

**ANNUAL REPORT 2001-2002**

# FORTIS

REPORT



Fortis

**FORTIS****FORTIS FINANCIAL SERVICES LIMITED****BOARD OF DIRECTORS**

Mr. Harpal Singh Chairman  
 Mr. Vinay Kumar Kaul  
 Mr. Malvinder Mohan Singh  
 Mr. Shivinder Mohan Singh  
 Mr. Umesh Kumar Khaitan  
 Mr. V.M. Bhutani  
 Mr. Sunil Godhwani Managing Director

**COMPANY SECRETARY**

Mr. Ujjval Mehta

**REGISTERED OFFICE**

G-16, Marina Arcade,  
 Connaught Circus  
 New Delhi - 110 001.

**CORPORATE OFFICE**

210, Taj Building,  
 Dr. D.N. Road, Fort,  
 Mumbai - 400 001.

**BRANCHES**

**Calcutta :**  
 24, R.N. Mukherjee Road,  
 Calcutta 700 001.

**Chennai :**  
 8D, Century Plaza,  
 Anna Salai, Teynampet,  
 Chennai 600 018.

**BANKERS**

ABN Amro Bank  
 HDFC Bank Limited

**AUDITORS**

R.A. Patel & Co., Mumbai

**ANNUAL GENERAL MEETING**

Venue : Shah Auditorium  
 2, Raj Niwas Marg,  
 New Delhi -110 054.

Date : September 27<sup>th</sup>, 2002

Day : Friday

Time : 3.00 p.m.

Report



Junction.com

## FORTIS

## FORTIS FINANCIAL SERVICES LIMITED

Registered Office : G-16, Marina Arcade, Connaught Circus, New Delhi 110 001.

## NOTICE

**NOTICE** is hereby given that the **Seventh Annual General Meeting** of Fortis Financial Services Limited will be held on Friday, September 27, 2002 at 3.00 p.m. at Shah Auditorium, 2 Raj Niwas Marg, Delhi 110 054 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Accounts for the year ended March 31, 2002 alongwith the Reports of Directors and Auditors.
2. To appoint a Director in place of Mr. Umesh Kumar Khaitan, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company to hold office from the conclusion of current meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. R.A.Patel & Company, the retiring Auditors being eligible, offer themselves for re-appointment.

**SPECIAL BUSINESS**

4. To consider and if thought fit to pass the following resolution, with or without modification(s) as an Ordinary Resolution :  
"RESOLVED that Mr.Sunil Godhwani be and is hereby appointed as a Director of the Company."
5. Appointment of Managing Director :  
To consider and if thought fit, to pass with or without modification(s) the following resolution, as a **Ordinary Resolution**:  
"RESOLVED that pursuant to all applicable provisions of the Companies Act, 1956, read with Schedule XIII to the said Act, Mr. Sunil Godhwani be and is hereby appointed as Managing Director of the Company for the period from 29.06.2002 to 28.06.2005 (3 years).  
"RESOLVED FURTHER that no remuneration and/or commission be paid to Mr Sunil Godhwani.  
"RESOLVED FURTHER that he shall perform such duties and functions as may be delegated to him by the Board from time to time, subject to the superintendence, control and direction of the Board  
"RESOLVED FURTHER that the company or he shall be entitled to terminate this appointment by giving 3 months notice in writing or such shorter notice as may be mutually agreed."  
"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to take such steps as the Board may consider necessary or expedient to give effect to this resolution."

By Order of the Board

Ujjval Mehta

Dated : June 29, 2002

Company Secretary

## NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The relative Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the Special Business under Item No. 5 is appended hereto.
3. The Register of Members and Transfer Books of the Company will remain close from Tuesday, September 24, 2002 to Friday, September 27, 2002 (both days inclusive).
4. Members desiring any information as regards accounts are requested to write to the Company atleast 10 days before the meeting at G - 16, Marina Arcade, Connaught Circus, New Delhi - 110 001 for the kind attention of Mr. Ujjval Mehta, Company Secretary.
5. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
6. Members are requested, if desired, to avail the benefits of Nomination facility for the shares held by them.
7. Members/proxies are requested to bring the Annual Report along with duly filled attendance slips sent herewith for attending the meeting.
8. Members/proxies attending the Annual General Meeting are requested to note that the management of the Company has decided that no gifts / coupons shall be distributed.
9. Members are requested to note that the Company has discontinued the services of its Registrar & Share Transfer Agent - M/s. Karvy Consultants Limited w.e.f. September 15, 1998 and Share Transfer processing is being done in-house. Members are requested to address all their correspondence including change of address, transfer of shares etc. to the registered office or corporate office of the Company.

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10. The shares of the Company are under Compulsory Demat for trading since June 28, 2001. The members are requested to convert their holding from physical shares into Demat form and send all DRF to our Mumbai office. For any query do write to our Company Secretary. The ISIN No. of the Company is INE991C01018.

11. Members of erstwhile The Empire Finance Company Limited (EFCL), who have not surrendered their Share Certificates of EFCL are requested to surrender the same to the Company and get Share Certificates of Fortis Financial Services Limited in exchange in accordance with the approved exchange ratio.

**1. Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956.**

**I ITEM NO. 4 & 5**

The Board of Directors have appointed Mr. Sunil Godhwani as additional Director w.e.f. 29<sup>th</sup> June, 2002.

The Board in its meeting held on 29<sup>th</sup> June, 2002 appointed Mr. Sunil Godhwani, as Managing Director of the Company subject to the approval of the shareholders. Mr. Sunil Godhwani is also a Managing Director of Fortis Securities Limited, a wholly owned subsidiary of Fortis Financial Services Limited. He will not be paid any remuneration/commission from the Company.

The Company has received notices alongwith deposit from shareholders under the Section 257 of the Companies Act, 1956 proposing his candidature.

Mr. Sunil Godhwani holds a Master of Science degree in Industrial Engineering from Polytechnic Institute of New York and is an MBA in Finance & International Marketing from New York University. Mr. Sunil Godhwani brings with him a rich business experience of over 15 years.

None of the Directors of the Company except Mr. Sunil Godhwani are concerned or interested in the proposed resolution.

The Board recommends the resolution for the approval of the members.

**2. Brief Resume and other information in respect of the Director seeking re-appointment at the Annual General Meeting :**

Mr. Umesh Kumar Khaitan aged about 54 years is a Managing Partner of M/s Khaitan & Khaitan, one of the leading law firms in India. Mr. Khaitan is a graduate in commerce and has obtained LLB degree. He has been practising as Solicitor & Advocate for 30 years. He joined the Board of Directors of the Company in the year 1996.

He is a Director of other public limited companies and member of professional societies/organization as under;

**Director**

Sutlej Industries Limited

Amrit Agro Industries Limited

Indo-Continental Hotels & resorts Limited

Aiyer Manis Rubber Estate Limited

NKB Overseas Limited

Nehru Place Hotels Limited

Indo Rama Synthetics (I) Limited

Hindustan Everest Tools Limited

Birla Financial Corporation Limited

Orient Abrasives Limited

Geepee Ceval Proteins & Investments Limited

Modikem Limited

**Member of professional societies/organization**

International Bar Association

International Court of Arbitration, Paris

Indian Council of Arbitration, New Delhi

PHD Chamber of Commerce

Incorporated Law Society, Calcutta

Bar Council of Delhi

Supreme Court Bar Association, New Delhi

Delhi High Court Bar Association, New Delhi

M RTP Commission Bar Association, New Delhi

CEGAT Bar Association, New Delhi

**DIRECTORS' REPORT**

Your Directors have pleasure in presenting the Seventh Report of your Company with Audited Accounts for the year ended March 31, 2002.

**FINANCIAL RESULTS**

The summarised financial results are as under:

Particulars	Rs. lacs	
	Current Year	Previous Year
Lease Rental & Other Income	509.97	827.37
Income(Loss) from Capital Market Operations	(10.25)	402.73
Cash Loss	608.95	579.72
Depreciation	97.09	460.41
Loss for the year	(706.37)	(1040.52)
Provision under RBI Prudential norms	(214.84)	(4456.02)
Loss after provision under RBI Prudential norms	(921.21)	(5496.54)
<b>Appropriations</b>		
Balance brought forward from last year	(7672.82)	(2176.28)
Balance Carried forward	(8594.03)	(7672.82)

**DIVIDEND**

In view of the loss reported by the Company, your Directors have not recommended any dividend for the year.

**CONSOLIDATED FINANCIAL STATEMENTS**

As required under Clause 32 of the Listing Agreements with the Stock Exchanges, Audited Consolidated Financial Statements form part of the Annual Report.

**OPERATIONAL REVIEW**

During the year under review, the Company earned total income of Rs.1610.64 lacs as compared to Rs. 3906.47 lacs in 2000-01.

The Company continued to focus on recovery/settlement of overdue debts and other asset portfolio. Vigorous efforts and other remedial actions including restructuring, rescheduling and repossession of assets were undertaken by the Company. Legal actions where necessary including filing of criminal cases on case to case basis are being pursued against the defaulting clients. These cases are in various stages of completion and the positive results are expected in the ensuing years.

The various steps taken by the Company for recovery of its overdues has resulted in realisation of Rs. 441.13 lacs as against Rs. 659.80 lacs in the previous year.

During the year the Company has made full provision on account of non-performing assets as required under RBI prudential norms to the tune of Rs. 214.84 lacs besides writing off Rs.21.53 lacs as debts as against Rs. 4456.02 lacs and Rs. 33.55 lacs respectively in the previous year.

The Company has also made significant efforts in lowering its operating costs. The personnel and administrative expenses have been reduced from Rs. 270 lacs to Rs. 204.79 lacs. The interest costs has also come down substantially due to restructuring of loans.

**FIXED DEPOSITS**

The Company has not invited/received any fixed deposits during the year under review as per Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules, 1975. The matured and unclaimed deposits aggregating to Rs.1.06 lacs representing 17 Deposit holders are being transferred to an escrow account with designated Bank as specified by Reserve Bank of India.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****(i) NBFC Sector :**

As a part of the economic reforms, the government is reducing interest rate(s) to lower the overall finance cost. In spite of this and other banking reforms, no major momentum is witnessed in credit off take by the core industrial sector.

With falling interest rates and stiff competition from Banks and Financial Institutions, NBFC sector's growth is adversely affected. As in the past this year also, NBFC sector has suffered adversely, due to the following reasons:

- Overall economic slowdown.
- Loss of faith in NBFCs by the investors due to default in the repayment of liabilities towards Deposits and Debentures.
- Increased competition from MNCs, Banks and FIs, having access to cheaper cost of fund.
- Large-scale default by corporate clients taking shelter under BIFR.

**(ii) Company's performance :**

Looking to the overall economic scenario and adverse factors prevailing in the NBFC sector during the last three to four years, the management had decided not to do any additional fund based business and to review the situation every year. To overcome the adverse circumstances and to service different stake holders to the extent possible, the Company had also decided to take *inter alia*, the following actions:

- Maximise recovery from both corporate and retail clients.
- Reduce administrative expenses.
- To reduce its liabilities.

As a result of the above decisions, the company has been able to reduce its costs drastically and focus itself on recovery of overdues.

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**Outlook for the Company**

In view of the low industrial off take and other activity, no major improvement in the ensuing year is expected.

Having met the liabilities towards the depositors and retail debenture holders, the main thrust would be to focus on overdue recoveries.

**(iii) Opportunities & Threats :**

There is currently very little opportunity for the Company to raise cheaper funds on a large scale to compete in the market. Company is facing competition from FIs, Banks and MNCs having wide network and large-scale low interest funds.

**(iv) Risks & Concerns :**

The Company is facing severe financial crunch due to default by corporate clients – many of them having taken shelter under the Sick Industrial Companies Act through BIFR, repayments from whom is negligible, if not nil.

**(v) Internal Control Systems and their Adequacy**

The Company has proper and adequate system of internal control looking to its size and business. The internal control systems of the Company are designed to ensure that the financial and other records are reliable, for preparing financial statements and other data, and for maintaining accountability of assets.

**(vi) Human Resources :**

The Company is deriving maximum output from the existing employees through motivation and in order to conserve the cost, no further recruitments are being done.

**SUBSIDIARY COMPANY**

The audited statement of accounts of Fortis Securities Limited (FSL), a wholly owned subsidiary of the Company together with the Report of Directors' and Auditors' for the year ended March 31, 2002 as required under Section 212 of the Companies Act are annexed.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of provisions of Section 217(2AA) of the Companies Act, 1956 your directors confirm as under:

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed;
- (ii) 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 or loss of the Company for that period ;
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors had prepared the annual accounts on a going concern basis.

**DIRECTORS**

In accordance with the Articles of Association of the Company, Mr. Umesh Kumar Khaitan retire by rotation as directors at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Sunil Godhwani, was appointed as Additional Director of the Company on 29th June, 2002 to hold office till the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Sunil Godhwani, was appointed as Managing Director of the Company for a period of three years effective 29<sup>th</sup> June, 2002 subject to the approval of the Shareholders. He holds a Master of Science degree in Industrial Engineering from Polytechnic Institute of New York and is an MBA in Finance & International Marketing from New York University. Mr Sunil Godhwani brings with him rich business experience of over 15 years.

**STOCK EXCHANGE LISTING**

The Equity Shares of the Company are listed on the Stock Exchanges at Delhi and Mumbai. The Company confirms that it has paid annual listing fees due to the Stock Exchanges at Delhi and Mumbai for the year 2002-2003.

**AUDIT COMMITTEE**

The Audit committee was re-constituted by the Board at its meeting held on 29<sup>th</sup> June, 2002 and comprises of Mr V K Kaul, Mr Malvinder Mohan Singh and Mr V M Bhutani, Directors of the Company. Mr V M Bhutani has been appointed as Chairman of the Audit Committee.

**CORPORATE GOVERNANCE**

A separate report on Corporate Governance is furnished as a part of the Directors' Report and the certificate from the Company's Auditors regarding compliance of conditions of Corporate Governance is annexed to the said Report.

**AUDITORS**

M/s. R.A. Patel & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment.

**PARTICULAR WITH RESPECT OF CONSERVATION OF ENERGY/ TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

There are no particulars relevant to be furnished pertaining to conservation of energy/technology absorption. Foreign exchange earning and outgo was nil.

**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, and rules made thereunder.

**ACKNOWLEDGEMENTS**

Your Directors place on record their appreciation of the valuable co-operation and support extended by the Company's Bankers, Investors, Financial Institutions and the contribution made by the employees at all levels.

On behalf of the Board of Directors

Place : New Delhi

Date : July 2, 2002

Harpal Singh  
Chairman

## REPORT ON CORPORATE GOVERNANCE

## 1. Company's Philosophy on code of Corporate Governance

The era of good Corporate Governance came into existence with the insertion of Clause 49 of the listing agreement. Your Company believes in attainment of highest levels of transparency in all facets of its operations. The Company is committed to maximize the shareholders value by adopting the principles of good corporate governance in line with provisions stipulated in the listing agreement.

## 2. Board of Directors

The details of directors including the details of their board directorship and committee are given below:-

Name of the Director	Category	Number of Directorships held in other Companies	Number of Board Committee memberships held in other Companies
Mr. Harpal Singh*	Non-Independent	4	2
Chairman			
Mr. V.K. Kaul	Independent	9	2
Mr. Malvinder Mohan Singh	Non-Independent (Promoter)	15	3
Mr. Shivinder Mohan Singh	- do -	14	2
Mr. U.K. Khaitan	Independent	15	Nil
Mr. V.M. Bhutani	- do -	12	Nil

\* Related to Promoters

## Meetings and Attendance

During the year ended 31<sup>st</sup> March, 2002, Five Board Meetings were held on the following dates: (i) April 28 (ii) July 31 (adjourned for 8<sup>th</sup> August) (iii) August 8 (iv) August 10 (v) October 29 and (vi) January 31.

**Attendance of Directors at Board Meetings and at the Annual General Meeting (AGM) (September 27, 2001)**

Name of the Director	No of Board Meetings attended	Whether attended the AGM
Mr. Harpal Singh-Chairman	3	Yes
Mr. V.K. Kaul	5	No
Mr. Malvinder Mohan Singh	5	Yes
Mr. Shivinder Mohan Singh	5	Yes
Mr. U.K. Khaitan	None	No
Mr. V.M. Bhutani	5	Yes

## 3. COMMITTEE OF THE BOARD

## 1. Audit Committee

## Terms of Reference :

The role of the audit committee includes overseeing the financial reporting process and disclosure of financial information, recommending appointment/removal of statutory auditors and fixing their remuneration, reviewing the financial statement before submission to the board, reviewing adequacy of internal control systems.

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**Composition & Meetings :**

The Audit Committee was constituted on June 27,2000. The Committee met thrice during the year. The attendance of the members of the meeting were as follows:

Name of the member	Status	No. of meetings attended
Mr. V.K. Kaul - Chairman	Independent	3
Mr. Malvinder Mohan Singh	Non-Independent	3
Mr. Shivinder Mohan Singh	- do -	3

Mr. Ujval Mehta, Company Secretary is the secretary of the Committee.

**2. Remuneration of Directors/Remuneration Committee**

No remuneration has been paid to any of the Directors of the Company. Accordingly the need for remuneration committee has not arisen.

**3. Shareholder's / Investor's Grievance Committee**

**i) Terms of reference**

The role of the committee includes monitoring and reviewing the mechanism of shares transfers and dematerialisation of shares and looking into the redressing of shareholders complaints and other matters incidental thereto.

**ii) Composition & Attendance of Meetings :-**

During the year ended 31<sup>st</sup> March, 2002, Five Meetings of the committee were held :

Name of the Member	No of meetings attended
1. Mr. Harpal Singh	3
2. Mr. Malvinder Mohan Singh	5
3. Mr. V.M. Bhutani	5
4. Mr. Shivinder Mohan Singh	3

The Company attends the investors grievances/correspondence expeditiously and usually reply is sent within a period of 15 days of receipt, except in cases that are constrained by disputes or legal impediments.

The shareholders/investors Grievance and share Transfer committee reviews the complaints received and the action taken by the company.

The Company received 5 complaints during the year ended 31<sup>st</sup> March,2002 and all the complaints were resolved to the satisfaction of the shareholders. There was no share transfer request pending with the company as on 31<sup>st</sup> March, 2002.

Mr. Ujval Mehta, Company Secretary is the Compliance Officer of the Company.

**4. General Body Meeting**

The last three Annual General Meetings of the Company were held as under :-

Financial Year	Date	Time	Location
2000-2001	27.09.2001	3.00 p.m.	Shah Auditorium, Raj Niwas Marg, Delhi 110 054
1999-2000	18.09.2000	10.00 a.m.	Shah Auditorium, Raj Niwas Marg, Delhi 110 054
1998-1999	30.08.1999	10.00 a.m.	Shah Auditorium, Raj Niwas Marg, Delhi 110 054

No special resolution was put through postal ballot last year nor it is proposed to put any special resolution to vote through postal ballot this year.



**5. Disclosures****A. Related Party Transactions**

The Company has not entered into any transaction of material nature with the promoters, the Director or the management, their subsidiary or relative etc. that may have any potential conflict with the interests of the Company.

**B. Compliance by the Company**

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years; no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities relating to the above.

**6. Means of Communication**

- (a) In compliance with the requirements of Listing Agreement, the Company regularly intimates unaudited as well as audited financial results to the Stock Exchanges immediately after they are taken on record by the Board. These financial results are normally published in the Pioneer (English newspaper) and Veer Arjun (Hindi newspaper). The results are not sent individually to the shareholders.
- (b) Management Discussion and Analysis Report forms part of the Report of the Directors.
- (c) Shareholder's Information:

Events	Date of Board Meeting / Annual General Meeting	Publishing date
Last Annual General Meeting held on	September 27, 2001	-

Third Quarter results (1<sup>st</sup> October, 2001 to 31<sup>st</sup> December, 2001)

January 31, 2002

February 2, 2002

Fourth Quarter results (1<sup>st</sup> January, 2002 to 31<sup>st</sup> March, 2002)

June 29, 2002

July 1, 2002

**7. Dates of Book Closure**

The Share Transfer Books and Register of Members of the Company will remain closed from September 24, 2002 to September 27, 2002 (both days inclusive)

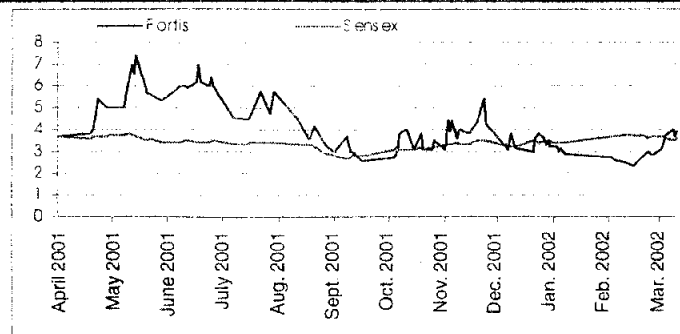
**8. Listing of Equity Shares on Stock Exchanges, etc.**

The Company's shares are listed and were traded on the Stock Exchanges at Delhi, Mumbai and on National Stock Exchange (as permitted category upto January 21, 2002) and the listing fees for the year 2001-2002 and 2002-2003 have been paid to these Stock Exchanges.

**Stock Market price for the year**

Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High	Low
April	3.65	3.65	4.75	4.00
May	7.45	3.05	6.00	4.00
June	7.45	4.80	6.75	4.05
July	6.75	4.55	7.50	5.00
August	5.75	4.50	6.75	5.00
September	4.20	2.50	4.50	2.30
October	4.00	2.60	5.90	3.05
November	4.50	2.75	5.25	4.00
December	5.40	2.70	3.70	3.70
January	4.15	2.60	4.20	3.60
February	2.75	2.50	—	—
March	4.00	2.35	—	—

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**9. Share Transfer**

**For shares held in Physical Mode**

Company Secretary  
Fortis Financial Services Limited  
210, Taj Building, Dr. D. N. Road, Fort,  
Mumbai 400 001.

**For shares held in Depository Mode**

In-House Share Registry  
3, Community Centre, Naraina Ind. Area,  
Phase-I, New Delhi -110 028.

**10. Share Transfer System**

With a view to expedite the process of share transfers, the Board of Directors of the Company has delegated the power of share transfer to some of the Directors with appropriate individual limits. The delegated Director(s) attends the share transfer formalities at least once in a fortnight. The shares for transfers received in physical mode by the Company, are transferred expeditiously and thereafter option letter for simultaneous demat of shares are being sent within a period of 20 to 25 days from the date of receipt, provided the documents are complete and the shares under transfer are not under dispute. The share certificates duly endorsed are being returned immediately to those who do not opt for simultaneous transfer cum dematerialisation. Confirmation in respect of the requests for dematerialisation of shares is sent to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 15 days.

**Dematerialisation of Shares**

The shares of the Company are in compulsory demat segment. The Company's shares are available, for trading in the depository systems, of both the National Securities Depository Limited and the Central Depository Services (India) Limited. As on March 31, 2002, 2,28,89,975 Equity Shares of the Company, forming 89% of the Share Capital of the Company, stand dematerialized.

**International Securities Identification Number – INE 991C01018 (with NSDL and CDSL)**

**Distribution of Shareholding as on March 31, 2002**

Shares holding of nominal value of (Rs.)	Number of Shareholders	Amount of Shareholding (Rs.)	Percentage (%)
Upto 2,500	18,505	1,82,93,460	7.07
2,501-5,000	1,508	58,16,370	2.25
5,001-10,000	585	45,44,840	1.76
10,001-20,000	225	32,70,770	1.26
20,001-30,000	57	14,30,990	0.55
30,001-40,000	18	6,33,280	0.25
40,001-50,000	25	11,64,500	0.45
50,001-1,00,000	37	24,84,000	0.96
1,00,001 and Above	30	22,09,65,540	85.45
<b>Total</b>	<b>20,990</b>	<b>25,86,03,750</b>	<b>100.00</b>