

EXPANDING HORIZONS----



**IFGL Refractories Ltd**

Annual Report 2009-2010

## **FORWARD LOOKING STATEMENT**

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospect and take informed investment decisions. This Report and other statements – written and oral – that we periodically make, contain forward-looking statements that set out anticipated results based on the management’s plans and assumptions. We have tried wherever possible to identify such statements by using words such as ‘anticipate’, ‘estimate’, ‘expects’, ‘projects’, ‘intends’, ‘plans’, ‘believes’, and words of similar substance in connection with any discussion of future performance.

We can not guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

## CORPORATE INFORMATION

**CHAIRMAN EMERITUS**  
B P Bajoria (wef 10th May, 2010)

**BOARD OF DIRECTORS**  
K Dalmia  
M Kusakabe (upto 10th May, 2010)  
O Matsuura  
D G Rajan  
Prof A N Sadhu  
K S B Sanyal  
Sadayoshi Tateishi (wef 10th May, 2010)

**CHAIRMAN**  
S K Bajoria

**MANAGING DIRECTOR**  
P Bajoria

**COMPANY SECRETARY**  
R Agarwal

**MAIN BANKERS**  
The Hongkong & Shanghai Banking Corporation Ltd  
State Bank of India  
HSBC Bank plc  
ICICI Bank UK Ltd

**AUDITORS**  
Grant Thornton UK LLP  
Price Waterhouse

**HEAD & CORPORATE OFFICE**  
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Kolkata - 700 001  
Phone : +91 33 22482411  
Fax : +91 33 22430886/22480482  
E-mail : ifgl@bajoria.in  
Website : www.ifglref.com

**REGISTERED OFFICE & WORKS**  
Sector 'B', Kalunga Industrial Estate  
PO : Kalunga - 770 031, Near Rourkela  
Dist : Sundergarh, Orissa  
Phone : +91 661 2660195, Fax : +91 661 2660173  
E-mail : ifglworks@bajoria.in



CORPORATE OFFICE

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 21st Annual General Meeting of the Shareholders of IFGL Refractories Limited will be held on Saturday, 31st July 2010 at 11 AM at the Registered Office situated at Sector `B', Kalunga Industrial Estate, P.O. Kalunga 770 031, Dist. Sundergarh, Orissa to transact following Business :

### Ordinary Business :

1. To receive, consider and adopt Profit and Loss Account for financial year ended 31st March 2010 and Balance Sheet as on that date and Schedules and Notes forming part thereof and the Reports of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for financial year ended on 31st March 2010.
3. To appoint a Director in place of Prof A N Sadhu, who retires by rotation and being eligible, offer himself for re-appointment.
4. To appoint a Director in place of Mr Kunal Dalmia, who retires by rotation and being eligible, offer himself for re-appointment.
5. To appoint Deloitte Haskins & Sells (Regn No. 302009E), Chartered Accountants, who have signified their willingness and that their appointment will be within the prescribed limit, as Statutory Auditors and to authorise the Board to fix their remuneration including terms of payment.

Existing Statutory Auditors, Price Waterhouse, Chartered Accountants will cease to hold their office on conclusion of this Annual General Meeting and have expressed their inability to offer themselves for re-appointment.

### Special Business :

6. To consider and if thought fit, with or without modification(s), to pass the following resolution as an Ordinary Resolution :  
"Resolved that Mr Sadayoshi Tateishi, who was appointed as a Casual Director as per provisions of Section 262 of the Companies Act, 1956 (the Act) in the meeting of Board of Directors of the Company held on Monday, 10th May 2010 and whose term expires at the ensuing Annual General Meeting and in respect of whom the Company has received a Notice under Section 257 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement by rotation."

7. To consider and if thought fit, with or without modification(s), to pass the following resolution as a Special Resolution :  
"Resolved that pursuant to provisions of Sections 198, 269, 309 and other applicable provisions of the Companies Act, 1956 (the Act) including Schedule XIII thereof, as amended to date, and other necessary approvals, Mr S K Bajoria be re-appointed as the Whole-time Director of the Company for a period of 5 (five) years with effect from Thursday, 1st April 2010 on terms and conditions as set out in detail in draft of the Agreement proposed to be executed between the Company and Mr Bajoria, a copy whereof is placed before the meeting and for identification is initialled by the Chairman of the meeting of the Board of Directors held on Monday, 10th May 2010, which Agreement also authorises the Board of Directors, based on recommendation of the Remuneration Committee, to increase, reduce, alter or vary the remuneration and perquisites, including the monetary value thereof specified in the said Agreement at any time(s) and from time to time in such manner as the Board of Directors may in its absolute discretion deem fit within the maximum amount payable to Mr Bajoria, which shall not exceed 5% of the Net Profits of the Company, for each of relevant financial year or such other amount and perquisites as may be provided in Section I of Part II of Schedule XIII of the Act, as may be amended from time to time or any equivalent statutory re-enactment thereof.

Resolved further that in the event of loss or inadequate profits in any financial year during the term of Mr Bajoria's office, he shall be paid remuneration and perquisites per month within the limit specified at Section II(C) of Part II of said Schedule as 'minimum remuneration'.

Resolved further that for the purpose of giving effect to above resolutions, the Board of Directors in consultation with and on recommendation of the Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things as may be, in their absolute discretion, deemed necessary, expedient, usual or proper in the best interest of the Company."

8. To consider and if thought fit, with or without modification(s), to pass the following resolution as a Special Resolution :  
"Resolved that pursuant to provisions of Sections 198, 269, 309 and other applicable provisions of the Companies Act, 1956 (the Act) including Schedule XIII thereof, as amended to date, and other necessary approvals, Mr P Bajoria be

**NOTICE OF ANNUAL GENERAL MEETING (Contd.)**

re-appointed as the Whole time Director of the Company for a period of 5 (five) years with effect from Thursday, 1st April 2010 on terms and conditions as set out in detail in draft of the Agreement proposed to be executed between the Company and Mr Bajoria, a copy whereof is placed before the meeting and for identification is initialled by the Chairman of the meeting of the Board of Directors held on Monday, 10th May 2010, which Agreement also authorises the Board of Directors, based on recommendation of the Remuneration Committee, to increase, reduce, alter or vary the remuneration and perquisites, including the monetary value thereof specified in the said Agreement at any time(s) and from time to time in such manner as the Board of Directors may in its absolute discretion deem fit within the maximum amount payable to Mr Bajoria, which shall not exceed 5% of the Net Profits of the Company for each of relevant financial year or such other amount and perquisites as may be provided in Section I of Part II of Schedule XIII of the Act, as may be amended from time to time or any equivalent statutory re-enactment thereof.

Resolved further that in the event of loss or inadequate profits in any financial year during the term of Mr Bajoria's office, he shall be paid remuneration and perquisites per month within the limit specified at Section II(C) of Part II of said Schedule as 'minimum remuneration'.

Resolved further that for the purpose of giving effect to above resolutions, the Board of Directors in consultation with and on recommendation of the Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things as may be, in their absolute discretion, deemed necessary, expedient, usual or proper in the best interest of the Company."

By Order of the Board  
For IFGL REFRACTORIES LIMITED

**R Agarwal**  
Company Secretary

Kolkata  
25th May 2010

**NOTES**

1. **A member entitled to attend and vote at the meeting is also 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, must be lodged with the Company not less than 48 (forty eight) hours before the commencement of the ensuing Annual General Meeting (AGM).**
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of business set out at Item Nos 6 to 8 above is annexed hereto.
3. Corporate Members are requested to send to the Company's Corporate and Head Office, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM.
4. Brief profile of the Directors seeking re-appointment/appointment at the ensuing AGM is annexed hereto in compliance of Clause 49 of the Listing Agreement with Stock Exchanges.
5. The Register of Members and Share Transfer Register will remain closed from Thursday, 22nd July 2010 to Saturday, 31st July 2010 both days inclusive, in connection with ensuing AGM and dividend proposed to be declared thereto.
6. If dividend, as recommended by the Board of Directors, is declared at the ensuing AGM, the payment, subject to provisions of Section 206A of the Companies Act, 1956, will be made on or after Thursday, 5th August 2010 to those shareholders whose names shall appear on the Company's Register of Members.
  - i) as Beneficial Owners as at the end of business hours on Wednesday, 21st July 2010 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in dematerialized form.
  - ii) as Members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before Wednesday, 21st July 2010.
7. With effect from 1st October 2009, the remittance of money through ECS is replaced by National Electronic Clearing Service (NECS). The advantages of NECS over ECS include faster credit of remittance to beneficiary's account, coverage of more branches and ease of operations for remitting agencies.



## **NOTICE OF ANNUAL GENERAL MEETING (Contd.)**

NECS essentially operates on the new and unique bank account number, allotted by banks post implementation of Core Banking Solutions (CBS) for centralised processing of inward instructions and efficiency in handling bulk transactions.

Members are advised to avail NECS facility whereby the dividend will be directly credited electronically to their respective Bank Accounts.

Members holding the Company's shares in dematerialised mode are requested to provide NECS particulars i.e. new Bank Account Number allotted after implementation of CBS along-with a photocopy of a cheque pertaining to the concerned account to their respective Depository Participants (DP), if they have not done so already. In case of failure to provide new account number allotted under CBS to your DP, ECS to old account may either be rejected or returned.

Members holding the Company's shares in physical form who have not opted for NECS are requested to provide their NECS particulars in the 'NECS Mandate Form which may be downloaded from Company's website [www.ifglref.com](http://www.ifglref.com) and sent to the Company or its Registrars and Share Transfer Agent as the case may be.

8. Pursuant to provisions of Section 205A, in force till 30th October 1998, of the Companies Act, 1956, all unclaimed/unpaid dividends for the financial year ended 31st March 1995 of erstwhile Indo Flogates Ltd have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not yet encashed their dividend warrants for the said year are requested to forward their claims in prescribed Form No. II of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to the Registrar of Companies, Orissa, Chalachitra Bhawan, 2nd Floor, Buxi Bazar, Cuttack 753 001.
9. Shareholders who have not yet encashed their Dividend Warrant(s) for financial years ended 31st March 2003, 31st March 2004, 31st March 2005, 31st March 2006, 31st March 2007 and 31st March 2008 issued by the Company are requested to make their claims to the Company accordingly, without any delay. No claims received for Unclaimed dividend relating to financial year 2002-03 will be entertained by the Company on and after Saturday, 28th August 2010 since thereafter same will be transferred to Investor Education and Protection Fund (IEPF).
10. Equity Shares of the Company are available for dematerialisation both with the National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL).

Members holding shares in physical form are requested to notify/send the following to the Registrars and Share Transfer Agent of the Company to facilitate better service :

- i) Any change in their address/mandate/bank details.
- ii) Share Certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.

Members holding shares in Demat form are requested to give all instructions directly to their Depository Participants.

11. Members are requested to quote the Folio No. or Client ID and DP ID numbers in all communications with the Company.
12. Members can avail of the nomination facility, under Section 109A of the Companies Act, 1956, by submitting Form No. 2B of the Companies (Central Govt.'s) General Rules and Forms, 1956 with the Company. Blank forms may be downloaded from Company's website i.e. [www.ifglref.com](http://www.ifglref.com).
13. Presently Equity Shares of the Company are listed both on the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.
14. Reduction and consolidation of Equity Share Capital of the Company was carried out in the year 1996. Members still holding old Share Certificates are requested to surrender the same and obtain fresh Certificates in lieu thereof.
15. Persons who have become members of the Company consequent upon amalgamation of Indo Flogates Ltd, are requested to surrender Certificates relating to their holding in said Company for despatch of new Certificates relating to their shareholding in the Company.

**NOTICE OF ANNUAL GENERAL MEETING (Contd.)****Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Item Nos 6 to 8 of the Notice****Item No. 6**

Mr Sadayoshi Tateishi, a Senior Executive of Krosaki Harima Corporation, Japan, was appointed by your Directors as a Casual Director as per provisions of Section 262 of the Companies Act, 1956 (the Act) of your Company on Monday 10th May 2010 in casual vacancy caused by resignation of Mr Masa Kusakabe. His term to hold said office shall expire at the ensuing Annual General Meeting. Your Company has however received a Notice under Section 257 of the Act, from a member proposing his candidature for the office of Director for further period liable to retire by rotation. Resolution mentioned at Item No. 6 of the Notice is meant for this purpose and your Directors recommend passing thereof unanimously. None of the Directors other than Mr Tateishi is concerned or interested in passing of proposed resolution.

**Item No. 7**

Tenure of Mr S K Bajoria as the Managing Director of the Company recently finished on 31st March 2010. However, the Board of Directors, based on recommendations of the Remuneration Committee, at their meeting held on Saturday, 30th January 2010, re-appointed him as the Managing Director of the Company for further period of five years from Thursday, 1st April 2010 pursuant to relevant Sections of the Companies Act, 1956 and Section I of Part II of Schedule XIII forming part thereof as amended to date. The Board of Directors based on recommendation of the Remuneration Committee, in their meeting held on Monday, 10th May 2010 elevated Mr Bajoria to the position of Chairman and also finalised his remuneration, terms and conditions of his re-appointment, effective 1st April 2010, which are set out in detail in draft of the Agreement proposed to be executed between the Company and him, a copy whereof was initialled by the Chairman of said Board meeting for identification and salient features whereof are given below.

"Total remuneration and perquisites including monetary value thereof at any time and from time to time shall be within the maximum amount payable, which in no event shall exceed 5% of the Net Profit of the Company for each of the relevant financial year or such other amount and perquisites, as might be provided in Section I of Part II of Schedule XIII of the Act, as may be amended from time to time, or any equivalent statutory re-enactment thereof, except that in the event of loss or inadequate profits in any financial year during his term of office, remuneration and perquisites payable per month shall be within the limit specified at Section II(C) of Part II of said Schedule of the Act as "minimum remuneration" and that said Agreement authorizes the Board of Directors, based on recommendation of the Remuneration Committee, to increase, reduce, alter or vary the remuneration and perquisites including monetary value thereof specified in said agreement and reproduced, in brief, herein below at any time(s) and from time to time in such manner as the Board of Directors may, in its absolute discretion, deem fit, proper and necessary.

- Basic Salary in the scale of Rs. 625,000 - Rs. 50,000 - Rs. 825,000 per month.
- Reimbursement at actual of medical expenses for self and family.
- Leave Travel Concession for self and family once in a year.
- Fees of Clubs (excluding Admission and Life Membership fees).
- Personal Accident Insurance as per Company's scheme.
- Provident Fund, Superannuation and Gratuity benefits, as per Schemes of the Company.
- Commission at the rate of 1 (one) % per annum of Net Profit.

Mr Bajoria will not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof of the Company. His appointment is liable to be terminated by giving three months' notice from either side or by giving three months' salary in lieu of notice.

As Chairman of the Company, Mr Bajoria will continue to be responsible for overall management and affairs of the Company, subject to the superintendence, control and directions of the Board of Directors."

The Board of Directors are of the opinion that appointment of Mr Bajoria as Chairman is in the interest of the Company. Under his leadership, the Company has continued to scale new heights both in terms of performance and profitability.

In compliance of provisions of Section 309 and other applicable provisions, if any, of the Act, the terms of appointment of Mr Bajoria as Chairman of the Company are placed before the Members in General Meeting for approval and the Board of Directors recommend passing of the resolution proposed therefor unanimously.

## **NOTICE OF ANNUAL GENERAL MEETING (Contd.)**

None of the Directors other than Mr Bajoria himself is, either directly or indirectly, concerned or interested in passing of proposed resolution.

This explanation together with the proposed resolution is and should be treated as an abstract under Section 302 of the Act.

### **Item No. 8**

Tenure of Mr P Bajoria as the Director & Chief Executive of the Company recently finished on 31st March 2010. However, the Board of Directors, based on recommendation of the Remuneration Committee, at their meeting held on Saturday, 30th January 2010, re-appointed him as the Director & Chief Executive of the Company for further period of five years from Thursday, 1st April 2010 pursuant to relevant Sections of the Companies Act, 1956 and Section I of Part II of Schedule XIII forming part thereof as amended to date. The Board of Directors based on recommendation of the Remuneration Committee, in their meeting held on Monday, 10th May 2010 elevated him to the position of Managing Director and also finalised his remuneration, terms and conditions of his re-appointment, effective 1st April 2010, which are set out in detail in draft of the Agreement proposed to be executed between the Company and him, a copy whereof was initialled by the Chairman of said Board meeting for identification and salient features whereof are given below.

"Total remuneration and perquisites including monetary value thereof at any time and from time to time shall be within the maximum amount payable, which in no event shall exceed 5% of the Net Profit of the Company for each of the relevant financial year or such other amount and perquisites, as might be provided in Section I of Part II of Schedule XIII of the Act, as may be amended from time to time, or any equivalent statutory re-enactment thereof, except that in the event of loss or inadequate profits in any financial year during his term of office, remuneration and perquisites payable per month shall be within the limit specified at Section II(C) of Part II of said Schedule of the Act as "minimum remuneration" and that said Agreement authorizes the Board of Directors, based on recommendation of the Remuneration Committee, to increase, reduce, alter or vary the remuneration and perquisites including monetary value thereof specified in said agreement and reproduced, in brief, herein below at any time(s) and from time to time in such manner as the Board of Directors may, in its absolute discretion, deem fit, proper and necessary.

- Basic Salary in the scale of Rs. 550,000 - Rs. 100,000 - Rs. 950,000 per month.
- House Rent Allowance equivalent to 20% of Basic Salary per month.
- Reimbursement at actual of Electricity, Gas and Water and Furnishings.
- Reimbursement of medical expenses at actuals for self and family.
- Leave Travel Concession for self and family once in a year.
- Fees of Clubs (excluding Admission and Life Membership fees).
- Personal Accident Insurance as per Company's Scheme.
- Provident Fund, Superannuation and Gratuity benefits, as per Schemes of the Company.
- Commission at the rate of 1(one) % per annum of Net Profit.

Mr Bajoria will not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof of the Company. His appointment is liable to be terminated by giving three months' notice from either side or by giving three months' salary in lieu of notice.

As Managing Director of the Company, Mr Bajoria will continue to be responsible for management and affairs of the Company, subject to the superintendence, control and directions of the Board of Directors and Chairman."

The Board of Directors are of the opinion that appointment of Mr Bajoria as Managing Director is in the interest of the Company. Without his contributions, the Company may not have achieved unprecedented performance and profitability.

In compliance of provisions of Section 309 and other applicable provisions, if any, of the Act, the terms of appointment of Mr Bajoria as Managing Director of the Company are placed before the Members in General Meeting for approval and the Board of Directors recommend passing of the proposed resolution unanimously.

None of the Directors, other than Mr Bajoria himself is, either directly or indirectly, concerned or interested in passing of proposed resolution.

This explanation together with the proposed resolution is and should be treated as an abstract under Section 302 of the Act.



**NOTICE OF ANNUAL GENERAL MEETING (Contd.)****Particulars relating to Directors seeking re-appointment/appointment pursuant to Clause 49(IV)(G)(i) of the Listing Agreement****Prof A N Sadhu**

Prof A N Sadhu, is a Fellow Member of the Institute of Chartered Accountants of India and the Institute of Chartered Accountants of England and Wales. He was Partner of Price Waterhouse, Chartered Accountants from 1st January 1978 and retired therefrom as Managing Partner on 31st March 1996. He was Professor in Finance with Vinod Gupta School of Management, IIT situated at Kharagpur ( West Bengal in India) till December 2009. He was appointed as a Director of the Company on 29th January 2001 and continues to hold said office since then. He is also Director of following Public and Private Companies :

1. M M Aqua Technologies Ltd
2. Tega Industries Ltd
3. Khadim India Ltd
4. Heritage Health TPA Pvt Ltd

Prof A N Sadhu is Member/Chairman of Board Committees of Khadim India Ltd and Tega Industries Limited apart from that of the Company.

Presently, he is holding both directly and indirectly, only 850 Equity Shares of Rs 10/- each fully paid-up of the Company.

**Mr Kunal Dalmia**

Mr Kunal Dalmia is a Graduate from Madras University and has done Ownership/President Management Programme from Harvard Business School in the year 2006. He is a well known businessman based in Kolkata and has extensive knowledge of export and import business. In 2005, he took over the management of Arcelor Mittal Refractories (formerly known as PMO Komex), a refractory plant situated in Poland. He is also a Director of Punalur Paper Mills Limited and several Private Limited Companies. He however is not Member/Chairman of any Board Committee.

Presently, he does not hold either directly and indirectly any Equity Shares of the Company.

**Mr Sadayoshi Tateishi**

Mr Sadayoshi Tateishi, a Graduate from Kyushu University (Japan), is a Senior Executive of Krosaki Harima Corporation, Japan and has working experience of more than 25 years. He does not hold office of director of any Indian Company other than the Company.

Presently, he does not hold either directly and indirectly any Equity Shares of the Company.

**Mr S K Bajoria**

Mr S K Bajoria, is son of Mr B P Bajoria and a well known Industrialist. He is the Promoter of S K Bajoria Group based at Kolkata engaged in diversified business activities like manufacture of Specialised Refractories for the Steel Industry, Composite Insurance Broking, Third Party Administration for Health and Travel Insurance. He is Director of various Private and Public Companies. He however is not Member/Chairman of any other Board Committees apart from that of the Company.

In past, he has been Honorary Vice Consul of Denmark in Kolkata, President of the Indian Chamber of Commerce, Director of West Bengal Industrial Development Corporation Ltd and Industrial Promotion & Investment Corporation of Orissa Ltd. He has been decorated by Knighthood from Denmark and Italy.

**Mr P Bajoria**

Mr P Bajoria is son of Mr Anandilall Bajoria. He has been associated with IFGL from the very early days of Indo Flogates, even before the commencement of production. He has been Director & Chief Executive of erstwhile Indo Flogates Ltd. He has more than 30 years of experience of Refractory Industry and has been involved in various capacities in Indian Refractories Makers Association. He is Director of various Private and Public Companies. He however is not Member/Chairman of any other Board Committees apart from that of the Company.

## DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT TO THE SHAREHOLDERS

### *Dear Shareholders*

Your Directors are happy to present the 21st Annual Report together with Profit and Loss Account for financial year ended on 31st March 2010 and Balance Sheet as on that date.

Performance of your Company for financial year ended on 31st March 2010 on stand-alone and consolidated basis is summarized below :

(Rs. in Millions)

	Stand-alone		Consolidated	
Sales (Net of Excise Duty)	<b>1,752.28</b>		<b>4,152.33</b>	
Other Income	<u>5.37</u>	<b>1,757.65</b>	<u>34.19</u>	<b>4,186.52</b>
Less : Total Expenses	<b>1,461.71</b>		<b>3,568.90</b>	
Interest	<u>26.78</u>	<b>1,488.49</b>	<u>45.24</u>	<b>3,614.14</b>
Gross Profit after Interest but before Depreciation and Taxation		<b>269.16</b>		<b>572.38</b>
Less : Depreciation		<u>45.32</u>		<u>75.22</u>
<b>Profit before Tax</b>		<b>223.84</b>		<b>497.16</b>
Less : Provision for Current Tax		<u>77.00</u>		<u>155.07</u>
<b>Profit after Current Tax and before Deferred Tax</b>		<b>146.84</b>		<b>342.09</b>
Less : Provision for Deferred Tax		<u>(0.54)</u>		<u>(0.56)</u>
<b>Profit after Tax</b>		<b>147.38</b>		<b>342.65</b>
Add : Minority Interest		<u>-</u>		<u>0.39</u>
Profit after Tax and Minority Interest		<b>147.38</b>		<b>343.04</b>
Add: Profit brought forward from previous year		<u>470.57</u>		<u>650.44</u>
<b>Profit available for appropriation</b>		<b>617.95</b>		<b>993.48</b>

Total Income, Profit before Tax and Profit after Tax on stand-alone basis are higher by Rs. 82.59 Millions (4.9%), Rs. 23.66 Millions (11.8%) and Rs. 20.50 Millions (16.2%) respectively compared to that of previous year ended on 31st March 2009. Similarly Total Income, Profit before Tax and Profit after Tax and Minority Interest on consolidated basis are higher by Rs. 180.99 Millions (4.5%), Rs. 369.39 Millions (289.3%) and Rs. 281.93 Millions (461.4%) respectively. **Earning per Share on stand-alone and consolidated basis is Rs. 4.26 and Rs. 9.91 compared to Rs. 3.67 and Rs. 1.77 relating to previous year ended on 31st March 2009.**

**After one of the sharpest down turn the World has ever seen, it is heartening to note that most of the countries are now enroute to recovery though at varied pace, with some still reeling under its affect. Your Company's performance, as reported above, has been very satisfactory and is a source of future optimism.**