



CERTIFIED TRUE COPY.  
FOR MARDIA EXTRUSIONS LTD

  
DIRECTOR

**MARDIA EXTRUSIONS  
LIMITED**

**MARDIA EXTRUSIONS LIMITED****29<sup>TH</sup> ANNUAL REPORT – 2008-2009**

**DIRECTORS:**

Surendra Mardia	Chairman
Ravindra Mardia	Director
Omana V. Nayak	Wholetime Director
Virendrasinh Devda	Director
Bharat J Chouhan	Director

**AUDITOR :** Shyam C. Agrawal & Co.  
Chartered Accountants

**BANKERS:** HDFC Bank Limited  
The Ratnakar Bank Limited

**FACTORY:** J-55, M. I. D. C, Industrial Area,  
Tarapur, Dist. Thane  
Boisar - 401 506  
Maharashtra

40A/47A, Dhan Udyog,  
Sahkari Sangh Indl. Estate,  
Piparia Silvassa - (U. T.)

**REGISTERED OFFICE:** J-55, M. I. D. C, Industrial Area,  
Tarapur, Dist. Thane  
Boisar - 401 506  
Maharashtra

**REGISTRAR & SHARE  
TRANSFERAGENTS**

M/s Purva Sharegistry India Private Limited,  
No. 9, Shiv Shakti Industrial Estate, Ground Floor,  
J. R. Boricha Marg, Opp. Kasturba Hospital,  
Lower Parel, Mumbai 400 011  
Tel No 022 2301 8261 / 2301 6761.  
Fax No 2301 2517. Email : [busicomp@vsnl.com](mailto:busicomp@vsnl.com).

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**MARDIA EXTRUSIONS LIMITED****NOTICE**

**NOTICE** is hereby given that the **29TH ANNUAL GENERAL MEETING** of the Members of **MARDIA EXTRUSIONS LIMITED** will be held on, Tuesday 29<sup>th</sup> September, 2009, at 12.30 P. M. at Registered Office of the Company at J - 55, M. I. D. C. Industrial Area, Tarapur, Boisar - 401 506 to transact the following business.

**ORDINARY BUSINESS:**

1. To consider and adopt the Balance Sheet as at **31st March, 2009** and the Profit and Loss Account of the Company for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ravindra Mardia, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Virendra Sinh Deora, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

For and on behalf of the Board of Directors

**Registered Office:**  
J - 55, M. I. D. C. Industrial Area,  
Tarapur, Boisar, Maharashtra.

**SURENDRA MARDIA**  
Chairman

**Place: Mumbai**  
**Dated: 22.08.2009**

**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 / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. Explanatory Statement pursuant to 173 (2) of the Companies Act, 1956, for the business at S. No. 5 & 6 is annexed hereto.
3. Members are requested to notify immediately any change in their address to the Company's Investor Service Department at Mardia House, 96, C. P. Tank Road, Mumbai 400 004 and quote their folio number in all their correspondence. Members holding Shares in the dematerialized form are requested to notify the aforesaid changes to their Depository Participant(s).
4. Members are requested to bring their copy of Annual Report at the Meeting and produce attendance slip at the entrance where the Annual General Meeting will be held. Members, who hold shares in the dematerialized form, are requested to bring their depository account number for identification.
5. Register of members and Share Transfer Books of the Company will be closed from 16<sup>th</sup> September, 2009 Wednesday to 24<sup>th</sup> September, 2009 Thursday (Both days inclusive), to comply with the requirement of the Listing Agreement of the Stock Exchange.
6. Members seeking any information as regards to Accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.
7. Equity Shares of the Company are available in dematerialized form both with the National Securities Depository Limited (NSDL) and Central Depository Service (India) Ltd (CDSL).
8. All the documents referred to in the Notice and Explanatory Statement annexed to the Notice convening this Annual General Meeting of the Company is available for inspection at the Registered Office of the Company between 11 a.m. to 1.00 p.m on all working days, up to the date of the Annual General Meeting.

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Brief resume of Directors being appointed / re appointed, nature of their expertise in specific functional areas and names of Small Companies in which they hold Directorship and Membership / Chairmanship of Board Committee, as stipulated under Clause 49 of Listing Agreement with Stock Exchange in India, is listed as under :

**Details of the Directors seeking re-appointment at the Annual General Meeting :**

<b>Name of Director</b>	<b>Ravindra Mardia</b>	<b>Mr.Virendra Singh Deora.</b>
Date of Birth	06.09.1954	12.11.1972
Date of Appointment	01.12.2005	25.11.2005
Expertise in specific functional areas	He has been in the trade of non-ferrous metal extrusion products for almost 2 decades.	Wide experience in the field of Engineering
Qualifications	Science Graduate	Mechanical Engineer
List of outside Directorships held Excluding Directorship and Private Companies	Mardia Samyoung Capillary Tubes Co. Limited Mardia Tubes Ltd.,	Mardia Samyoung Capillary Tubes Co. Limited Mardia Tubes Ltd.,
Chairman/Member of Committee of the Board of Directors of the Companies	Audit Committee Remuneration committee Share Transfer and Investor Grievance Committee	Audit Committee Remuneration committee Share Transfer and Investor Grievance Committee
Chairman/Member of Committee of the Board of Directors of other Companies in which he/she is a Director:		
Audit Committee	Yes	Yes
Share Transfer and Investor Grievances Committee	Yes	Yes
Remuneration Committee	Yes	Yes
No. of Equity Shares of the Company held on 31-3-2009	150000 Shares	nil

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

None of the Directors may be deemed to be concerned or interested in the resolution, except to the extent of their shareholding in the respective companies.

**For and on behalf of the Board of Directors**

**Registered Office:**

J-55, M. I. D. C, Industrial Area,  
Tarapur. Boisar - Maharashtra

**SURENDRA MARDIA**  
Chairman

**Place: Mumbai**

**Dated: 22-08-2009**

**MARDIA EXTRUSIONS LIMITED****DIRECTORS' REPORT**

To  
The Members.

Your Directors have pleasure in presenting the 29th Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2009.

**FINANCIAL RESULTS:**

	<b>CURRENT YEAR</b> Rs. in Lacs	<b>PREVIOUS YEAR</b> Rs. in Lacs
OPERATING PROFIT/LOSS (PBIDT)	(5.96)	(95.79)
Interest & Financial Charges	0.063	101.03
PROFIT/LOSS BEFORE DEPRECIATION & TAXATION	(6.03)	(196.82)
Depreciation	5.22	05.96
PROFIT/LOSS BEFORE TAXATION	(11.25)	(202.79)
Provision for Taxation	0.28	162.89
NET PROFIT/LOSS AFTER TAX	(10.97)	(39.90)

Your Company could not achieve a good performance during the year, as a result of stiff competition and international pricing pressure despite an improved Indian economy and hence affected the performance of your Company. Your Company has incurred a Net Loss of Rs. 10.97 lacs, and this is because of overall bad market conditions and non-availability of raw materials due to fluctuation in international copper prices.

**DIVIDEND:**

As the Company has carry forward losses, your Directors do not recommend any dividend for the year ended 31st March, 2009.

**OPERATIONS:**

During the year under review the Gross income from operations amounted Rs. 19.29 lacs as compared to Rs. 135.30 lacs for the year 2007-2008. Unfortunately due to the bad performance mainly on account of low demand for the Company's Products and non-availability of raw material due to fluctuation in the prices of copper in international markets, which also severely affected the Company's profitability. After Considering the Provision for Depreciation of Rs. 05.22 lacs, and prior period adjustments thereto, the Net Loss for the year under review has amounted to Rs. 10.97 against Rs. 39.90 lacs for the previous year.

**REGISTRATION WITH HON'BLE BIFR:**

As per the audited accounts as on 31.03.2001 the Company's net worth had been fully eroded and the Company filed a reference with BIFR u/s 15 (1) of the Sick Industrial Companies (Special Provisions) Act, 1985. The Company has been registered with BIFR and Union Bank of India, has been appointed as the Operating Agency. Under the directions of BIFR the Company has already filed its Draft Rehabilitation Scheme (DRS), which is presently pending with Hon'ble BIFR for approval.

Barring unforeseen circumstances, your Directors are hopeful of improving the performance of the Company during the current year. as the interest burden of Dena Bank and Union Bank of India has been cleared and we have submitted a new rehabilitation proposal to B. I. F. R. and awaiting for the next hearing.

**PROPOSAL FOR MERGER OF GROUP COMPANIES:**

In order to improve the shareholders value and to augment the strength and achieve the synergy among the group companies, which are all registered with BIFR, the Board of Directors, subject to approval of the required authorities, have proposed to submit a rehabilitation scheme to BIFR, including the possible turnaround of the group companies together by way of merger and provide liquidity to the stakeholders at large.

**PROPOSAL FOR DELISTING OF SHARES FROM AHMEDABAD STOCK EXCHANGE:**

The Company's shares are listed with Bombay Stock Exchange Limited (BSE) and Ahmedabad Stock Exchange and considering the trading of shares of the Company have taken place always at BSE and for improving the cost cutting measures, it is proposed to apply for Delisting the shares of the Company from Ahmedabad Stock Exchange.

**APPOINTMENT/RE-APPOINTMENT OF DIRECTORS:**

The Brief profiles of Directors being appointed at the ensuing Annual General Meeting forms part of notice convening 29th Annual General Meeting.

In accordance with the provisions of the Companies Act, 1956, and Articles of Association of the Company, Mr. Ravindra Mardia & Mr. Virendra Singh Deora who retire by rotation, at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

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The Board recommends their re-appointment.

**AUDITORS:**

M/s SHYAM C. AGRAWAL & COMPANY, Chartered Accountants, auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting. The Company has received a letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956. Accordingly, the Board recommends their re-appointment as Auditors of the Company at the ensuing Annual General Meeting.

**AUDITORS' REPORT:**

With respect to the observations of the Auditors vide 5 (f) of the Auditors' Report, considering the proposal of the rehabilitation as above-mentioned, to reflect the present value of the assets, the assets of the Company have been revalued to reflect a true and fair view of the financial statements, taking into account the improved economic and inflationary conditions.

Notes on Accounts referred to by the Auditors in their Report are self explanatory and therefore do not require any further clarification.

**FIXED DEPOSITS:**

The Company has not accepted any deposits during the year within the meaning of Sections 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975.

**PARTICULARS OF EMPLOYEES:**

No employee of the Company draws remuneration exceeding the limits under the provisions of section 217 (2A) of the Companies Act, 1956, read with the Company's (Particulars of Employees) Amendment Rules, 1988.

**DISCLOSURE OF PARTICULARS U/S 217 (1) (c) OF THE COMPANIES ACT, 1956.**

The Company has taken adequate steps to conserve energy at all levels. An in-house team comprising of experts, regularly keep a check on all the energy conservation systems applied by the Company at the work place. At regular intervals the reports and findings of this team are discussed by the senior management. The Energy Conservation system of the Company gives emphasis on:

- I Personnel specially trained for this task.
- II Research on use of such components in the equipments and final product which will maximize energy conservation.
- III Proper maintenance of all machinery & other equipment and timely replacement of worn-out components.
- IV Maximum utilization of available resources.

In accordance with the provisions of Section 217 (1) (c) of the Companies Act, 1956 the required information relating to conservation of energy, technology absorption and Foreign Exchange earning and outgoing is annexed to the report.

**DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 217(2AA) of the Companies Act, 1956, we, the Directors of MARDIA EXTRUSIONS LIMITED, state in respect of Financial Year 2008-09 that:

- a) in the preparation of annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis.

**AUDIT COMMITTEE**

- a) Pursuant to the provisions of Section 292A of the Company's Act, 1956, the Board has constituted an Audit Committee comprising of four independent Directors, and one executive Director, inter alia for holding discussions with the Auditors periodically, review of quarterly, half yearly and annual financial statements before submission to the Board, review of observations of Auditors and to ensure compliance of internal control systems;
- b) The Audit Committee has also been delegated with authority for investigation and access to full information and external professional advice for discharge of the function delegated to it by the Board;
- c) The Board agrees that the recommendations of the Audit Committee on any matter relating to finance and management including the audit report would be binding on the Board; and
- d) based on the above and the Internal Audit System, the Audit Committee, the Board opines that the Company has internal control system commensurate with the size of the Company and the nature of its business.

**MARDIA EXTRUSIONS LIMITED****CORPORATE GOVERNANCE**

As required under clause 49 of the Listing Agreements with the Stock Exchanges, Corporate Governance and Management discussion and Analysis Report form part of this Annual Report. The Company is in full compliance with the requirements and disclosures that have to be made in this regard. The Auditors' certificate confirming compliance of the Corporate Governance is attached to the Report on Corporate Governance.

**ACKNOWLEDGEMENT:**

Your Directors are pleased to place on record their appreciation of the value, contribution, devotion and sense of commitment extended by the employees of the Company, which inspires confidence to plan for greater accomplishments in the current financial year. Your Directors would also like to place on record its sincere appreciation for the whole hearted support and contributions made by the various Financial institutions, Banks, Central, State Government and Local bodies, Distributors, Suppliers and other business associates towards conduct of efficient operations of your company.

For and on behalf of the Board of Directors

Place : Mumbai

Dated : 22<sup>nd</sup> August, 2009

SURENDRA MARDIA  
Chairman

**ANNEXURE 'A' TO THE DIRECTOR'S REPORT**

PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988.

**FORM A**

A. Power and Fuel consumption      CURRENT YEAR      PREVIOUS YEAR.

1) Electricity:

a) Purchased

Units (kwh)		90917	117640
Total Amount	Rs.	611702	935579
Rate per unit	Rs.	6.73	7.95

**FORM B****DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION**

The Company has not imported any technology during the year.

**RESEARCH AND DEVELOPMENT:**

No Research and Development activities have been carried out separately by the Company during the year. However, product cost reduction, quality improvement and automation are ongoing process along with regular production.

**C. FOREIGN EXCHANGE EARNING AND OUTGOING.**

The Company is presently concentrating on the domestic market. The Exports efforts are being laid down to achieve desired exports in the future.

Foreign Exchange Earning : Rs. Nil  
Foreign Exchange Outgoing : Rs. Nil

CIF Value of import of

Capital Goods : Rs. Nil  
Traveling : Rs. Nil

For and on behalf of the Board of Directors

SURENDRA MARDIA  
Chairman

Place: Mumbai.

Date : 22<sup>nd</sup> August, 2009

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**CORPORATE GOVERNANCE REPORT**  
(ANNEXURE TO THE 29th DIRECTORS' REPORT 2008-2009)

Mardia Extrusions Limited has been practicing the Principles of good corporate governance over the year. Corporate governance at Mardia Extrusions Limited does not mean ensuring the compliance with regulatory requirements, but also means being responsive to aspiration of customers and expectations of the Society. At Mardia Extrusions Limited a customer has never been defined as a purchaser, but has always included every constituent that interacts with Mardia Extrusions Limited including its Shareholders and other Stakeholders. Mardia Extrusions Limited always strives for excellence in quality of goods and services with the twin objective of enhancing customer's satisfactions.

The Board of Directors supports the board principles of corporate governance and lays strong emphasis on transparency, accountability and integrity. Given below is the report on corporate governance at Mardia Extrusions Limited

**Composition of the Board of Directors as on 31/03/2009.**

Name of Directors	Executive/Non Executive Independent	No. of other Directorships in Public Ltd. Companies	No. of other Board Committee of which Member/ Chairman
Mr. Surendra Mardia	Chairman	2	2
Mr. Ravindra Mardia	Executive	2	Nil
Mrs. Omana Nayak	Executive	2	Nil
Mr. Virendrasinh Devda	Non-Executive	2	2
Mr. Bharat J. Chauhan	Non-Executive	2	2

**Board Meetings:**

The Company place before the Board all the relevant and necessary information at their meeting such as production, sales, exports review of products-wise business, any legal proceedings by or against the Company, Share Transfers, demat compliance, Quarterly Financial Results and such other information.

During the period from 1st April, 2008 to 31st March, 2009, 5 Board Meetings were held on 1) 24.04.08, 2) 21.07.08, 3) 31.07.08, 4) 22.10.08, 5) 20.01.09. The Attendance of Directors at these Board Meetings and at the previous Annual General Meeting was as under:

Name of Directors	Number of Board Meeting Attended during the Period 01/04/2008 to 31/03/2009	Whether Present at the Previous AGM
Mr. Surendra Mardia	5	Yes
Mr. Ravindra Mardia	5	Yes
Mrs. Omana Nayak	5	Yes
Mr. Virendrasinh Devda	5	No
Mr. Bharat J. Chauhan	5	No

The Last Three (3) Annual General Meeting of the Company were held as under:

Date	Time	Venue
21/08/2008 Maharashtra.	4.30 P.M	: J - 55, M. I. D. C. Industrial Area, Tarapur, Dist. Thane, Boisar - 401 506.
29/09/2007 Maharashtra.	12.00 P.M	: J - 55, M. I. D. C. Industrial Area, Tarapur, Dist. Thane, Boisar - 401 506.
29/09/2006 Maharashtra.	10.30 A.M	: J - 55, M. I. D. C. Industrial Area, Tarapur, Dist. Thane, Boisar - 401 506.

Whether Special resolutions were put through postal ballot last year, details of voting patterns.  
The Company has so far not passed any Resolution by Postal Ballot.

**MARDIA EXTRUSIONS LIMITED****Disclosures:****a. Related Party Transaction:**

The Company has not entered into any transaction of a material nature with the promoters, the Directors or the management, or relatives, etc that may have any potential conflict with Interests of the Company.

**b. Compliances by the Company:**

The Company has fairly complied with the requirements of the Stock Exchange and SEBI. During the last year, no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI on any matter.

**Means of Communication:**

Full annual report is sent to each shareholder every year at his or her registered address regularly.

**General Shareholders Information:****a. Annual General Meeting:**

Date : 29<sup>th</sup> September, 2009.

Time : 12.30 P.M.

Venue : J - 55, M. I. D. C. Industrial Area, Tarapur, Dist. Thane, Boisar - 401 506. Maharashtra.

**b. Financial Calendar:**

Financial year of the Company is for a period of 12 months Commencing from 1st April to 31st March.

**c. Book Closures:**

16th September, 2009 to 24th September, 2009. (Both days inclusive)

**d. Dividend Payment Date:**

The Board has not recommended dividend payable by the Company hence not applicable.

**e. Listing on Stock Exchange:**

1. Bombay Stock Exchange Limited – Mumbai. Rotunda Building, 1st Floor, P. J. Towers, Dalal Street, Fort, Mumbai - 400 001.

2. The Stock Exchange – Ahmedabad. Kamdhenu Complex, Nr, Polytechnic Panjara Pole, Ahmedabad- 380 015.

**f. Registrar and Transfer Agents**

The Company has engaged a common agency for Share registry.

M/s Purva Shareregistry India Private Limited, No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, opp. Kasturba Hospital, Lower Parel, Mumbai 400 011 Tel No 022 2301 8261 / 2301 6761. Fax No 2301 2517. Email : busicomp@vsnl.com.

All correspondence with regard to Share Transfer, Change of Address etc. are to be addressed to the Company or its Registrar and Transfer Agents at the above address.

**Investor Service Department :**

Mardia Extrusions Limited, Mardia House, 96, C. P. Tank Road, Mumbai - 400 004.

The members may deposit their shares for Dematerialisation to their Depositories.

**COMPULSORY DEMATERIALISED TRADING.**

As the shareholders are aware the Securities and Exchange Board of India (SEBI), has included equity shares of the Company for compulsory dematerialised trading for all investors. The Company has already entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable members of the Company to select the depository of their choice for holding and dealing in shares in electronic form. The Shareholders are requested to make use of such facility for maximizing their convenience in the dealing of Company's Share. The ISIN (International Securities Identification Number) of the Company is INE276E01010.

**Share Transfer System**

- ❖ A shareholder's request is normally attended and reply is sent in 20-25 days time and the Certificates after transfer of Shares are returned within one-month period except in the cases that is constrained for technical reasons.

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❖ Share are being transferred and demat option letter in their respect are dispatched within 20 days from the date of receipt, so long as the documents have been clear in all respects.

❖ **Investor Relations**

All complaints received from shareholders have been cleared within the financial year. The Complaints are generally replies to within 15 to 20 days from their lodgments with the Company. The Investors/members may write for their queries to Company's Investor Service Department.

**SHAREHOLDING PATTERN AS ON 31<sup>ST</sup> March, 2009**

	Category	No. of shares held	Percentage of shareholding
A	Promoter's Holding		
1	Promoters		
	Indian Promoters:	3296000	43.37
	Foreign Promoters:	2000	0.03
2	Persons acting in concert	NIL	NIL
	<b>Sub-Total</b>	3298000	43.40
B	Non-Promoter's Holding		
3	Institutional Investors		
a.	Mutual Funds and UTI	51700	0.68
b.	Bank, Financial Institutions, Insurance Companies (Central/State Govt. Institutions, Non-Govt. Institutions)	227300	3.00
c.	FII's	NIL	NIL
	<b>Sub-Total</b>	279000	3.68
4	Others		
a.	Private Corporate Bodies	238400	3.14
b.	Indian Public	3228800	42.48
c.	NRIs/OCBs	555800	7.31
d.	Any other (Please Specify)		
	Shares In transit	NIL	NIL
	Forfeited Shares	NIL	NIL
	Foreign Nationals	NIL	NIL
	<b>Sub-Total</b>	4023000	52.93
	<b>Grand-Total</b>	7600000	100

**DISTRIBUTION SCHEDULE AS ON 31<sup>st</sup> March, 2009.**

Shares holding of nominal Value of					
Rs.	Rs.	Share holders Numbers	% to total	Share Amount (In Rs.)	% to total
Up to -	5,000	5261	88.72	10787500	14.19
5,001 -	10,000	365	6.16	3254500	4.28
10,001 -	20,000	114	1.92	1890000	2.49
20,001 -	30,000	61	1.03	1577000	2.08
30,001 -	40,000	16	0.27	599000	0.78
40,001 -	50,000	20	0.34	970000	1.28
50,001 -	100,000	21	0.35	1611000	2.12
100,001 -	& Above	72	1.21	55311000	72.78
Total		5930	100	76000000	100