

# **15th Annual Report 2000 - 2001**



**Manali Petrochemical Ltd.**



## FOR THE KIND INFORMATION OF SHAREHOLDERS

Vide our letter dt. 3.5.2001, we have intimated to all the Shareholders of SPIC Organics Ltd (erstwhile UB Petroproducts Ltd) that, they can surrender the Share Certificates available with them to the Company and obtain Share Certificates of Manali Petrochemical Ltd (MPL) in exchange.

We have already despatched the Share Certificates of MPL to the shareholders who have so far surrendered the Old ones (either in the name of UB Petroproducts Ltd or SPIC Organics Ltd) to us.

We also wish to state that we have already made the entire allotment and the Share Certificates are ready for despatch. The shareholders of SPIC Organics Ltd or UB Petroproducts Ltd who are yet to surrender the Old Certificates are required to do so immediately to our Registrars and Share Transfer Agent M/s. Cameo Corporate Services Limited and collect the Share Certificates of MPL in exchange.

## INDEX

Contents	Page No.
Notice	2
Directors' Report	6
Annexures to the Directors' Report	9
Auditors' Report	12
Balance Sheet	14
Profit and Loss Account	15
Schedules	16
Notes on Accounts	21
Cash Flow statement for the year ended 31st March 2001 pursuant to Clause 32 of the Listing Agreement	27
Attendance Slip / Proxy Form	29



### BOARD OF DIRECTORS

DR. A.C. MUTHIAH	Chairman
M.H. AVADHANI	Director
C.V.R. PANIKAR	Director
G. RAGHAVENDRAN	Director
M. SIVAGNANAM	Director
S.S. SIVAPRAKASA	Director
R. SUBRAMANIAM	Director
D. ARUNACHALAM	Director
DR. P.L. SANJEEV REDDY	Nominee of UTI
T. WILLINGTON	Nominee of TIDCO
J. RAMACHANDRAN	Managing Director
K.K. RAJAGOPALAN	Director (Finance)

R. SUBRAMANIAM	Chairman
C.V.R. PANIKAR	Member
M.H. AVADHANI	Member
G. RAGHAVENDRAN	Member
M. SIVAGNANAM	Member
D. ARUNACHALAM	Member
DR. P.L. SANJEEV REDDY	Member

S.DIRAVIAM

M/s. S.R. Batliboi & Co.  
Chennai

State Bank of India  
State Bank of Hyderabad  
Sate Bank of Patiala  
Indian Bank  
Bank of India  
Canara Bank  
Punjab National Bank  
Corporation Bank  
State Bank of Bikaner and Jaipur

### REGISTERED OFFICE

SPIC HOUSE  
88, Mount Road, Guindy, Chennai - 600 032.

### PRINCIPAL OFFICE & FACTORY

Ponneri High Road, Manali, Chennai - 600 068.  
Phone : 5941025, 5941249, 5941253  
Fax : 5941199  
Email : it@manalipetro.com

### SECRETARIAL DEPARTMENT

Ponneri High Road, Manali, Chennai - 600 068.  
Phone : 5943895 (Direct)

### DEPOSITORY

National Securities Depository Ltd. (NSDL)  
Central Depository Services (India) Limited (CDSL)

### SHARES LISTED WITH

1. Madras Stock Exchange Ltd.  
11, Second Line Beach, Chennai - 600 001.
2. The Stock Exchange, Mumbai  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.
3. National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Floor, Plot No.C/1,  
G Block, Bandra - Kurta Complex,  
Bandra (E), Mumbai - 400 051.
4. The Calcutta Stock Exchange Association Ltd.  
No.7, Lyons Range, Kolkatta - 700 001.

### REGISTRARS AND SHARE TRANSFER AGENT

M/s. Cameo Corporate Services Limited  
"Subramanian Building"  
No. 1, Club House Road, Chennai - 600 002  
☎ 8460390 - 394 Fax : 8460129



## NOTICE TO SHAREHOLDERS

*NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of Manali Petrochemical Ltd will be held on Thursday, the 20th September 2001 at 3.05 p.m. at "Kamaraj Arangam" No. 574-A, (New No.492), Anna Salai, Teynampet, Chennai - 600 006 to transact the following business :*

### ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2001 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. G. Raghavendran, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in the place of Mr. R. Subramaniam, who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION :

"RESOLVED THAT pursuant to Section 224-A of the Companies Act, 1956, M/s. S. R. BATLIBOI & Co., Chartered Accountants, Chennai, the retiring Auditors, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors of the Company in connection with the Company's Audit."

### SPECIAL BUSINESS :

5. To consider and if thought fit, to pass with or without modification, the following Resolution as an ORDINARY RESOLUTION:
- "RESOLVED THAT Mr. T. Willington, whose term of office as Additional Director of the Company expires at this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a Member proposing the candidature of Mr. T. Willington for the office of the Director, be

and is hereby appointed as a Director of the Company, whose period of office shall be liable to retirement by rotation."

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

"RESOLVED THAT Mr. D. Arunachalam, whose term of office as Additional Director of the Company expires at this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a Member proposing the candidature of Mr. D. Arunachalam, for the office of the Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retirement by rotation."

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

"RESOLVED THAT pursuant to Article 146 of the Articles of Association of the Company and the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications and / or re-enactments of the Companies Act and / or any notification which the Central Government may issue from time to time) and subject to the approval of the Central Government, if necessary, and Financial Institutions and such other approvals as may be required and such alteration / modification, if any, that may be effected by the above mentioned bodies in that behalf, approval of the Members be and is hereby accorded for the appointment of Mr. G. Ramachandran, as Managing Director of the Company for a period of 5 years with effect from



27-10-2000 on the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto."

"RESOLVED FURTHER THAT in the event of any statutory amendment or relaxation to Schedule XIII or any provisions of the Companies Act and to Income Tax Act, Income Tax Rules or issue of any notification under the aforesaid Acts / Rules, the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of appointment and increase the remuneration and to sign / execute necessary agreement, deeds, etc. and to take all such steps, deeds, matters and things as may be considered necessary on behalf of the Company to give effect to the above resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 293(1)(e) of the Companies Act, 1956 and other applicable provisions, if any, a sum of Rs.1,13,120/- contributed by the Company to Gujarat Earthquake Relief Fund as donation, be and is hereby approved."

"RESOLVED FURTHER THAT the action of the Directors in having contributed the amount to Gujarat Earthquake Relief Fund, in view of urgency, be and is hereby ratified."

Registered Office :  
SPIC HOUSE, 88, Mount Road,  
Guindy, Chennai - 600 032.  
July 24, 2001

By Order of the Board  
  
**S. DIRAVIAM**  
Company Secretary

#### NOTES :

1. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself and a proxy need not be a member of the Company.*
  2. *The proxies in order to be valid must be received by the Company at its Registered Office / Principal Office of the Company, not less than 48 hours before the commencement of meeting.*
- Relevant Explanatory Statement of material facts pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item Nos.4 to 8 of the Notice is annexed hereto.*
4. *Members / Proxies should bring the Attendance slip sent herewith, duly filled in and signed and hand over the same at the entrance of the hall for attending the meeting and Members who hold shares in the dematerialised form, are requested to indicate without fail their DP ID and Client ID numbers in the Attendance Slips. Members are requested to bring their copies of the Annual Report with them.*
  5. *The Register of Members and the Share Transfer Books of the Company will remain closed from 31-8-2001 to 14-9-2001 (both days inclusive).*
  6. *Members are requested to furnish the details of their nomination (if not already sent) in the necessary Form to the Registered office / Principal Office of the Company.*



## ANNEXURE TO NOTICE

## EXPLANATORY STATEMENT

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

## ITEM NO.4

As per Section 224-A of the Companies Act, 1956, if 25% or more of the Subscribed Capital of the Company is held by the Central or State Government, Public Financial Institutions or Nationalised Banks or General Insurance Companies, whether singly or in any combination, the appointment or re-appointment of the Auditors at each Annual General Meeting shall be made by a Special Resolution. Since more than 25% of the Subscribed Capital of the Company is held by the Public Financial Institutions, the re-appointment of Auditors has to be made by a Special Resolution and accordingly the Special Resolution as set out in item No.4 of the accompanying notice, is recommended for adoption by the Members.

None of the Directors of the Company is concerned or interested in the above Resolution.

## ITEM NO.5

Mr. T. Willington, Nominee of TIDCO, was co-opted as an Additional Director of the Company on 19-6-2001 in terms of Section 260 of the Companies Act, 1956 read with Article 97 of the Articles of Association of the Company. Mr T Willington holds office upto the date of this Annual General Meeting. The Company has received notice in writing from a member under Section 257 of the Companies Act, 1956, along with a deposit of Rs.500/- as required under that Section, signifying his intention to propose the appointment of Mr. T. Willington as a Director of the Company, who is liable to retirement by rotation.

Mr. T. Willington is a General Manager of Tamilnadu Industrial Development Corporation Limited, Chennai and represents TIDCO on the Board of the Company. In view of his vast experience, the Board considered, that, the appointment of Mr. T. Willington as a Director will be beneficial to the Company and accordingly recommends the passing of the Ordinary Resolution set out in item No.5 of the accompanying notice.

None of the Directors of the Company except Mr. T. Willington is concerned or interested in the above Resolution.

## ITEM NO.6

Mr. D. Arunachalam, Managing Director of Tamilnadu Petroproducts Limited was co-opted as an Additional Director of the Company on 24-7-2001 in terms of Section 260 of the Companies Act, 1956 read with Article 97 of the Articles of Association of the Company. Mr. D. Arunachalam, holds office upto the date of this Annual General Meeting. The Company has received notice in writing from a member under Section 257 of the Companies Act, 1956, along with a deposit of Rs.500/- as required under that Section, signifying his intention to propose the appointment of Mr. D. Arunachalam, as a Director of the Company, who is liable to retirement by rotation.

Mr. D. Arunachalam possesses 29 years of experience in SPIC group of Companies and is presently the Managing Director of Tamilnadu Petroproducts Limited. In view of his vast experience, the Board considered, that, the appointment of Mr. D. Arunachalam, as a Director will be beneficial to the Company and accordingly recommends the passing of the Ordinary Resolution set out in item No.6 of the accompanying notice.

None of the Directors of the Company except Mr. D. Arunachalam, is concerned or interested in the above Resolution.

## ITEM NO.7

Consequent to the retirement of Mr N C Pillai on completion of his tenure as Managing Director, the Board at its meeting held on 24-10-2000 appointed Mr G Ramachandran as Managing Director of the Company for a period of 5 years with effect from 27-10-2000. Earlier, he was Deputy Managing Director of the Company with effect from 5-2-2000 before his elevation as Managing Director.

Mr. G. Ramachandran is a Chemical Engineer with a post graduate Degree in Business Administration and possesses over 26 years of Industrial experience in fertilizer and petrochemical industries. He is involved in the development and setting up of the project right from its inception. Mr. G. Ramachandran worked for SPIC for 16 years before joining MPL on 1-8-1989. He has rich experience in designing, operating and commissioning of large fertilizer and petrochemical plants. Mr. G. Ramachandran, Managing Director, would be receiving the same remuneration as he was receiving as Deputy Managing Director. The terms and conditions of remuneration to Mr. G. Ramachandran are as follows :

1. Salary :  
Rs.45,000/- (Rupees forty five thousand only) per month including dearness allowance.
2. Commission or Special Allowance not exceeding the total annual salary.
3. Perquisites :  
Perquisites shall be allowed in addition to both salary and commission or special allowance. However, it shall be restricted to an amount equal to the annual salary. Perquisites are presently classified as follows :
  - i) Housing / House Rent Allowance :  
The expenditure incurred by the Company will be subject to a ceiling of 60% of the salary.
  - ii) Gas, Electricity, Water and Furnishings :





The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962.

- iii) **Medical Reimbursement :**  
Expenses incurred for him and his family.
- iv) **Leave and Leave Travel Concession :**  
Leave as per Rules of the Company including encashment of leave. Leave Travel Concession for self and family once in a year incurred in accordance with the Rules of the Company.
- v) **Club Fees :**  
Fees of clubs subject to a maximum of two clubs.
- vi) **Personal Accident Insurance :**  
Personal Accident Insurance of an amount, the annual premium of which does not exceed Rs.4,000/-.  
  
For the purpose of calculating the above ceiling, perquisites will be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost. However, the Board will have liberty to amend the ceiling of the each of the above perquisites so as not to exceed the limit of annual salary or to allow any other perquisite.
- 4. Other payments and provisions, which shall not be included in the computation of the ceiling on remuneration:
  - i) **Contribution to Superannuation Fund and towards Provident Fund :**  
Contribution towards Provident Fund will be in accordance with the Provident Fund Rules of the Company from time to time. Contribution to Pension / Superannuation Fund together with Provident Fund shall not exceed the limit as laid down in the Income Tax Rules, 1962. Contribution to Provident Fund, Superannuation Fund and Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act / Rules / Notifications.
  - ii) **Gratuity :**  
Gratuity payable shall not exceed one half month's salary for each completed year of service.
  - iii) **Encashment of leave.**
  - iv) **Car :**  
Provision of Company's car for business and personal use.

- v) **Telephone :**  
Provision of telephone at residence.
- 5. **Reimbursement of Expenses :**
  - i) **Entertainment expenses :**  
Reimbursement of entertainment expenses actually and properly incurred for the business of the Company, subject to a reasonable ceiling as may be fixed from time to time by the Board.
  - ii) **Reimbursement of travelling expenses actually and properly incurred for the business of the Company,** subject to a reasonable ceiling as may be fixed from time to time by the Board.

#### MINIMUM REMUNERATION :

In the event of loss, absence or inadequacy of profits in any financial year during the currency of tenure of Mr. G. Ramachandran, the remuneration aforesaid shall be the minimum remuneration payable to him. However, any excess over the limits on minimum remuneration prescribed under the Companies Act, 1956, read with Schedule XIII to the Companies Act, 1956, shall be payable to Mr. G. Ramachandran with the approval of the Central Government, if necessary.

The Board therefore, recommends passing of Ordinary Resolutions as contained under item No.7 of the accompanying notice.

None of the Directors of the Company except Mr. G. Ramachandran, Managing Director to the extent of remuneration payable to him, is concerned or interested in the above Resolution.

#### ITEM NO.8

In response to the appeal made by the Government of India, the Company has made a contribution of a sum of Rs.1,13,120/- to Gujarat Earthquake Relief Fund. However, the approval of the members is now sought for and the Board of Directors recommends the resolution for adoption.

None of the Directors of the Company is concerned or interested in the above resolution.

#### INSPECTION OF DOCUMENTS

The Documents referred to in this Notice / Explanatory Statement are open for inspection by any member at the Principal office of the Company during the Company's business hours on any working day upto the date of Annual General Meeting.

Registered Office :  
SPIC HOUSE  
88, Mount Road, Guindy,  
Chennai - 600 032.  
July 24. 2001

By Order of the Board

S. DIRAVIAM  
Company Secretary



## DIRECTORS' REPORT

To

The Shareholders

The Directors have pleasure in presenting the 15th Annual Report of the company together with the audited statement of accounts for the year ended 31st March 2001.

### MERGER OF SPIC ORGANICS LTD (SORL)

Members would recall, that, the Management was planning to merge the activities of SORL, a sister company in SPIC Group manufacturing the same line of products, with your Company taking into consideration benefits that would accrue as a result of the merger. The scheme of amalgamation approved by the shareholders of SORL and MPL in the Court-convened meetings held on 9th November 2000 & 10th November 2000 respectively, was finally approved by the Hon'ble High Court of Madras vide its order dt. 21st March 2001. In accordance with the scheme which took effect from 1st April 2000, the assets and liabilities of SORL were transferred and vested with MPL from that date, the consideration for the transfer of assets and liabilities having been arrived at based on the swap ratio recommended by an independent valuer.

Your Company has intimated all the shareholders of SORL the receipt of approval order granted by the High Court of Madras for the amalgamation and the record date of 7.6.2001 fixed for the allotment of equity shares of MPL to the shareholders of SORL in the swap ratio of 1:1. The allotment of shares was made on 30.6.2001.

The operating and financial results presented for the year, accordingly, reflect the performance of the merged entity.

### OPERATING RESULTS FOR THE YEAR 2000-01 : (Rs. Lakhs)

PRODUCT	SALES			
	2000-2001*		1999-2000	
	QTY (MT)	Value (Rs.)	QTY (MT)	Value (Rs.)
Propylene Oxide	347	375.62	125	145.23
Propylene Glycol	10021	7118.94	5899	3913.11
Polyols	12272	11176.65	7070	6402.06
Isocyanates	902	1261.71	1093	1546.30
Others		873.68		444.51
Total		20806.60		12451.21

### FINANCIAL RESULTS FOR THE YEAR 2000-01 : (Rs. Lakhs)

DESCRIPTION	2000-2001* (Rs.)	1999-2000 (Rs.)
Profit before interest and depreciation	772.26	731.91
Interest	756.76	505.33
Depreciation	1021.26	562.59
Net Profit / (Loss) before tax	(1005.76)	(336.01)

\* Figures furnished for 2000-2001 pertain to post-merger activities of MPL, whereas previous year figures pertain to pre-merger activities of MPL and therefore are not comparable.

### PLANT PERFORMANCE

The offsite and the process plants performed with improved specific consumption of inputs. Efforts to bring down cost of the energy and specific consumption of major aggregates, besides switching to cost effective processes are being implemented to achieve optimal operating cost.

The capacity utilisation of the Propylene Oxide, Propylene Glycol and Polyol Plants are 84%, 83% and 79% respectively.

Maintenance stoppages at Chennai Petroleum Corporation Ltd (CPCL) resulting in disruption in supply of propylene affected optimal utilisation of plant capacities between April and August 2000. Timely measures taken enabled the company to make up for some loss in terms of production during the remaining period of the year.

Last year, Members were informed of the out-of-Court settlement reached with a major raw material supplier in respect of the Company's claim on them. Consistent with the accounting policy stipulated in this regard last year, in the light of enduring benefit derived by the Company as a sequel to the settlement, a sum of Rs.435.15 lakhs representing unabsorbed claims is treated as deferred revenue expenditure as explained in Note No.7 of Notes on Accounts. As regards the Auditor's remarks on the above vide para 2(f) of their Report on Accounts, the enduring benefit to the Company as a result of the out-of-Court settlement mentioned above, forms the basis of accounting treatment adopted in this regard.

Members would recall that the safeguard duty levies on Propylene Glycol and Polyols were available only till 23.6.2000 and the prices of the Company's products had to be readjusted downwards later. As a result, product pricing was subjected to enormous pressure throughout the year. In addition, phenomenal increases in the cost of Propylene and Furnace Oil eroded the contribution levels of Company's products. However, the Company continued to maintain its production level to cater to its customer needs and retain its market share.

Despite stiff competition faced with on the market front, the overall performance of the merged entities recorded a turnover of Rs.20806.60 lakhs, which however, resulted in a net loss of Rs.1005.76 lakhs after providing for depreciation of Rs.1021.26 lakhs. In view of the unabsorbed losses, your Directors regret their inability to recommend any dividend for the year.

### MARKET SCENARIO AND INDUSTRIAL DEVELOPMENT

Your company products are partly commodities and partly specialities. Propylene Glycol and Flexible Slab stock Polyol faced severe competition as they are commodities where the sales performance is a function of the price of the product.





Since the above products are sold at low prices on very attractive credit terms by the multinationals, the company is forced to match the terms to maintain its market share. As some of the customers scaled down their operations due to problems at their end, the sale was lower than what was achieved last year.

The system grade of speciality products are primarily sold to original equipment manufacturers of two-wheelers, cars and refrigerators, who experienced severe selling pressures in the market and were also facing deceleration. Your company has increased its market share significantly in spite of negative growth experienced in the sector. The quantities have remained static compared to last year in spite of increase in market share. Due to the continuing sentiments, it is expected that the performance will continue in this segment only at the same level in the current year also. Hence, your company is working to open new avenues to increase its market share.

#### **FUTURE OUTLOOK AND NEW PRODUCTS**

Your company has also recorded higher sales of Propylene Glycol Mono Methyl Ether (PGMME) and in the next financial year the volumes are slated to rise. The other speciality products of adhesives for scrap foam has also registered a significant growth.

The in-house R & D, which is recognized by the Department of Scientific and Industrial Research, Government of India have developed systems for the refrigerator manufacture to use alternate blowing agent of 141B, cyclopentane, cyclopentane mixtures, 134A etc., which will ensure continued retention of the market share, since most of the manufacturers have switched to the above alternate blowing agents instead of R-11 currently being used.

#### **RISKS AND CONCERNS**

Your Company is increasingly facing threat of dumping into the country because nearly 50% of the Flexible Slab stock Polyol market and 30% of the Propylene Glycol market is met by imports. Your Company is not able to increase its market share in this segment even though the capacity is available, due to very low prices, discounts and longer credit periods offered by the multinational players in this area. Large capacity plants have also been started in the region and some are being planned and the risk due to increasing dumping in the country is perceived to be high and a cause of concern for the Company. Adequate precautionary measures need to be taken on a continual basis in this area.

#### **ISO 9001**

Erstwhile SPIC Organics Ltd. was ISO-9002 certified, whereas Manali Petrochemical Ltd was certified ISO-9001 because of the R&D and product design works that were additionally carried out. After the merger the combined entity has now been certified to ISO-9001 by M/s Det Norske Veritas (DNV). We have now initiated activities to change over to ISO 9000-2000, as the standards are being upgraded internationally.

#### **ENVIRONMENT AND SAFETY**

Your company has also launched a programme to get certification under ISO 14000. It is expected that the certification can be achieved by June 2002. During the financial year, the Company continued to improve safety measures to further enhance accident free operations.

#### **CONSERVATION OF ENERGY**

Your Company is evaluated as one of the top five energy efficient units in Tamilnadu. The need to optimise utilisation of energies, continuous efforts towards development of indigenous technologies in product development and conservation of scarce foreign exchange are given their rightful place in the Company's Scheme of things. As required under Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, information on conservation of energy, technology absorption, foreign exchange earnings and outgo, is given in the Annexure forming part of this Report.

#### **ERP**

Your company while embarking upon implementation SAP based Enterprise Resource Planning (ERP) for certain functional Management, has successfully completed customisation of the package.

#### **FIXED DEPOSITS**

The company has not accepted any deposits from the public during the year.

#### **INDUSTRIAL RELATIONS**

Your Company attributes to a great extent, its sustenance in the wake of stiff competition, to the uncompromising professionalism and commitment of its workforce. Human Resources, the most productive asset, is given its rightful place in the company's scheme of things and efforts are oriented towards its development through high degree of excellence at work. Industrial relations in the company are extremely cordial. A statement giving information and particulars of employees as required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1974, is attached and forms part of this report.

#### **DIRECTORS**

In terms of Section 256 of the Companies Act, 1956, the Article 103 of the Articles of Association of the company, Mr. G. Raghavendran and Mr. R. Subramaniam being eligible offer themselves for re-appointment.

In the place of Mr. N.C. Pillai, who retired as Managing Director, Mr. G. Ramachandran, Deputy Managing Director was appointed Managing Director of the company with effect from 27-10-2000.