

# INDOKEM LIMITED



**38th Annual Report  
2003-2004**



# INDOKEM LIMITED

**BOARD OF DIRECTORS**

: SHRI MAHENDRA K. KHATAU  
*Chairman & Managing Director*  
SHRI N.S. PARULEKAR  
SHRI ANIL K. KHATAU  
SMT. LEELA K. KHATAU  
SHRI M. SARIN  
*Executive Director*  
SHRI V.K. SHARMA  
(Nominee of UTI)

**AUDIT COMMITTEE**

: SHRI N.S. PARULEKAR  
*Chairman*  
SHRI MAHENDRA K. KHATAU  
SHRI ANIL K. KHATAU

**SHAREHOLDERS'/INVESTORS'  
GRIEVANCE COMMITTEE**

: SHRI N.S. PARULEKAR  
*Chairman*  
SHRI MAHENDRA K. KHATAU  
SHRI ANIL K. KHATAU

**COMPANY SECRETARY**

: H.K. BIJLANI

**BANKERS**

: UNION BANK OF INDIA  
STATE BANK OF TRAVANCORE  
DEVELOPMENT CREDIT BANK LIMITED  
BANK OF INDIA  
STATE BANK OF INDIA COMMERCIAL & INTERNATIONAL BANK LTD.  
ANDHRA BANK  
THE SHAMRAO VITHAL CO-OP. BANK LTD.

**AUDITORS**

: Messrs. NANUBHAI DESAI & COMPANY

**REGISTRAR & SHARE  
TRANSFER AGENT**

: Messrs. SHAREX (INDIA) PVT. LTD.  
17/B, Dena Bank Building, 2nd Floor,  
Horniman Circle, Fort, Mumbai - 400 001.  
Tel. No.: 22702485/22641376  
Fax No.: 22641349

**REGISTERED OFFICE**

: Khatau House, 1<sup>st</sup> Floor  
Mogul Lane, Mahim (West),  
Mumbai - 400 016.  
Tel. No. 24461975/24450050  
Fax No.: 91-22-24458139/24440826

**FACTORY**

: Plot No. 2900  
GIDC Industrial Estate  
District Bharuch  
Ankleshwar, GUJARAT



## NOTICE

NOTICE is hereby given that the Thirty-eighth Annual General Meeting of the Members of Indokem Limited (formerly known as Khatau Junker Limited) will be held at Khatau House, First Floor, Mogul Lane, Mahim (W), Mumbai - 400 016 on Friday the 17th September, 2004 at 4.00 P.M. for the purpose of transacting the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31<sup>st</sup> March, 2004 and the Balance Sheet as at that date, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anil K. Khatau, who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mrs. Leela K. Khatau, who retires by rotation and, being eligible, offers herself for reappointment.

### SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION :

"RESOLVED THAT M/s. Sheth Doctor & Associates, Chartered Accountants, Mumbai be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General meeting of the Company in place of retiring Auditors, M/s. Nanubhai Desai & Co., Chartered Accountants, Mumbai on a remuneration of Rs.1,50,000/- (Rupees One Lac Fifty Thousand Only) per annum in addition to the reimbursement of travelling and all other out-of-pocket expenses incurred in connection with the audit."

Report Junction.com

By Order of the Board  
For INDOKEM LIMITED

**H. K. BIJLANI**

*Company Secretary*

Registered Office:  
Khatau House, 1<sup>st</sup> Floor,  
Mogul Lane, Mahim,  
Mumbai - 400 016.

Dated: 26th July, 2004

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of item No.4 as set out above is annexed herewith.
3. The Register of Members and Transfer Books of the Company will be closed from Wednesday the 8<sup>th</sup> September, 2004 to Friday the 10<sup>th</sup> September, 2004 (both days inclusive).
4. Members are requested to notify any change of their address including Transfer's etc. to the Company's Share Registrar & Transfer Agent office at Sharex (India) Pvt. Ltd., 17/B, Dena Bank Building, 2<sup>nd</sup> Floor, Horniman Circle, Fort, Mumbai - 400001 or at Regd. Office Khatau House, Mogul Lane, Mahim (W), Mumbai- 400016.

## 5. INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT :

Name	Age	Qualification	Experience	Other Directorships
Mr. Anil K. Khatau	44	B.S. (Text.)	Industrialist (20 years)	1) Carona Ltd. 2) Refnol Resins & Chemicals Ltd. 3) Sovereign Trading Enterprises Limited 4) Khatau Holdings & Trading Co. P. Ltd. 5) Vindhyapriya Holdings Pvt. Ltd. 6) Khatau Makanji & Co. Pvt. Ltd. 7) Carona Exim Ltd. 8) Priyanilgiri Holdings P. Ltd. 9) Khatau Leasing & Finance Co. Pvt. Ltd. 10) MKK Holdings Pvt. Ltd. 11) Makem Financial & Consultancy Services P. Ltd. 12) Scintillator Finance & Investments P. Ltd. 13) Bizzarinni Finance & Investments P. Ltd.
Mrs. Leela K. Khatau	73	B.A.	Industrialist (15 years)	1) Emerald Capital Services P.Ltd. 2) Radio Components & Transistors Co. Ltd. 3) Priyamvada Holdings Ltd.

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.****Item No.4 :**

Due to reconstitution of the firm, the retiring Auditors, M/s. Nanubhai Desai & Co. has expressed their inability to continue as Auditors for the financial year 2004-05. Accordingly, the Company has received Special Notice from the Member under Section 225 of the Companies Act, 1956 proposing to appoint M/s. Sheth Doctor & Associates, Chartered Accountants, 518, Sir Vithaldas Chambers 16, Bombay Samachar Marg, Fort, Mumbai - 400 023 as Auditors in place of retiring Auditors, M/s. Nanubhai Desai & Co.

M/s. Sheth Doctor & Associates, Chartered Accountants have confirmed to the effect that their appointment as Auditors, if made, at the ensuing Annual General Meeting will be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

The Members are requested to appoint M/s. Sheth Doctor & Associates, Chartered Accountants as Auditors of the Company from the conclusion of 38<sup>th</sup> Annual General Meeting till the conclusion of next Annual General Meeting.

The resignation letter dated 22<sup>nd</sup> July, 2004 of M/s. Nanubhai Desai & Co. is available for inspection to the Members.

By Order of the Board  
For INDOKEM LIMITED

**H. K. BIJLANI**  
Company Secretary

Registered Office:  
Khatau House, 1<sup>st</sup> Floor,  
Mogul Lane, Mahim,  
Mumbai - 400 016.

Dated: 26th July, 2004



## DIRECTORS' REPORT

To,  
The Members,

Your Directors have pleasure in presenting their 38<sup>th</sup> Annual Report and Accounts for the year ended 31<sup>st</sup> March, 2004.

	31.03.2004	(Rs. In Lacs) 31.03.2003
<b>FINANCIAL RESULTS:</b>		
Total Income (Net of Increase/Decrease in inventories)	<b>81,62.61</b>	79,93.19
Operating Profit before Interest & Finance charges, Depreciation & Tax	<b>8,03.04</b>	9,49.29
Less: Interest & Finance charges	<b>3,89.92</b>	4,38.65
Profit/(Loss) after Interest & Finance charges but before Depreciation & Tax	<b>4,13.12</b>	5,10.64
Less: Depreciation	<b>2,99.35</b>	2,99.69
Profit/(Loss) before tax	<b>1,13.77</b>	2,10.95
Less: Provision for wealth tax	<b>(0.02)</b>	(0.08)
Less: Prior period items	<b>(2.21)</b>	(9.23)
Less: Short provision for Tax in respect of earlier year.	<b>(0.97)</b>	—
Profit/(Loss) after tax	<b>1,10.57</b>	2,01.64
Add: Amount drawn from Share Premium Account	—	3.59
Less: Capital Issue Expenses	—	(3.59)
Less: Provision for Gratuity for earlier year	<b>(38.23)</b>	—
Add: Amount drawn from Capital Reserve and Debenture Redemption Reserve	<b>2.29</b>	38.98
Deficit brought forward from last year	<b>(12,46.53)</b>	(14,87.16)
Deficit carried to Balance Sheet	<b>(11,71.91)</b>	(12,46.53)

### REVIEW OF OPERATIONS:

#### SALES, PROFITABILITY AND PRODUCTION:

The Company achieved the turnover of Rs.77.99 crores during the year under review against the turnover of Rs.76.46 crores in the previous year, showing an increase of 2%.

The turnover in the trading division was Rs.39.92 crores during the year under review as compared to Rs.34.62 crores in the previous year and the sales of manufacturing products was Rs.38.09 crores during the year (Production of 447 MTS Vat Dyes) as compared to Rs.41.84 crores in the previous year (Production of 442 MTS Vat Dyes).

In the export market, company could maintain the same turnover as last year inspite of recession in US textile market and rupee going stronger against US Dollar.

#### PROSPECTS:

The performance of the company during the current financial year is expected to remain at the level of the performance of the company as of the last financial year. This is in view of the fact that there is stiff competition amongst the players in the business, increase in the prices of all raw materials and due to increase in the petroleum based raw materials and reduction in selling prices of all the products in domestic as well as international markets. Nonetheless the company is trying to accept the profitable orders and control the costs wherever possible.

#### DIVIDEND:

Though company has made profits in the current year, it is unable to declare any dividend in view of the carry forward losses from the previous years.

#### FINANCE:

The cash generations from operations during the year 2003-04 were good. They were more or less on the same lines of the cash generations for the financial year 2002-03. However, the liquidity crunch faced by the company was due to payments made by the company to financial institutions and banks. The company is poised to put in best efforts to achieve the optimum level of production. However, due to paucity of funds, the factory does not get all the required raw material inputs at a time, resulting into imbalance supply of raw materials, which leads to the delay in supplying the finished goods to the customers.

The negotiations with the financial institutions and banks for modifications in the original one-time-settlement orders are in advance stage. The company expects that the new OTS orders will be issued by the financial institutions and banks in a couple of weeks time.

**FIXED DEPOSITS:**

The Company held deposits from public aggregating to Rs. 33,000/- (Previous year Rs. 48,000/-) as on 31<sup>st</sup> March, 2004 & same remained unclaimed till date.

**INSURANCE:**

All the assets of the Company including Plant & Machinery, Building, Stocks etc. are adequately insured.

**SUBSIDIARY COMPANIES:**

Pursuant to Section 212 of the Companies Act, 1956, the Audited Accounts with the Auditors' and Directors' Reports of the subsidiary companies Kapsales Electricals Limited, Tracklightning Finance and Investments Limited and Royaltern Finance and Investments Limited for the year ended 31<sup>st</sup> March, 2004 are annexed hereto.

Kapsales Electricals Limited has incurred a loss of Rs.36.03 Lacs during the year and the accumulated losses as on 31.03.2004 stands at 1,037.21 Lacs. The loss has arisen due to under utilization of production capacity for want of banking facilities like L/Cs, Guarantees etc. The Company is unable to avail these facilities from the bank as the company's accounts is irregular due to losses suffered during the last three years.

As stated in the last Annual Report since accumulated losses have exceeded the net worth, the company has been registered as a Sick Industrial Company with the BIFR.

**DIRECTORS' RESPONSIBILITY STATEMENT :**

The Board of Directors of the Company confirms :

- i) that in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure;
- ii) that such selected accounting policies were applied consistently and the directors 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 as at March 31, 2004 and of the Profit of the Company for the year ended on that date;
- iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the annual accounts have been prepared on a going concern basis.

**DIRECTORS:**

Mr. A.K. Khatau and Mrs. Leela K. Khatau retire by rotation at the conclusion of this Annual General Meeting and being eligible, offer themselves for reappointment.

**CORPORATE GOVERNANCE:**

Disclosures on the points relating to the Corporate Governance are given in Annexure – 1 to this report.

**MANAGEMENT DISCUSSION AND ANALYSIS:**

The Company is manufacturing Vat Dyes at Plot No.2900, GIDC Industrial Estate, Dist. Bharuch, Ankleshwar, Gujarat. The Company cater to both Domestic and International market. Our products have application in important industries like textiles etc. The Company has geared up production significantly to meet the demand. We have a good team of technical and commercial professionals and expertise in Dyes, Manufacturing and Marketing.

Apart from manufacturing of Vat Dyes, the Company is also involved in marketing of various other dyestuff like Reactive Dyes, Direct Dyes, Acid Dyes and Naphthol Bases Speciality Textile Auxiliaries and Sizing Chemicals used by Textile Industry. Further, our Technical Executives are spread over various parts of the country that not only provide Technical services to our customers for our products, but also help their clients in solving their own Technical problems. This has resulted into a relationship where our Company is looked upon by many of our customers as partners in business and not just as suppliers.

Profitability for the year was affected due to increasing competition from both local manufacturers and imports, as well as steep increase in raw material prices, especially petrochemicals. During the current financial year performance is expected to remain at the same level as the last financial year. However, the Company is trying its best efforts to achieve optimum level of production.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

There is Internal Control System in the Company through adequate Internal Audit and regular operations review etc.

**AUDITORS:**

Due to reconstitution of the firm, the retiring Auditors, M/s. Nanubhai Desai & Co. has expressed their inability to continue as Auditors for the financial year 2004-05. Accordingly, the Company has received Special Notice from the Member under Section 225 of the Companies Act, 1956 proposing to appoint M/s. Sheth Doctor & Associates, Chartered Accountants, 518, Sir Vithaldas Chambers 16, Mumbai Samachar Marg, Fort, Mumbai – 400 023 as Auditors in place of retiring Auditors, M/s. Nanubhai Desai & Co.





M/s. Sheth Doctor & Associates, Chartered Accountants have confirmed to the effect that their appointment as Auditors, if made, at the ensuing Annual General Meeting will be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

#### AUDITORS' REMARKS:

The auditors have commented on the diminution in the value of Investments in one of the Subsidiary Company i.e. Kapsales Electricals Limited.

As explained in the Note No.7 of the Accounts, the Company is awaiting relief package and in view of the above, no provision has been made.

#### EMPLOYEES:

Information as per Section 217(2A) of the Companies Act, 1956 read with the Companies (Particular of Employees) Rules, 1975 is not applicable to the Company as none of the employees are drawing salary more than Rs.24 lacs per annum.

The employees have extended their full support and valuable contribution which helped the Company to carry on the business under difficult conditions caused by liquidity crunch. The Company and the management convey their appreciation and thankfulness for the same.

#### CONSERVATION OF ENERGY:

A Statement showing particulars as per Form A, under Section 217(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given as Annexure 2 and forms part of this Report.

#### RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION:

Research and development activities were more focussed on process improvement to reduce raw material cost and to save on time cycles. Developments in Laboratory are being implemented at plant.

Company could introduce couple of new products to the range and envisages good demand from export market.

#### FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of expenditure and earning in foreign currencies during the period under review are as under:

	31.03.2004	(Rs. In '000) 31.03.2003
i) EXPENDITURE IN FOREIGN EXCHANGE CAPITAL		
<u>Value of imports on C.I.F. basis</u>		
Raw Material	4,87,61	6,37,89
Travelling	6,51	7,10
Commission	16,24	8,52
Others	—	1,54
Total	5,10,36	6,55,05
ii) EARNINGS IN FOREIGN EXCHANGE		
F.O.B. value of exports	16,70,51	16,49,10
Technical Fees earned	23,50	3,95
Total	16,94,01	16,53,05

#### ACKNOWLEDGEMENT:

The Board expresses its gratitude to the Company's Bankers, the participating Financial Institutions, Customers and Government Agencies for their continuous help, co-operation and support.

For and on behalf of the Board

**MAHENDRA K. KHATAU**

*Chairman & Managing Director*

Registered Office:  
Khatau House, 1<sup>st</sup> Floor,  
Mogul Lane, Mahim,  
Mumbai - 400 016.

Dated: 26th July, 2004

**ANNEXURE - 1****CORPORATE GOVERNANCE DISCLOSURES:**

In terms of the Schedule of implementation of Clause No.49 of the Listing Agreement on Corporate Governance, your Company has been complying with the requirements of the said Clause to the extent and in the manner stated hereunder:

**A. Company's Philosophy on Corporate Governance**

The Company's Philosophy on Corporate Governance envisages the attainment of the high level of transparency and accountability in the functioning of the Company and the conduct of its business internally and externally including its interaction with employees, shareholders, consumers and institutional and other lenders and places due emphasis on regulatory compliance.

The Company will continue its efforts in raising the standard in Corporate Governance and will also review its systems and procedures constantly to keep pace with the changing economic environment.

**B. Board of Directors**

The Board comprises of Managing Director, the Executive Director and Non-Executive Directors. As on 26<sup>th</sup> July, 2004 the strength of the Board was Six Directors. The Managing Director and Executive Director are the only Whole-time Directors, the remaining Four being Non Executive Directors (Independent).

**C. Remuneration of Directors**

Managing Director & Executive Director:	(Rs. in Lacs)
Salary, Allowances, contribution to Provident Fund, Superannuation Fund, Gratuity Fund, Value of perquisites	18.05
<b>Non-Executive Directors:</b>	
Sitting Fees	0.74
<b>TOTAL</b>	<b>18.79</b>

The Managing Director and the Executive Director have a service contract of five years, with a notice period of three months by either party.

The Company has no Stock Option Scheme for any of its Directors.

**D. Board Meeting:**

The Board met four times during the year on 30/04/2003, 14/07/2003, 30/10/2003 and 29/01/2004.

The attendance of Directors at the Board Meetings (BOD) and Annual General Meeting (AGM) was as follows:

Sr. No.	Name of Director	Position	No. Of Board Meetings Attended	Attendance at Last AGM	Outside Committee Position held Member/Chairman
1.	Mr. M.K. Khatau	- Whole time Managing Director	4	Yes	- 2
2.	Mr. N.S. Parulekar	- Non-Executive Director	4	Yes	7 2
3.	Ms. Leela K. Khatau	- Non-Executive Director	4	Yes	- --
4.	Mr. Anil K. Khatau	- Non-Executive Director	4	Yes	2 --
5.	Mr. V.K. Sharma (Nominee Director of UTI)	- Non-Executive Director	3	Yes	- --
6.	Mr. M. Sarin	- Executive Director	4	Yes	- --

**E. Audit Committee:**

The Audit Committee comprises three Directors, Shri N.S. Parulekar (Chairman), Shri M.K. Khatau, Shri A.K. Khatau. The Company Secretary, Mr. H.K. Bijlani, acts as the Secretary of the Committee.

The Committee held Four meetings on 28<sup>th</sup> April, 2003, 14<sup>th</sup> July, 2003, 30<sup>th</sup> October, 2003, 29<sup>th</sup> January, 2004 which were attended by all the Members at the respective Meetings.

The Committee's powers and role are stipulated at Clause 49 of the Listing Agreement.

**F. Shareholders/Investors' Grievance Committee:**

The Company has formed an Investors/Shareholders Grievance Committee with the following terms of reference :

- Ensure redressal of the shareholders and investors complaints relating to transfer of shares, non-receipt of balance sheet etc.
- Redressal of investors complaints in respect of non-receipt of dividends/interests/payments on redemption of preference shares, debentures, bonds or such other instruments that are redeemable.





The Composition of the Committee as on 31<sup>st</sup> March, 2004 are as under :

- (1) Mr. N.S. Parulekar (Chairman – Non Executive Director)
- (2) Mr. M.K. Khatau
- (3) Mr. A.K. Khatau (Non Executive Director).
- (4) Mr. H.K. Bijlani, acts as a Company Secretary of the Company.

The quorum for the Committee Meeting is two Directors.

During the year, the Committee had four meetings (on 14<sup>th</sup> July 2003, 30<sup>th</sup> September 2003, 7<sup>th</sup> January, 2004 and 31<sup>st</sup> March, 2004). All the above Members attended the Meetings. We received 17 complaints from investors which were replied/resolved to the satisfaction of the investors. Further, the Board of Directors has delegated the powers to approve, transfer of the securities allotted by the Company to a Share Transfer Committee. The Committee held 21 Meetings during the year and approved the transfer of the shares lodged with the Company. All the transfer of shares received by the Company has been complied within the time limit.

**G. Remuneration Committee:**

The Company does not have a Remuneration Committee. The remuneration payable to the Managing Director/Executive Director is approved by the Board of Directors and the shareholders in General Meeting and such other authorities as may be necessary.

**H. Key information:**

Key information such as annual operating plans, budgets, quarterly working results, minutes of audit committee and other committees are made available to the Directors.

The Board is informed of all affairs including materials, financial and commercial decisions from time to time.

**I. Disclosures:**

There are no materially significant related party transactions that may have potential conflict with the interests of the Company.

The Company has complied with the requisite regulations relating to capital markets. There are no penalties or 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.

Quarterly results are approved by the Audit Committee and taken on record by the Board of Directors and submitted to the Stock Exchange in terms of the requirements of Clause 41 of the Listing Agreement.

Quarterly results are normally published in English and Marathi newspapers.

**J. Web Site:**

The Company is holding its own Web Site displayed at [www.indokem.net](http://www.indokem.net).

**K. General Shareholder information:**

**1) Annual General Meetings:**

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

Financial Year	Date	Time	Location
2002-2003	08/09/2003	11.30 a.m.	Khatau House, Mogul Lane, Mahim, Mumbai -- 400 016
2001-2002	23/09/2002	11.30 a.m.	do
2000-2001	28/09/2001	11.00 a.m.	do

No Special resolutions were required to be put through postal ballot last year.

**2) Financial Calendar:**

Period	Board Meeting to approve Quarterly Financial Results
1 <sup>st</sup> Quarter ending 30 <sup>th</sup> June, 2004	26 <sup>th</sup> July, 2004
2 <sup>nd</sup> Quarter ending 30 <sup>th</sup> September, 2004	last week of October, 2004
3 <sup>rd</sup> Quarter ending 31 <sup>st</sup> December, 2004	last week of January, 2005
4 <sup>th</sup> Quarter ending 31 <sup>st</sup> March, 2005	last week of April, 2005
Year ending 31 <sup>st</sup> March, 2005 (Audited)	June/July, 2005
Annual General Meeting for the year ending 31 <sup>st</sup> March, 2005	Mid of August/September, 2005

**3) Date of Book Closure:**

From 8<sup>th</sup> September, 2004 to 10<sup>th</sup> September, 2004 (both days inclusive).

## 38TH ANNUAL REPORT 2003-2004

4) **Listing of Shares:**

The Company's Equity Shares are listed at Mumbai Stock Exchange under B2 Script. The Shares of the Company were traded in the market during the year. We give below market price Data high/low during April, 2003 to March, 2004.

Period	Market Price	
	High (Rs)	Low (Rs.)
April, 2003	1.05	1.00
May, 2003	1.05	1.00
June, 2003	5.58	1.05
July, 2003	6.09	2.89
August, 2003	5.80	2.75
September, 2003	4.98	1.80
October, 2003	3.88	1.41
November, 2003	4.46	1.55
December, 2003	8.80	3.92
January, 2004	7.10	2.81
February, 2004	3.87	2.62
March, 2004	3.71	2.31

5) **Stock Code:**

4092

6) **Registrar & Share Transfer Agent:**

The Company has appointed Sharex (India) Pvt. Ltd. as Registrar and Transfer Agent of the Company. The Shareholders are requested to send/deliver the documents, correspondence relating to the Company's Share Transfer activity etc. to the Registrar and Share Transfer Agent, M/s. Sharex (India) Pvt. Ltd., 17/B, Dena Bank Building, 2<sup>nd</sup> Floor, Horniman Circle, Fort, Mumbai - 400 001.

7) **Dematerialisation of Shares:**

In terms of the notification issued by the Securities & Exchange Board of India (SEBI) the shares are duly dematerialised with both the depositories i.e. with CDSL and NSDL with Code No.ISIN-INE 716 F0 1012.

8) **Share Transfer System:**

Physical transfer of shares are processed by the Registrar and Transfer Agent, M/s. Sharex (India) Pvt. Ltd., 17/B, Dena Bank Building, 2<sup>nd</sup> Floor, Horniman Circle, Fort, Mumbai - 400 001 and approved by the Share Transfer Committee usually within 30 days from the date of receipt provided the relevant documents are complete in all respects.

As on 31<sup>st</sup> March, 2004, there were no share transfers pending with the Company.

9) **Shareholding Pattern as on 31<sup>st</sup> March, 2004.**

Category	No. Of Shares held (Rs.10/- each)	% of Shareholding
I. Promoters	67,13,450	43.887
II. Non-Promoters Holding		
a) Mutual Funds & LTI	39,000	0.255
b) Banks, Financial Institutions	20,38,374	13.325
c) Central/State Govt. Institutions	Nil	--
III. Others		
a) Private Corporate Bodies	3,35,175	2.191
b) Indian Public	61,67,739	40.319
c) NRI's	3,450	0.023
Total	1,52,97,188	100.00

L. **Auditors' Certificate on compliance of mandatory stipulations of Corporate Governance:**

The certificate issued by the Statutory Auditors' regarding compliance of mandatory stipulations of corporate governance in terms of the listing agreement with the Stock Exchange is attached as Appendix 1.