



The Champion Sugar Mills Ltd.

Annual Report 2001 - 2002







**Sulphurless Sugar - Healthy Sugar**  
India's only sulphurless sugar

## Quality products from Dhampure

Dhampure has a wide range of successful products in the market. Proof enough of their inherent quality and their ready acceptance by the people.

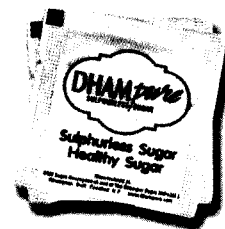


### Sulphurless Sugar

Dhampure sugar is India's first and only sulphurless sugar. Dhampure does not use sulphur or harmful chemicals to bleach the impurities in sugar to make it look white. Instead, it uses the unique Ion Exchange Method to genuinely clean the sugar. That is why Dhampure also meets the strict European Union Standards for sulphur content in white sugar. The sugar that comes to you is not only sulphurless but also scum-free and non-acidic. Its hygienic packaging ensures that your hands are the first to touch the sugar.

### White Sugar Sachets

India's only sulphurless sugar is now available in convenient packs for office use.



**Dhampure Sucrose  
IP Pharma Sugar**

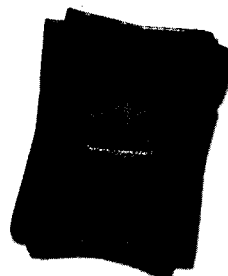
### Pharma Grade Sugar

Dhampure is a household name known for its commitment to health. In view of that, when it comes to making Pharma Grade Sugar (which has to be absolutely pure), we go a step ahead. Dhampure Sucrose IP Pharma Sugar has all the qualities to make it the finest Pharma Grade Sugar.

Unlike other sugars in the market, Dhampure Sucrose IP Pharma Sugar is not bleached using sulphur dioxide, thereby making it the only sulphurless sugar in India. Complying with the IP standards, DSM refines its sugar using phospho-floatation and a two-stage (Acrylic and Styrene based Resin) ion exchange column, while other pharma sugar manufacturers reprocess the normal sulphitation sugar to produce pharma grade sugar. The EC-2 grade sugar that Dhampure has been producing is of category IP sucrose and its Icumsa is below 25. It is not only non-acidic, but it is also absolutely scum-free. This process is accepted internationally because the sugar so produced is sulphurless and of higher purity necessary for the pharma standards. Hence, proving our continual pursuit of quality.

## Gur

Made from select varieties of sugarcane, Dhampure Gur is not only natural but also chemical-free. Ordinary and loose gur has harmful chemicals in it. Sulphur dioxide, hydrosulphite, formic acid, bleaching chemicals and preservatives to name a few. The manufacturing process and handling is so unhygienic that it leads to dirt, scum and insects getting mixed with gur as it reaches you. Dhampure Gur takes extra care to ensure cleanliness and hygiene. Packed through automatic machines at the site of manufacture, it is ensured that its taste, flavour, and purity are retained. So, go ahead and experience the goodness of Dhampure Gur, yet another sweet offering from the house of Dhampure.



### Brown Sugar

Dhampure Demerara Sugar is a natural Brown Sugar. It is ideal for tea, coffee and for topping hot cereals. Dhampure Demerara Sugar has fewer calories than ordinary sugar and a rich dose of natural minerals. Hence, your diet becomes healthier. It brings out the aroma of coffee beans. Not only this, it also melts five times faster than ordinary sugar! Early Egyptian coffee drinkers boiled powdered coffee beans with Natural Brown Sugar to produce a thick syrupy coffee. The rich aromatic Demerara sugar adds a great undertone to an already delicious brew! It is also suitable for cakes, pastries, and other bakery items.



**The Dhampur Sugar Mills Ltd.**



## **THE DHAMPUR SUGAR MILLS LIMITED**

### **BOARD OF DIRECTORS**

- Mr. V. K. Goel, Chairman & Executive Director
- Mr. A. K. Goel, Vice Chairman
- Mr. Gaurav Goel
- Mr. Gautam Goel
- Mr. A. K. Gupta
- Mr. M.P. Mehrotra
- Mr. Harish Saluja
- Mr. Rahul Bedi
- Mr. K. K. Koharwal

Subsequently Mr. Priya Brat has joined the Board on 13th December, 2002 as Nominee Director of ICICI Bank Ltd, and Mr. D Rama Rao has joined on 13th December, 2002 as Nominee Director of IFCI Ltd.

### **VICE PRESIDENT (FINANCE) & SECRETARY**

- Mr. Arhant Jain

### **AUDITORS**

- S. Vaish & Company  
Chartered Accountants, Kanpur
- Mittal Gupta & Company  
Chartered Accountants, Kanpur

### **BANKERS**

- Punjab National Bank
- Bank of Baroda



## THE DHAMPUR SUGAR MILLS LIMITED DHAMPUR, DISTRICT BIJNOR (U.P.)

### NOTICE TO SHAREHOLDERS

Notice is hereby given that the sixty Eight Annual General Meeting of the Company shall be held on Friday, 28th March, 2003 at the Registered Office of the Company at Sugar Mills Compound, Dhampur, Distt. Bijnor (U.P.) at 3.00 P.M. to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors Report, Auditors Report and Balance Sheet and Profit & Loss Account for the year ended 30th September, 2002.
2. To appoint a director in place of Shri Gaurav Goel, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Shri Gautam Goel, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Shri A.K. Gupta, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a director in place of Shri M.P. Mehrotra, who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint Auditors and to fix their remuneration. The retiring Auditors M/S S. Vaish & Company, Chartered Accountants, Kanpur, and M/S Mittal Gupta & Company, chartered Accountants, Kanpur, are eligible for re-appointment and, in this connection to consider, and, if thought fit, to pass the following resolution as a Special Resolution:  
"RESOLVED that, pursuant to provisions of section 224A and other applicable provisions, if any, of the Companies Act, 1956, M/S S. Vaish & Company, Chartered Accountants, Kanpur and Mittal Gupta & Company, Chartered Accountants, Kanpur be and are hereby reappointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this meeting to the conclusion of next Annual General Meeting of the Company and that the Board of Directors be and is hereby authorised to fix their remuneration for the said period,"

#### SPECIAL BUSINESS:

To pass with or without modification following resolution as Ordinary Resolution:

RESOLVED that pursuant to sections 198, 269, 309 and read with Schedule XIII and other applicable provisions of the Companies Act, 1956, if any, the existing remuneration and perquisites being paid to Shri K.K. Koharwal, Director, be and is here by revised with effect from 1st June, 2002 as under:

#### A. REMUNERATION:

SALARY: Rs. 7,420/- per month w.e.f. 1st June, 2002 for five years.

#### B. PERQUISITES:

HOUSING: Free furnished accomodation owned by the Company.

MEDICAL: Medical and hospital benefits for the whole-time director, wife and dependent children subject to the condition that the cost to the Company of such benefits shall not exceed one month's salary in any year.

LEAVE, leave on full pay in accordance with the rules of the Company being one month's privilege leave for every 11 months of service plus maximum of 8 days medical leave and 7 days casual leave in each year. Privilege leave accumulated but not availed of will be allowed to be encashed each year as to other officers of the Company.

BONUS: Ex-gratia and bonus as admissible to senior officers of the Company.

OTHERS: Not to be treated as perquisites.

PROVIDENT FUND: Benefit of Provident Fund calculated @ 12% of the salary or such other rate as may be fixed by the Government from time to time.

GRATUITY: Retirement gratuity in accordance with the payment of Gratuity Act, 1972 subject to ceiling of Rupees Two Lacs and Fifty thousand.

Reimbursement of expenses on travelling in connection with the business of the Company in accordance with Company's rules framed from time to time.

"RESOLVED FURTHER that the aforesaid monthly payment and monetary value of perquisites to be included in the remuneration for the purpose of section 198 of the Companies Act, 1956 shall be deemed to be minimum remuneration in the event of absence or inadequacy of net profit computed in the manner provided under the said section."

#### NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy so appointed need not to be a member of the Company. proxies in order to be effective, must be received at Registered Office of the Company not less than 48 hours before the start of the meeting.
2. Pursuant to section-173 of the Companies Act, 1956, the relative Explanatory Statements is annexed here to.
3. Members are requested to send the following to the Company's Registrar & Share Transfer Agent M/s Alankit Assignment Limited. 205-206, Anarkali Market, Jhandewalan Extension, New Delhi-110055:—
  - (a). Application for consolidation of folios alongwith relevant share cetificates where members hold more than one share certificate in the same name under different folios.
  - (b). Details regarding change of address, if any.



4. Member/proxies should bring their copy of Annual Report and attendance slip duly completed when attending the Meeting
5. The accounts, the report and all other documents required under the law to be annexed there to, will be available for inspection during working hours at the Registered Office of the Company on any working day except Saturdays and Sundays prior to the date of the Annual General Meeting.
6. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday the 25th March, 2003 to Friday, the 28th March, 2003 (both days inclusive) for the purpose of Annual General Meeting.

**THE DHAMPUR SUGAR MILLS LIMITED  
DHAMPUR, DISTRICT BIJNOR (U.P.)**

**EXPLANATORY STATEMENT**

Pursuant to Sec. 173 (2) of the Companies Act, 1956)

**ITEM No.7**

Shri K.K. Koharwal, has been appointed whole-time Director of the Company for a period of 5 years w.e.f. 1st April, 1998, on a remuneration of Rs. 7,000/- per month. The Board, subject to approval of members in General Meeting, has approved increase in his remuneration from Rs. 7, 000/- to Rs. 7, 420/- per month w.e.f. 1st June, 2002. His appointment and remuneration is in accordance with the requirements of Schedule-XIII of the Companies Act. 1956. The resolution is

placed before you as an ordinary resolution. Shri K.K. Koharwal himself is interested in the above resolution.

**For the Dhampur Sugar Mills Limited**

(Arhant Jain)

**Vice president (Fin.) & Secretary**

Place: New Delhi

Dated: 13 December, 2003

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## DIRECTOR'S REPORT

Your Directors are presenting their 68th Annual Report together with Audited Accounts of the Company for the year ended on 30th September, 2002.

### FINANCIAL RESULTS

	(Rs. in Crores)	
	Current Year	Previous Year
Total Income	429.89	469.55
Operating Profit (before Interest, Depreciation & Extra Ordinary Items)	26.52	50.17
Interest	38.04	50.74
Depreciation	15.51	15.39
Extra Ordinary Items	(-) 4.84	(-) 4.69
Profit before Tax	(-) 31.87	(-) 20.65
Deduct(-)/Add:		
Provision for Tax	(-) 0.01	0.03
Profit after Tax	(-) 31.86	(-) 20.68
Add : Balance brought forward from earlier years	(-) 26.64	(-) 5.96
Deficit carried to Balance Sheet	(-) 58.50	(-) 26.64

### DIVIDEND

No dividend, for this year, was recommended by the Board of Directors of the Company.

### OPERATIONS

The financial position of the Company is adversely affected due to substantial fall in prices of Sugar and rise in price of raw material Sugar cane by State Government. Detailed report on operations is given in the Management Discussion and Analysis Report attached separately.

### SUBSIDIARIES & PROMOTED COMPANIES

The audited accounts of the subsidiaries viz DSM Agro Products Limited for the year ended on 30th September, 2002, DSM Hi-tech Products Limited for the year ended on 31st March, 2002 and Mansurpur Sugar Mills Limited for the period of nine months ended 30th June, 2002 are annexed here with.

### FINANCE

During first half of the year, most of the payments of loans, interest and lease rent have been paid but in the later part of the year such payments could not be made on account of substantially lower sugar realisation.

During the year the Company has allotted 1,00,00,000 Equity Shares of Rs.10/- each at par, by way of Preferential issue of Equity Shares thereby increasing the Equity Share Capital by Rs. 10 Crores.

### PUBLIC DEPOSITS

Public Deposits as at 30th Sept., 2002 stood at Rs. 832.10 Lacs as against Rs. 829.23 Lacs in the previous year. There were unclaimed deposits amounting to Rs. 26.70 Lacs pertaining to 140 depositors as on that date and out of this, 94 depositors having deposits aggregating to Rs. 20.13 Lacs

have subsequently claimed refund or renewed their deposits. However the balance amount of Rs. 6.57 Lacs still remained unclaimed.

### COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

A certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this Report.

### DIRECTORS

Mr. Gaurav Goel, Mr. Gautam Goel, Mr. A. K. Gupta and Mr. M. P. Mehrotra, Directors of the Company retire by rotation and being eligible, offer themselves for re-appointment. Mr. Priya Brat, Nominee, ICICI Bank Limited and Mr. D. Rama Rao, Nominee, IFCI Limited were placed on the Board w.e.f. 13th December, 2002.

### DIRECTORS' RESPONSIBILITY STATEMENT

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

- that the applicable Accounting Standards have been followed in the preparation of the annual accounts;
- that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit or loss of the Company for that period;
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the Directors have prepared the annual accounts on a going concern basis.

### AUDITORS REPORT

M/s S. Vaish & Co., Chartered Accountants, Kanpur, and M/s Mittal Gupta & Co., Chartered Accountants, Kanpur, the joint auditors of your Company will retire at the ensuing Annual General Meeting and being eligible may be re-appointed.

#### Audit observation and Company's response:

In respect of Investments, Loans and Advances and Debts to Subsidiaries and a Partnership firm in which the Company is a partner, the recoverability has become uncertain due to continuous losses in the Subsidiaries. The provision for losses in subsidiaries is not required at this stage due to their continuing operations and as steps are being taken to improve their financial position.

No provision has been made in respect of liability for Liquidated Damages and Penal/Compound interest amounting to Rs.313.48 Lacs and for entry tax on sale of sugar, amount not ascertained. The impact of the Auditors qualifications shall result in increase in loss for



the year by Rs.313.48 Lacs. The Auditors qualifications do not need any adjustments in the accounts as the Entry Tax is under litigation and the liability for Liquidated Damages and Penal/Compound interest is in the process of waiver.

All other qualifications of the Auditors having reference to the accounting policies or the notes to the accounts are self explanatory and does not require further explanation.

#### **PARTICULARS OF EMPLOYEES**

The particulars of Employees under section 217 (2A) of the Companies Act, 1956 NIL.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUT GO**

The particulars as required by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 with regard to conservation of energy, technology absorption, foreign exchange earnings and outgo are given in Annexure.

#### **INDUSTRIAL RELATIONS**

The industrial relations have remained cordial and harmonious during the year.

#### **ACKNOWLEDGEMENTS**

Your Directors place on record their acknowledgement and sincere appreciation of the Company to the Financial Institutions, Banks and Lessors for their continued support, to the Cane growers for the supply of the cane, to the officers, staff and workers of the Company for their relentless and dedicated efforts and labour put in by them for the growth of the Company. Your Directors further seek contribution from all the above to overcome the tough time and look forward for a bright future.

BY ORDER OF THE BOARD

V. K. GOEL  
CHAIRMAN

PLACE : NEW DELHI  
DATED : 13TH DECEMBER, 2002

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**ANNEXURE -TO DIRECTOR'S REPORT FOR THE YEAR ENDED 30.09.2002.****CONSERVATION OF ENERGY**

- a) Energy conservation measures taken :  
Instrumentation of Boilers and other machineries to save energy.
- b) Steps are being taken for further reduction of consumption of energy. Co-generation scheme is implemented by installation of high pressure boiler and turbo set to produce surplus power during the crushing season.
- c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods. With the same amount of fuel consumption surplus power is available.
- d) FORM - A:

**I. POWER AND FUEL CONSUMPTION**

1) ELECTRICITY	Current Year	Previous Year
a) Purchased :		
Unit	581520	1278500
Total Amount	5101495	7904620
Rate/Unit	8.77	6.12
b) Own Generation :		
i) Through Diesel Generator:		
Unit	2263700	2044428
Unit per Litre of diesel	3.31	3.45
Cost/Unit	5.51	5.28
ii) Through Steam Turbine :		
Unit	100023724	89977784
Units per litre of fuel	Steam produced mainly	
Oil/Gas Cost/Unit	by use of own bagasse.	
2) Coal (specify quality and where used)		
Quantity (Tonnes)	—	—
Total Cost (Rs.)	—	—
Average Rate	—	—
3) Furnace Oil		
Quantity (Lts.)	—	—
Total Cost (Rs.)	—	—
Average Rate	—	—
4) Other/Internal Generation :		
Purchased Bagasse, Paddy Husk and Fire wood		
Quantity (Tonnes)	46037	12508
Total Cost (Rs.)	30286761	13512696
Average Rate/Ton.	658.00	1080.25

**II. CONSUMPTION PER UNIT OF PRODUCTION**

a: Sugar (Qtls.)	2731442	2134516
Electricity	37.58	43.75
Furnace Oil	—	—
Coal (Tons)	—	—
b: Chemicals (Qtls.)		
Electricity	196.85	190.94
Furnace Oil	—	—
Coal (Tons)	—	—
c: Straw Board (Qtls.)		
Electricity	31.50	31.50

Furnace Oil	—	—
Coal (Tons)	—	—
d: Board (per Sq. Mtrs.)		
Electricity	—	2.42
Furnace Oil	—	—
Coal (Tons)	—	—

**III. TECHNOLOGY ABSORPTION****Research and Development:**

- Specific areas in which R&D carried out by the Company:
  - Development of Bio Compost (an organic manure by using treated effluent of Chemical Unit and press mud from Sugar Unit). The installation of this system has helped in elimination of effluent problem of Chemical Unit to a great extent.
  - Development of new varieties of early maturing seeds for higher sugar recovery, yield in Sugar cane and for early start of crushing operations.
- Benefits derived as a result of the above R&D:  
The Bio manure work is giving good scope in encouragement to organic farming. It is also being propagated as a commercial product and has also helped in elimination of problems of effluent of Chemical Unit. Chemical and Sugar Units are being benefited.
- Future Plan of Action:  
Energy Conservation studies through gassification of bagasse.
- Expenditure on R&D:  
Expenditure made is non-allocable.

**TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION**

- Efforts in brief, made towards Technology Absorption, Adoption and Innovation:  
Improved juice clarification for manufacture of export quality (Low ICUMSA) Sugar.
- Benefits derived as a result of above efforts e.g. Product improvement, Cost Reduction, Product development, Import substitution etc.:
  - Technology imported - No technology was imported.
  - Year of Import - N.A.
  - Has technology been fully absorbed - N.A.
  - If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action - N.A.

**IV. FOREIGN EXCHANGE EARNINGS AND OUTGO**

- Activities relating to exports: Initiations taken to increase export, development of new export markets for products, services and export plans;  
During the year the Company has done export of Chemicals and Sugar Machinery;
- Total Foreign Exchange used and earned;  
Export and foreign exchange earnings: (Rs. in Lacs) 43.40 (26.64).  
Imports and expenditure in foreign currency: (Rs. in Lacs) 78.51 (137.70).





S.Vaish & Co.  
Chartered Accountants  
G-1, Akash Ganga  
15/96, Civil Lines  
Kanpur -208001

Mittal Gupta & Co.  
Chartered Accountants  
14, Ratan Mahal  
15/197, Civil Lines  
Kanpur-208001

## **AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of  
**THE DHAMPUR SUGAR MILLS. LTD.**  
Dhampur

We have examined the compliance of conditions of Corporate Governance by The Dhampur Sugar Mills Limited for the year ended on 30<sup>th</sup> September, 2002, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the condition of the Corporate Governance. It is neither an Audit expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us by the Company, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that in respect of Investor Grievance received during the year ended 30<sup>th</sup> September, 2002, no such grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company and presented to the Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs the Company.

For S. Valsh & Co.

For Mittal Gupta & Co.

(S.P. Agarwal)  
Partner

Chartered Accountants

(A.K. Gupta)  
Partner

Chartered Accountants

Place : Kanpur

Date : 13th December, 2002



## REPORT ON CORPORATE GOVERNANCE

### I) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The philosophy of the Company on the Corporate Governance envisages inter-alia, attainment of highest level of accountability and equity in all its actions and enhancement of Shareholder value keeping in view the needs and interest of other stakeholders such as customers, employees, financiers and to the society in general. The principal characteristics of Corporate Governance are:

- Transparency
- Independence
- Accountability
- Responsibility
- Fairness
- Social Responsibility

The Company makes its best endeavour to uphold these above characteristics in all aspects of its operations.

### II) BOARD OF DIRECTORS

The Board of Directors of the Company is a combination of promoters, executive, non-executive and independent directors, comprising nine directors as on 30th September, 2002 of whom four are whole-time directors including the Chairman.

However, Mr. Priya Brat, Nominee, ICICI Bank Limited and Mr. D. Rama Rao, Nominee, IFCI Limited were placed on the Board w.e.f. 13th December, 2002.

During the Financial Year 2001-2002, six Board Meetings were held on :

- 30th October, 2001
- 31st December, 2001
- 31st January, 2002
- 25th March, 2002
- 31st May, 2002
- 29th July, 2002

Attendance of each Director at the Board Meetings, last Annual General Meeting is as follows: Number of other Directorship and Chairmanship/ Membership of Committee of each Director in various Companies is given below:

Name of Director(s)	Category	No. of Board Meetings Attended	Last AGM Attended
Mr.V.K. Goel	P,C & ED	6	Yes
Mr.A.K. Goel	P & VC	5	No
Mr.Gaurav Goel	P & WTD	4	No
Mr.Gautam Goel	P & WTD	4	No
Mr.A.K. Gupta	ID & NED	6	No
Mr.M.P. Mehrotra	ID & NED	4	No
Mr.Harish Saluja	ID & NED	5	No
Mr.Rahul Bedi	ID & NED	2	No
Mr.K.K. Koharwal	ID & WTD	4	Yes
Mr.Ganga Charan*	ID,ND & NED	1	No

Other Directorships	No. of other Directorships & committee member/chairmanship	
	Committee Memberships	Committee Chairmanships
14	None	None
13	None	None
05	02	None
07	01	None
15	None	None
10	None	None
04	None	None
None	None	None
None	None	None
02	-	-

PC & ED : Promoter, Chairman & Executive Director;

VC : Vice Chairman;

ID : Independent Director;

WTD : Whole-time Director;

NED : Non-Executive Director;

ND : Nominee Director.

\* Ceased with effect from 31st December, 2001.

### III) AUDIT COMMITTEE

The Committee discharges such duties and functions generally indicated in clause 49 of the Listing Agreement with the Stock Exchanges and such other functions as may be specifically delegated to the Committee by the Board from time to time. The constitution of Audit Committee also meets with the requirements under section 292A of the Companies Act, 1956.

The Audit Committee was re-constituted in the Board Meeting held on 13th December, 2002 with following members viz. Mr. M. P. Mehrotra, Chairman; Mr. A. K. Goel; Mr. A. K. Gupta, Mr. Harish Saluja and Mr. Priya Brat, Nominee, ICICI Bank Limited.

Three Audit Committee Meetings were held on 31st December, 2001, 31st January, 2002 and 31st May, 2002 for the year ended 30th September, 2002. Details of the composition of the Audit Committee and the attendance at the Meetings held are as follows:

Sl. No.	Name of Director(s)	Meetings Attended
1.	Mr. M. P. Mehrotra, F.C.A.	3
2.	Mr. A. K. Goel,	2
3.	Mr. Harish Saluja,	2
4.	Mr. A.K. Gupta, F.C.A.	2

The Committee, inter-alia, has reviewed the financial statements including Auditors Report for the year ended 30th September, 2002 and has recommended its adoption.

Mr. Arhant Jain, Vice President (Finance) cum Company Secretary also acts as the Secretary to the Committee.

### IV) REMUNERATION COMMITTEE

The Company has setup Remuneration Committee in the Board Meeting held on 31.12.2001 with following Directors viz. Mr.M.P. Mehrotra, Chairman; Mr. A.K.