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# **10<sup>TH</sup> ANNUAL REPORT**

## **2002 – 2003**

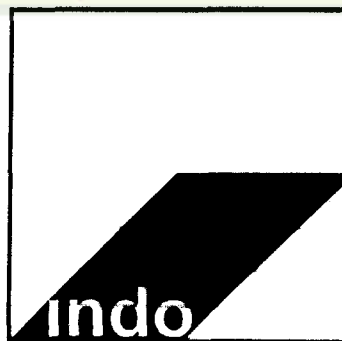
For INDO AMINES LTD.

Report



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Director



## **INDO AMINES LIMITED**

W-38/39, PHASE II, M.I.D.C., DOMBIVLI (EAST), DIST. - THANE.

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**INDO AMINES LIMITED****TENTH ANNUAL REPORT****INDO AMINES LIMITED****BOARD OF DIRECTORS**

Mr. VIJAY B. PALKAR	: CHAIRMAN & MANAGING DIRECTOR
Mr. KIRIT H. SHAH	: WHOLE TIME DIRECTOR
Mrs. BHARATI V. PALKAR	: DIRECTOR
Mr. RAHUL V. PALKAR	: EXECUTIVE DIRECTOR (w.e.f. 24/12/2002)
Dr. J. H. SHAH	: DIRECTOR
Mr. N. G. MANE	: DIRECTOR (w.e.f. 24/12/2002)
Mr. SURESH IYER	: DIRECTOR (w.e.f. 24/12/2002)
Mr. MILIND PATIL	: DIRECTOR
Mr. INDRASEN SINGH	: DIRECTOR (Resigned On 31/05/2003)

**AUDITORS**

Kulkarni and Khanolkar, Mumbai.  
Chartered Accountants

**BANKERS**

State Bank of India, Matunga Branch, Mumbai & Baroda.  
Union Bank of India, Sayajigunj Branch, Baroda.

**REGISTERED OFFICE**

W-38/39, Phase II, MIDC,  
Dombivli (E), Dist. Thane.

**REGISTRARS & SHARE TRANSFER AGENTS****BIGSHARE SERVICES PVT LTD**

E/2, Ansa Industrial Estate, Sakiyahar Road,  
Sakinaka, Andheri (E), Mumbai 400 072.

For INDO AMINES LTD.

**MANUFACTURING FACILITIES AT**

1. W-38/39, Phase II, MIDC,  
Dombivli (E), Dist. Thane.
2. Survey No. 1723, Tundav,  
Taluka Savli, Baroda, Gujarat.

Director

**SHARES LISTED AT :**

The Stock Exchange	-	Mumbai
	-	Ahmedabad
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**10<sup>th</sup> ANNUAL GENERAL MEETING**

Date : 23<sup>rd</sup> September, 2003  
Day : Tuesday  
Time : 12.00 Noon  
Place : W-38/39, Phase II,  
MIDC, Dombivli (E),  
Dist.: Thane

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**INDO AMINES LIMITED****TENTH ANNUAL REPORT****NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 10<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF INDO AMINES LIMITED WILL BE HELD ON Tuesday THE 23<sup>RD</sup> SEPTEMBER, 2003 AT 12.00 NOON AT REGISTERED OFFICE OF THE COMPANY SITUATED AT W-38/39, PHASE II, MIDC, DOMBIVLI (E), DIST. THANE TO TRANSACT THE FOLLOWING BUSINESS.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited accounts for the year ended 31<sup>st</sup> March 2003 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Bharati Palkar, Director of the company who retires by rotation & being eligible offers himself for re-appointment.
3. To appoint auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion next Annual General Meeting and to fix their remuneration.

For INDO AMINES LTD.

**SPECIAL BUSINESS:**

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

**RESOLVED THAT** Mr. Rahul Palkar, who was appointed as an additional Director w.e.f. 24/12/2002, and who holds office up to the date of the 10<sup>th</sup> Annual General Meeting, but who is eligible for the re-appointment and in respect of whom the company has received a notice in writing from a member under section 257 of the Companies Act, 1956 be and is hereby re-appointed as a Director.

5. To consider and if thought fit to pass, with or without modification, the following resolution as an ordinary resolution.

**RESOLVED THAT** Mr. N. G. Mane, who was appointed as an additional Director w.e.f. 24/12/2002 and who holds office up to the date of the 10<sup>th</sup> Annual General Meeting, but who is eligible for the re-appointment and in respect of whom the company has received a notice in writing from a member under section 257 of the Companies Act, 1956 be and is hereby re-appointed as a Director.

6. To consider and if thought fit to pass, with or without modification, the following resolution as an ordinary resolution.

**RESOLVED THAT** Mr. Suresh Iyer, who was appointed as an additional Director w.e.f. 24/12/2002 and who holds office up to the date of the 10<sup>th</sup> Annual General Meeting, but who is eligible for the re-appointment and in respect of whom the company has received a notice in writing from a member under section 257 of the Companies Act, 1956 be and is hereby re-appointed as a Director.

7. To consider and if thought fit to pass, with or without modification, the following resolution as an ordinary resolution.

**RESOLVED THAT** subject to the provisions of the section 198,269,309,310,314 of the Companies Act, 1956, Schedule XIII and other applicable provisions and subject to consent of shareholders, Mr. Vijay Palkar be and is hereby re-appointed as a Managing Director w.e.f. 1<sup>st</sup> April, 2003 on such terms and conditions as per the draft of terms & conditions as approved by the Board.

**"RESOLVED FURTHER THAT** the Board is also authorized to vary/revise the aforesaid remuneration from time to time within the limits of Schedule XIII of the Companies Act, 1956 & also authorized to take necessary steps for implementing the aforesaid resolution."

8. To consider and if thought fit to pass, with or without modification, the following resolution as an ordinary resolution.
- RESOLVED THAT** subject to the provisions of the section 198,269,309,310,314 of the Companies Act, 1956, Schedule XIII and other applicable provisions and subject to consent of shareholders, Mr. Kirit Shah be and is hereby re-appointed

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as a Whole Time Director w.e.f. 1<sup>st</sup> April, 2003 on such terms and conditions as per the draft of terms & conditions as approved by the Board.

**"RESOLVED FURTHER THAT** the Board is also authorized to vary/revise the aforesaid remuneration from time to time within the limits of Schedule XIII of the Companies Act, 1956 & also authorized to take necessary steps for implementing the aforesaid resolution."

9. To consider and if thought fit to pass, with or without modification, the following resolution as an ordinary resolution.

**RESOLVED THAT** subject to the provisions of the section 198,269,309,310,314 of the Companies Act, 1956, Schedule XIII and other applicable provisions and subject to consent of shareholders, **Mr. Rahul Palkar** be and is hereby appointed as a **Executive Director** w.e.f. 1<sup>st</sup> April, 2003 on such terms and conditions as per the draft of terms & conditions as approved by the Board.

**"RESOLVED FURTHER THAT** the Board is also authorized to vary/revise the aforesaid remuneration from time to time within the limits of Schedule XIII of the Companies Act, 1956 & also authorized to take necessary steps for implementing the aforesaid resolution."

BY ORDER OF THE BOARD  
INDO AMINES LIMITED

DATE: 7<sup>th</sup> August, 2003

PLACE: Mumbai

For INDO AMINES LTD.



Director

VIJAY PALKAR  
MANAGING DIRECTOR

**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 proxies, in order to be effective should be deposited with the company not less than 48 hours before the time fixed for the commencement of the meeting.
3. The Register of Members and Share Transfer Register shall remain closed from Monday the 15th September, 2003 to Monday the 22<sup>nd</sup> September, 2003 (both days inclusive).
4. Explanatory statement under section 173(2) of the Companies Act, 1956 in respect of the Special Business set above is annexed.
5. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting.
6. Members are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
7. Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidation their holdings in one folio.

**EXPLANATORY STATEMENT**

**As required by section 173(2) of the Companies Act, 1956**

**Item No. 4**

Mr. Rahul Palkar, who was appointed as an additional Director w.e.f. 24/12/2002, under section 260 of the Companies Act, 1956. The said Director will hold office up to the date of the Annual General Meeting. The company has received a notice in writing from member proposing the candidature of Mr. Rahul Palkar for the office of the Director under section 257 of the Companies Act, 1956.

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Mr. Rahul Palkar is a M.Sc. having rich experience in the field of CHEMISTRY. His experience in the PHARMACEUTICAL & CHEMICAL sector will help the company to boost its performance in the coming years.

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

None of the Directors, except Mr. Vijay Palkar & Mrs. Bharati Palkar & Mr. Rahul Palkar are concerned or interested in the said Resolution.

**Item No. 5**

Mr. N. G. Mane, who was appointed as an additional Director w.e.f. 24/12/2002, under section 260 of the Companies Act, 1956. The said Director will hold office up to the date of the Annual General Meeting. The company has received a notice in writing from member proposing the candidature of Mr. N. G. Mane for the office of the Director under section 257 of the Companies Act, 1956.

Mr. N. G. Mane is a B.Com having rich experience in the field of Sales & Accounts. His experience in the PHARMACEUTICAL & CHEMICAL sector will help the company to boost its performance in the coming years.

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

None of the Directors, except Mr. N. G. Mane is concerned or interested in the said Resolution.

**Item No. 6.**

Mr. Suresh Iyer, who was appointed as an additional Director w.e.f. 24/12/2002, under section 260 of the Companies Act, 1956. The said Director will hold office up to the date of the Annual General Meeting. The company has received a notice in writing from member proposing the candidature of Mr. Suresh Iyer for the office of the Director under section 257 of the Companies Act, 1956.

Mr. Suresh Iyer is a B.TECH having rich experience in the field of CHEMICALS. His experience in the PHARMACEUTICAL & CHEMICAL sector will help the company to boost its performance in the coming years.

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

None of the Directors, except Mr. Suresh Iyer is concerned or interested in the said Resolution.

**Item No. 7, 8 & 9.**

Mr. Vijay Palkar, Mr. Kirit Shah & Mr. Rahul Palkar were re-appointed/appointed as Managing Director, Whole Time Director & Executive Director respectively w.e.f. 1<sup>st</sup> April, 2003 for the period of 5 years. The Board recommended their re-appointments/appointment for period of 5 years w.e.f. 1<sup>st</sup> April, 2003 on following major terms & conditions.

**a. Major Terms of Re-appointment of Mr. Vijay Palkar, Managing Director.****I) TERMS & CONDITIONS:**

- |                                    |   |
|------------------------------------|---|
| 1. Name & Designation of Director. | : Mr. Vijay Palkar. Managing Director.  |
| 2. Date of Appointment             | : Re-Appointed w.e.f. 1/4/2003  |
| 3. Period                          | : 5 years.  |
| 4. Salary (p.m)                    | : Rs. 25,000/-p.m. with power to Board to vary from time to time within the limits of schedule XIII of the Companies Act. |

For INDO AMINES LTD.

*(Signature)*  
Director

**II) PERQUISITES:**

Mr. Vijay Palkar as a Managing Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration.

- Contribution to provident Fund, Superannuation fund or annuity fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.
- Gratuity: as per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.

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- c) **Children's Education Allowance:** In case of children studying in or outside India, an allowance limited to a maximum of Rs. 5,000/- per month per child or actual expenses incurred, whichever is less such allowance is admissible up to a maximum of two children.
- d) **Holiday passage for children studying outside India/family staying abroad:** Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad India if they are not residing in India with the managerial person.
- e) **Leave Travel Concession:** Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.
- f) **Salary and perquisites specified herein shall be payable to the Managing Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.**
- g) **The Managing Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.**
- h) **The Managing Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.**
- i) **The terms and conditions of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in Schedule XIII the Companies Act, 1956, or any amendment hereafter in that regard.**

**OTHER BENEFITS:** Apart from the aforesaid remuneration, the Managing Director shall be entitled to reimbursement of expenses incurred in connection with the business of the Company. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or committee thereof.

**MINIMUM REMUNERATION:**

Notwithstanding anything to the contrary therein, where in any financial year during the currency of the tenure of the Managing Director, the company has no profits or its profits are inadequate, the remuneration payable by way of salary and perquisites shall not exceed Rs. 3,00,000/- p.a. or Rs. 25,000/- p.m.

**b. Major Terms of Re-appointment of Mr. Kirit Shah, Whole Time Director.****I) TERMS & CONDITIONS:**

- |                                    |   |  |
|------------------------------------|---|--|
| 1. Name & Designation of Director. | : | Mr. Kirit Shah.  |
| Whole Time Director.               | : |  |
| 2. Date of Appointment             | : | Re-Appointed w.e.f. 1/4/2003   |
| 3. Period                          | : | 5 years.   |
| 4. Salary (p.m)                    | : | Rs. 22,500/- p.m. with power to Board to vary from time to time within the limits of schedule XIII of the Companies Act. |

For INDO AMINES LTD.

  
**Director**
**II) PERQUISITES:**

Mr. Kirit Shah as a Whole Time Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration.

- a) **Contribution to provident Fund, Superannuation fund or annuity fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.**
- b) **Gratuity:** as per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.
- c) **Children's education allowance:** In case of children studying in or outside India, an allowance limited to a maximum of Rs. 5,000/- per month per child or actual expenses incurred, whichever is less such allowance is admissible up to a maximum of two children.



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- d) **Holiday passage for children studying outside India/family staying abroad:** Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad India if they are not residing in India with the managerial person.
- e) **Leave Travel Concession:** Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.
- f) **Salary and perquisites** specified herein shall be payable to the Whole Time Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.
- g) The Whole Time Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.
- h) The Whole Time Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.
- i) The terms and conditions of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in Schedule XIII the Companies Act, 1956, or any amendment hereafter in that regard.

**OTHER BENEFITS:** Apart from the aforesaid remuneration, the Whole Time Director shall be entitled to reimbursement of expenses incurred in connection with the business of the Company. The Whole Time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or committee thereof.

**MINIMUM REMUNERATION:**

Notwithstanding anything to the contrary therein, where in any financial year during the currency of the tenure of the Whole Time Director, the company has no profits or its profits are inadequate, the remuneration payable by way of salary and perquisites shall not exceed Rs. 2,70,000/-p.a. or Rs. 22,500/- p.m.

**c. Major Terms of appointment of Mr. Rahul Palkar, Executive Director.****I) TERMS & CONDITIONS:**

- |                                    |   |   |
|------------------------------------|---|---|
| 1. Name & Designation of Director. | : | Mr. Rahul V. Palkar.<br>Executive Director.   |
| 2. Date of Appointment             | : | Appointed w.e.f. 1/4/2003   |
| 3. Period                          | : | 5 years.  |
| 4. Salary (p.m)                    | : | Rs. 20,000/-p.m. with power to Board to vary from time to time within the limits of schedule XIII of the Companies Act. |

For INDO AMINES LTD.

  
**Director**
**II) PERQUISITES:**

Mr. Rahul Palkar as an Executive Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration.

- a) Contribution to provident Fund, Superannuation fund or annuity fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.
- b) **Gratuity:** as per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.
- c) **Children's education allowance:** In case of children studying in or outside India, an allowance limited to a maximum of Rs. 5,000/- per month per child or actual expenses incurred, whichever is less such allowance is admissible up to a maximum of two children.
- d) **Holiday passage for children studying outside India/family staying abroad:** Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad India if they are not residing in India with the managerial person.

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- e) **Leave travel concession:** Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.
- f) **Salary and perquisites** specified herein shall be payable to the Executive Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.
- g) **The Executive Director** shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.
- h) **The Executive Director** shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.
- i) **The terms and conditions** of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in Schedule XIII the Companies Act, 1956, or any amendment hereafter in that regard.

**OTHER BENEFITS:** Apart from the aforesaid remuneration, the Executive Director shall be entitled to reimbursement of expenses incurred in connection with the business of the Company. The Ex. Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or committee thereof.

**MINIMUM REMUNERATION:**

Notwithstanding anything to the contrary therein, where in any financial year during the currency of the tenure of the Executive Director, the company has no profits or its profits are inadequate, the remuneration payable by way of salary & perquisites shall not exceed Rs. 2,40,000/- p.a. or Rs. 20,000/- p.m.

Mr. Vijay Palkar, aged 50 years, is engineer & one of the Chief promoters of the Company. Due to his sustained efforts the company achieved this level. Your Board therefore recommends his re-appointment on a revised remuneration w.e.f. 1<sup>st</sup> April, 2003 as a Managing Director of the Company.

Mr. Kirit Shah, aged 55 years, is another promoter. He has vast experience in marketing field. Having regard to the knowledge & experience & further the enhanced responsibilities carried due to manifold increase in the operations of the Company, the Board recommends his re-appointment on a revised remuneration w.e.f. 1<sup>st</sup> April, 2003 as a Whole Time Director of the Company.

Mr. Rahul Palkar, aged 24 years, is engineer by profession. His main area of operation is Research & Development. Your Board therefore recommends his appointment on a remuneration w.e.f. 1<sup>st</sup> April, 2003 as a Executive Director of the Company.

The copies of the terms & conditions of all these Managerial Personnel are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 2.00 p.m. up to the date of Annual General Meeting.

Mr. Vijay Palkar, Mrs. Bharati Palkar & Mr. Rahul Palkar Directors are interested in the resolutions about Managerial remuneration of Mr. Vijay & Mr. Rahul Palkar & Mr. Kirit Shah is interested in his resolution of managerial remuneration.

This explanatory statement, along with relevant resolutions may be treated as an abstract of the terms of this contract of appointments to be disclosed to the members pursuant to Section 302 of the Companies Act, 1956.

For INDO AMINES LTD.

  
 Director

 BY ORDER OF THE BOARD  
 INDO AMINES LIMITED

 DATE: 7<sup>th</sup> August, 2003  
 PLACE: Mumbai

 VIJAY PALKAR  
 MANAGING DIRECTOR



**INDO AMINES LIMITED****DIRECTORS' REPORT:**

For INDO AMINES LTD.



Director

To,  
The Members,  
INDO AMINES LIMITED

Your Directors have great pleasure in presenting **10<sup>th</sup> ANNUAL REPORT** along with the Audited Balance Sheet and Profit and Loss Account, for the year ended 31<sup>st</sup> March, 2003.

**1. FINANCIAL RESULTS:**

(Rs. in Lacs)

Particulars	Year ended	
	2003	2002
Total Income	1200.00	707.48
Depreciation	36.24	32.42
Profit/Loss before tax	29.41	11.38
Provision for taxation	Nil	Nil
Appropriation:		
Profit before tax	29.41	11.38
Balance of profit b/f	(117.21)	(128.58)
Amount available for appropriation	Nil	Nil
Transfer to:		
General reserve	Nil	Nil
Provision for deferred tax Assets/(Liabilities)	30.67	Nil
Balance carried to Balance sheet	(57.12)	(117.21)

**2. OPERATIONS:**

During the year, your company has recorded a turnover of Rs. 12 Crores and earned profit of Rs. 29.41 Lacs based on the cost reduction exercise implemented by the board during last financial year. The company is constantly trying to improve the situation for the financial year 2003-04 and is confident of posting good results by the year ended 2004-05.

**3. DIVIDEND:**

In the view of accumulated losses your Directors do not recommend any dividend for the current year.

**4. DEPOSITES:**

Your company did not accept any deposits from the public during the current year.

**5. DIRECTORS:**

During the year Mrs. Bharati Palkar, Director of the company is retiring by rotation & being eligible offers herself for reappointment. Mr. Vijay Palkar & Mr. Kirit Shah were re-appointed as Managing Director & Whole Time Director w.e.f. 1<sup>st</sup> April, 2003 respectively. Mr. Rahul Palkar, Mr. N. G. Mane & Mr. Suresh Iyer were appointed as Directors pursuant to Section 260 of the Companies Act, 1956, w.e.f. 24.12.2002. During the year Mr. Indrasen Singh resigned as a Director w.e.f 31.05.2003 due to personal problem.

**6. SUBSIDIARIES:**

Since the Company has no subsidiaries, provision of section 212 of the Companies Act, 1956 is not applicable.

**7. CORPORATE GOVERNANCE CODE:**

The Board had implemented Corporate Governance Code in pursuance of clause 49 of Listing Agreement during the year. The report on Corporate Governance is annexed hereto forming part of this report. The requisite certificate from the Auditors of the Company on implementation of requirements of the Corporate Governance is also annexed herewith forming part of this report.

**8. DIRECTORS RESPONSIBILITY STATEMENT:**

The Board of Directors hereby confirm

- That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.