time      |
|-----------|------------|---|-----------|
| 1999-2000 | 28.09.2000 | ASHOKA-HALL, ARCADIA, NCPA MARG,<br>NR. NEW OBEROI, NARIMAN POINT, MUMBAI - 400 021.                      | 4.00 P.M. |
| 2000-2001 | 14.09.2001 | VISTA HALL, CENTER POINT,<br>WORLD TRADE CENTRE, CENTRE-1,<br>30TH FLOOR, CUFFE PARADE, MUMBAI - 400 005. | 3.30 P.M. |
| 2001-2002 | 18.09.2002 | ASHOKA-HALL, ARCADIA, NCPA MARG,<br>NEAR NEW OBEROI, NARIMAN POINT, MUMBAI - 400021.                      | 3.30 P.M. |

There were no Resolutions put through the Postal Ballot. There is no business at the ensuing A.G.M. requiring implementation of the Postal Ballot under the applicable rules.

**7. DISCLOSURES**

Disclosure on materially significant related party transactions – None which require separate disclosure.

Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. – None

**8. MEANS OF COMMUNICATIONS**

The Quarterly/half-yearly results are published in leading English/Marathi Dailies. Quarterly/half-yearly results are also been displayed on Company's web-site [www.birlaecogen.com](http://www.birlaecogen.com).

Management Discussion and Analysis Report (MDA) forms part of the Annual Report.

**9. GENERAL INFORMATION FOR SHAREHOLDERS**

Details of Annual General Meeting

|                       |   |  |
|-----------------------|---|--|
| Date                  | : | 29/09/2003   |
| Time                  | : | 3.30 P.M.  |
| Venue                 | : | Ashoka-Hall, Arcadia, NCPA Marg, Nr. New Oberoi,<br>Nariman Point, Mumbai 400021 |
| Financial Year        | : | 2002-2003  |
| Date of Book Closure  | : | 22/09/2003 to 29/09/2003(both days inclusive)                                    |
| Dividend Payment date | : | by 27/10/03  |

**Listing of Stock Exchanges at :**

The Stock Exchange, Mumbai, The Delhi Stock Exchange Association Ltd. and The Calcutta Stock Exchange Association Ltd.

Listing fees for the year 2003-2004 has been paid to all the above stock exchanges.

**Stock Code**

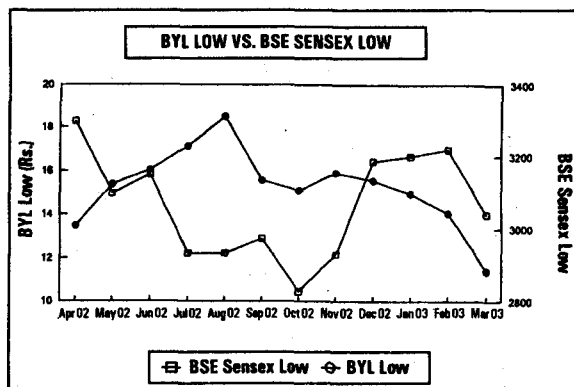
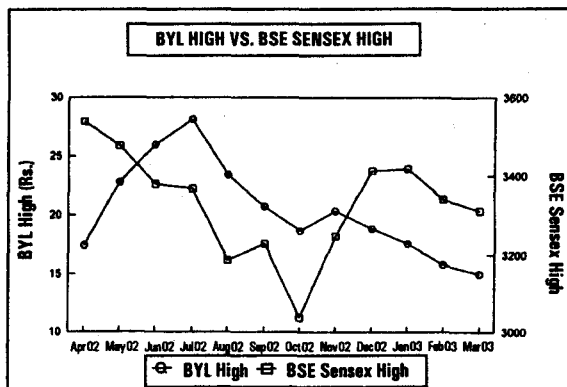
517001; The Stock Exchange, Mumbai (BSE)

Demat ISIN numbers in NSDL & CDSL for equity shares - INE224B01016

**STOCK MARKET DATA**

Monthly high and low quotations traded at Mumbai Stock Exchange during Financial Year 2002-2003.

| Stock Market Data | Monthly High & Low quote<br>of Birla Yamaha Limited |       | The Stock Exchange<br>Mumbai, Sensex |          |
|-------------------|---|-------|--------------------------------------|----------|
|                   | High  | Low   | High                                 | Low      |
| Apr 02            | 17.45   | 13.45 | 3,538.49                             | 3,296.88 |
| May 02            | 22.80   | 15.35 | 3,478.02                             | 3,097.73 |
| Jun 02            | 26.00   | 16.05 | 3,377.88                             | 3,148.57 |
| Jul 02            | 28.15   | 17.10 | 3,366.74                             | 2,932.35 |
| Aug 02            | 23.40   | 18.50 | 3,185.08                             | 2,931.78 |
| Sep 02            | 20.75   | 15.55 | 3,227.62                             | 2,973.97 |
| Oct 02            | 18.65   | 15.10 | 3,038.92                             | 2,828.48 |
| Nov 02            | 20.35   | 15.90 | 3,245.98                             | 2,928.63 |
| Dec 02            | 18.85   | 15.55 | 3,413.83                             | 3,186.62 |
| Jan 03            | 17.60   | 14.95 | 3,416.92                             | 3,199.18 |
| Feb 03            | 15.85   | 14.05 | 3,341.61                             | 3,218.37 |
| Mar 03            | 15.00   | 11.40 | 3,311.57                             | 3,039.83 |



### Share Transfer System

The share transfers which are received in physical form are processed and the share certificates returned to the respective transferees within a period of 30 days from the date of receipt, if the documents are clear in all respects.

### Registrar and Transfer Agent

The Company has appointed M/s Alankit Assignments Ltd. (SEBI Registration No. INR000002532), 205-208 Anarkali Complex, Jhandewalan Extension, New Delhi 110055 as its Registrar and Share Transfer Agent w.e.f. 31st March, 2003. The investors are requested to send all their communications regarding share certificates, share transfer, demat and change of address to M/s Alankit Assignments Ltd.

**a. Communications regarding share transfer, dematerialisation of shares, share certificates, and change of address etc. may be addressed to :**

Alankit Assignments Limited  
205-208, Anarkali Complex, Jhandewalan Extension, New Delhi 110055  
(Registrar & Transfer Agent)

**b. Any query on Annual Report & Dividend may be addressed to :**

Company Secretary  
Birla Yamaha Ltd  
257, Okhla Industrial Estate, Phase-III, New Delhi- 110020  
Email: [investor@birlaecogen.com](mailto:investor@birlaecogen.com)

### DISTRIBUTION OF HOLDINGS AS ON 31.03.2003

| SHARE<br>HOLDING OF<br>NOMINAL VALUE OF | NO. OF<br>SHARE<br>HOLDERS | % OF<br>TOTAL<br>HOLDERS | NO. OF<br>SHARES<br>HELD | % OF<br>TOTAL<br>EQUITY |
|---|----------------------------|--------------------------|--------------------------|-------------------------|
| UP TO 5000                              | 15283                      | 99.67                    | 2477820                  | 23.64                   |
| 5001 TO 10000                           | 24                         | 0.16                     | 173964                   | 1.66                    |
| 10001 TO 20000                          | 6                          | 0.04                     | 95100                    | 0.91                    |
| 20001 TO 30000                          | 2                          | 0.01                     | 59902                    | 0.57                    |
| 30001 TO 40000                          | 1                          | 0.01                     | 33100                    | 0.32                    |
| 40001 TO 50000                          | 1                          | 0.01                     | 50000                    | 0.48                    |
| 50001 TO 100000                         | 16                         | 0.11                     | 7591164                  | 72.42                   |
| <b>TOTAL</b>                            | <b>15333</b>               | <b>100.00</b>            | <b>10481050</b>          | <b>100.00</b>           |

### Shareholding Pattern as on 31/03/03

| Category Holding  | No. of Shares   | % of Shareholding |
|---|-----------------|-------------------|
| <b>A. Promoters' Holding</b>  |                 |                   |
| 1. Promoters  | 6173856*        | 58.90             |
| <b>B. Non-Promoters Holding</b>   |                 |                   |
| 1. Mutual Funds & UTI   | 1169537         | 11.16             |
| 2. Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions, Non-Government Institutions) | 226971          | 2.17              |
| 3. FIs  | 10850           | 0.10              |
| 4. Private Corporate Bodies   | 362837          | 3.46              |
| 5. Public & Others  | 2536999         | 24.21             |
| <b>Grand Total</b>  | <b>10481050</b> | <b>100.00</b>     |

\*Out of 61,73,856 nos. of shares, 6,00,000 shares have been appearing in the name of Canara Bank which were pledged by Birla International Pvt. Ltd. (one of the Indian Promoter) with the Bank and have been transferred in their name as security. However, the same belongs to Indian promoter namely, M/s Birla International Pvt. Ltd.