



*ORGANIC*  
*COATINGS LIMITED*  
(AN ISO 9001 COMPANY)

*39th ANNUAL REPORT*  
*2003 - 2004*

**ORGANIC COATINGS LIMITED****BOARD OF DIRECTORS**

<b>MR. R. K. SHAH</b>	Chairman & Managing Director
<b>MR. ABHAY R. SHAH</b>	Joint Managing Director
<b>MR. AJAY R. SHAH</b>	Whole Time Director
<b>MR. MANOJ V. MEHTA</b>	Whole Time Director
<b>JUSTICE S. C. PRATAP (RETD.)</b>	Director
<b>MR. V. B. TRIVEDI</b>	Director
<b>MR. A. S. MEHENDALE</b>	Director

**MR. K. D. GADGIL****Company Secretary****REGISTERED OFFICE**

Akal Co-op. Hsg. Scy. Ltd.,  
Bldg. No. A/2, Flat No. 1,  
Bamanpuri Village, J. B. Nagar,  
Andheri (East), Mumbai 400 059.

**FACTORY**

S. V. Road,  
Ghodbunder Village,  
Post Mira,  
Dist. Thane - 401 104.

**BANKERS**

Bank of Maharashtra  
S.P. Road Branch,  
Mumbai 400 004.

**LEGAL ADVISORS**

Manilal Kher Ambalal & Co

**AUDITORS**

Soman Uday & Co.,  
Chartered Accountants

**REGISTRAR & TRANSFER AGENT**

IIT Corporate Services Ltd. (upto 28/8/2004)  
Proto Prima Chambers, 2<sup>nd</sup> Floor,  
Near Lawrence Health Chamber,  
Suren Road, Chakala, Andheri (East),  
Mumbai - 400 093.

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**39<sup>TH</sup> Annual General Meeting will be held on  
Saturday, the 28<sup>th</sup> August 2004 at 4.00 p.m. at  
the Company's Registered Office at Akal Co-op.  
Housing Society Ltd., Flat No. 1, Bldg. A-2,  
J. B. Nagar, Andheri (East), Mumbai 400 059**

MCS Limited (from 29/8/2004)  
Sri Venkatesh Bhavan, Plot No. 27, Road No. 11,  
M. I. D. C., Andheri (E), Mumbai - 400 093.  
Tel. : 2821 5235 (hunting) • Fax : 2835 0456  
Website : www.mcsind.com  
E-mail : mcsmmum@vsnl.com

**39th ANNUAL REPORT****NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the Thirty Ninth Annual General Meeting of Organic Coatings Ltd. will be held at the Registered Office of the Company at Flat No.1, Bldg., No. A/2, Akal Co-operative Housing Society Ltd., J. B. Nagar, Andheri (E), Mumbai 400 059 on Saturday, the 28<sup>th</sup> August, 2004 at 4.00 p.m. to transact the following business.

**Ordinary Business**

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March 2004 and the Profit & Loss Account for the year ended on that date together with the Reports of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ajay R. Shah, who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint a Director in place of Justice S. C. Pratap, who retires by rotation and being eligible, offers himself for re-appointment
4. To appoint auditors and fix their remuneration

**Special Business****5. VARIATION IN TERMS OF REMUNERATION OF MR. AJAY R. SHAH, WHOLE TIME DIRECTOR**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT in partial modification of the earlier resolutions passed with respect to the appointment/remuneration of Mr. Ajay R. Shah, Whole Time Director of the Company, the consent of the Company be and is hereby accorded under Sections 309,310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, to increase his basic salary as set out in the Explanatory Statement annexed hereto with effect from 01-04-2003 for the remaining period of his tenure.

“RESOLVED FURTHER THAT all other terms and conditions of his appointment shall remain the same.”

**6. REAPPOINTMENT OF MR. R. K. SHAH AS CHAIRMAN & MANAGING DIRECTOR/WHOLE TIME DIRECTOR**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT in accordance with the provisions of Sections 298, 269, 309 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and it is hereby accorded to the reappointment of Mr. R. K. Shah as Chairman & Managing Director/ Whole Time Director for a further period of five years with effect from 1<sup>st</sup> October 2004, on the terms and conditions as set out in the draft agreement to be executed by Mr. R. K. Shah (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) submitted to this meeting and for identification initialed by the Chairman and Managing Director, with liberty to the Board of Directors, to alter, vary, and modify the terms of the said reappointment/remuneration including salary, bonus, allowances and perquisites in such a manner as may be agreed to between the Board of Directors and Mr. R. K. Shah within and in accordance with and subject to the limits prescribed in Schedule XIII to the Companies Act, 1956, or any amendment or any statutory modification thereto.”

“RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year closing on and after March 31, 2005, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. R. K. Shah remuneration by way of salary, bonus, allowances and perquisites not exceeding the limits specified under Para 2 of Section II, Part II of Schedule XIII to the Companies Act, 1956, with such modifications as may be made therein from time to time as the minimum remuneration.”

**7. REAPPOINTMENT OF MR. ABHAY R. SHAH AS JOINT MANAGING DIRECTOR/WHOLE TIME DIRECTOR**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT in accordance with the provisions of Sections 298, 269, 309 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and it is hereby accorded to the reappoint

## ORGANIC COATINGS LIMITED

ment of Mr. Abhay R. Shah as Joint Managing Director/ Whole Time Director for a further period of five years with effect from 1<sup>st</sup> October 2004, on the terms and conditions as set out in the draft agreement to be executed by Mr. Abhay R. Shah (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) submitted to this meeting and for identification initialed by the Chairman and Managing Director, with liberty to the Board of Directors, to alter, vary, and modify the terms of the said reappointment/remuneration including salary, bonus, allowances and perquisites in such a manner as may be agreed to between the Board of Directors and Abhay R. Shah within and in accordance with and subject to the limits prescribed in Schedule XIII to the Companies Act, 1956, or any amendment or any statutory modification thereto."

"RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year closing on and after March 31, 2005, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. Abhay R. Shah remuneration by way of salary, bonus, allowances and perquisites not exceeding the limits specified under Para 2 of Section II, Part II of Schedule XIII to the Companies Act, 1956, with such modifications as may be made therein from time to time as the minimum remuneration."

### 8. REAPPOINTMENT OF MR. MANOJ V. MEHTA AS WHOLE TIME DIRECTOR

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT in accordance with the provisions of Sections 298, 269, 309 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and it is hereby accorded to the reappointment of Mr. Manoj V. Mehta as Whole Time Director for a further period of five years with effect from 1<sup>st</sup> October 2004, on the terms and conditions as set out in the draft agreement to be executed by Mr. Manoj V. Mehta (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) submitted to this meeting and for identification initialed by the Chairman and Managing Director, with liberty to the Board of Directors, to alter, vary, and modify the terms of the said reappointment/remuneration including salary, bonus, allowances and perquisites in such a manner as may be agreed to between the Board of Directors and Mr. Manoj V. Mehta within and in accordance with and subject to the limits prescribed in Schedule XIII to the Companies Act, 1956, or any amendment or any statutory modification thereto."

"RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year closing on and after March 31, 2005, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. Manoj V. Mehta remuneration by way of salary, bonus, allowances and perquisites not exceeding the limits specified under Para 2 of Section II, Part II of Schedule XIII to the Companies Act, 1956, with such modifications as may be made therein from time to time as the minimum remuneration."

### 9. REAPPOINTMENT OF MR. AJAY R. SHAH AS WHOLE TIME DIRECTOR

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT in accordance with the provisions of Sections 298, 269, 309 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and it is hereby accorded to the reappointment of Mr. Ajay R. Shah as Whole Time Director for a further period of five years with effect from 1<sup>st</sup> October 2004, on the terms and conditions as set out in the draft agreement to be executed by Mr. Ajay R. Shah (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) submitted to this meeting and for identification initialed by the Chairman and Managing Director, with liberty to the Board of Directors, to alter, vary, and modify the terms of the said reappointment/remuneration including salary, bonus, allowances and perquisites in such a manner as may be agreed to between the Board of Directors and Mr. Ajay R. Shah within and in accordance with and subject to the limits prescribed in Schedule XIII to the Companies Act, 1956, or any amendment or any statutory modification thereto."

"RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year closing on and after March 31, 2005, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. Ajay R. Shah remuneration by way of salary, bonus, allowances and perquisites not exceeding the limits specified under Para 2 of Section II, Part II of Schedule XIII to the Companies Act, 1956, with such modifications as may be made therein from time to time as the minimum remuneration."

**39th ANNUAL REPORT****10. CHANGE OF COMPANY'S REGISTRAR & TRANSFER AGENT**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 163(1) of the Companies Act, 1956, the Register of Members, the index of Members, copies of all Annual Returns prepared under Section 159 together with copies of all certificates and documents required to be annexed thereto in terms of Section 161, be kept in the office of MCS Ltd., Sri Venkatesh Bhavan, Plot NO.27, Road No.11, MIDC Area, Andheri (East), Mumbai 400 093, a SEBI registered Share Transfer Agent appointed in accordance with SEBI (Registrar to an Issue and Share Transfer Agent) Rules, 1993 with effect from 29th August 2004."

By order of the Board of Directors  
For Organic Coatings Ltd.,

K. D. Gadgil  
Company Secretary

Date : 18-6-2004  
Place : Mumbai

**NOTES:**

1. A MEMBR ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL ONLY TO VOTE INSTEAD OF HIM. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. Shareholders are requested to bring their copy of Annual Report to the Meeting.
4. Members / Proxies should fill the Attendance Slip for attending the meeting.
5. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
7. The Register of Members and the Share Transfer Books of the Company will be closed from 18-08-2004 to 28-08-2004 both days inclusive, for the purpose of the Annual General Meeting.
8. Explanatory statement under section 173 (2) of the Companies Act, 1956 relating to Special Business to be transacted at the meeting is annexed hereto.

**EXPLANATORY STATEMENT UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956.****Item 5**

In view of the increased turnover of the Company during the year 2003-2004, the responsibilities of Mr. Ajay R. Shah, Whole Time Director, who looks after accounts and finance functions of the Company, had increased and it was felt necessary to suitably compensate him by granting him an increase in salary midway through his present tenure of appointment. The Board of Directors of the Company, in their meeting held on 26-7-2003, had granted him, subject to your approval, an increase of Rs.5,000/- per month w.e.f. 1-4-2003 for the remainder of his tenure. All other terms and conditions of his appointment/remuneration shall remain unchanged.

An abstract of the variation in the terms of appointment/remuneration of Mr. Ajay R. Shah was circulated to the members in compliance with Section 302 of the Companies Act, 1956.

The Board of Directors of your Company recommend passing of the aforesaid Special Resolution at item No.5.

# ORGANIC COATINGS LIMITED

## \*Memorandum of concern/interest

Apart from Mr. Ajay R. Shah himself, Mr. Abhay R. Shah his brother and Mr. R. K. Shah his father may be deemed to be concerned/interested in the resolution contained under item No.5 of the Notice. No other Director is concerned/interested in the said resolution.

### Item Nos. 6 - 9

These four Whole Time Directors were appointed for a period of five years, which term is to expire on 30-9-2004. With a view to ensure their continued contribution to the development of the Company's business, the Board of Directors of the Company, at its meeting held on 18-6-2004, resolved to reappoint them for a further period of five years commencing from 1-10-2004.

The terms and conditions of their appointment are as follows:

Director	Basic salary as at 1-10-2004 (Rs.)
R. K. Shah	43400
Abhay R. Shah	38300
Manoj V. Mehta	24500
Ajay R. Shah	24500

### 1. ANNUAL INCREMENTS

The Whole Time Directors will be given minimum annual increment of 5% of basic salary. However, the Board of Directors will have discretion to consider merit based higher annual increment taking into account the Company's performance and subject to the ceiling of 10% of the basic salary. The annual increment will be effective from 1-4-2005.

### 2. BONUS

Annual bonus of an amount equal to one month's basic salary. However, the Board of Directors will have discretion to consider higher bonus subject to the ceiling of 20% of the annual basic salary.

### 3. PERQUISITES:

Perquisites shall be allowed in addition to salary and shall be restricted to the following:

- House rent allowance :** House rent allowance at 60% of basic salary.
- Medical Reimbursement :** Reimbursement of all medical expenses including mediclaim premium actually incurred for self and family subject to a ceiling of one month's basic salary. "Family" will mean his wife and his dependant minor children. Medical check-up at Company's cost twice a year, subject to a limit of Rs. 10,000 per year.
- Leave Travel Concession :** Reimbursement of actual leave travel expenses once in a year for himself and family to any destination in India by air / road not exceeding one month's basic salary.
- Clubs :** Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- Personal Accident Insurance :** The personal accident insurance of an amount the annual premium of which shall not exceed Rs.4000/-.
- Electricity:**

**Mr. R. K. Shah** - Rs.5,000/- per month or actual monthly electricity bill whichever is less but not exceeding Rs.60,000/- per annum if he is occupying premises alone.

If he is sharing the same accommodation with Mr. Ajay R. Shah, the reimbursement to be restricted to Rs.5,000/- PLUS 10% of the salary of Mr. Ajay R. Shah per month or actual monthly electricity bill whichever is less.

**Mr. Abhay R. Shah** - Rs.5,000/- per month or actual monthly electricity bill whichever is less but not exceeding Rs.60,000/- per annum if he is occupying premises alone.



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**Mr. Manoj V. Mehta** - 10% of his salary or actual monthly electricity bill whichever is less if he is occupying the premises alone.

**Mr. Ajay R. Shah** - 10% of his salary or actual monthly electricity bill whichever is less if he is occupying the premises alone.

If he is sharing the same accommodation with Mr. R.K.Shah the reimbursement to be restricted to 10% of his own salary PLUS Rs.5,000/- or actual monthly electricity bill whichever is less.

- vii) **Gas** – Actual bill amount but not exceeding Rs.2,000/- per month.
- viii) **Provident Fund** - Contribution to Provident Fund, Superannuation Fund or Annuity Fund in accordance with the Rules of the Company to the extent these together do not exceed 27% of the basic salary and to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ix) **Gratuity** - Gratuity not exceeding half a month's basic salary for each completed year of service.
- x) **Telephone** - Provision of telephone at residence and mobile for local calls and long distance official calls. An ad hoc debit of an amount equal to, in the case of Mr. Manoj V. Mehta and Mr. Ajay R. Shah, 10% of their bill amount and in the case of Mr. R. K. Shah and Mr. Abhay R. Shah a sum of Rs. 200/- per month towards personal calls made from the mobile as well as residential telephone.
- xi) **Encashment of Leave** - Encashment of accumulated leave to the credit of the directors and the same shall not lapse during their tenure.
- xii) **Car** - The Company will provide a car for official use.

The aggregate of the salary, bonus, perquisites and allowances and other benefits taken together in respect of these four Whole Time Directors shall always be subject to the overall ceilings laid down in Sections 198 and 309 of the Companies Act, 1956.

#### **MINIMUM REMUNERATION**

In the event of absence or inadequacy of profits in any financial year, the remuneration payable will be the salary, bonus, perquisites and allowances mentioned above and the same shall be governed by Section II of Part II of Schedule XIII of the Companies Act, 1956 with such modifications as may be made therein from time to time.

The Whole Time Directors of the Company shall be entitled to terminate their Agreements by giving not less than six calendar months notice in writing in that subject to the other party without the necessity of informing any cause.

If at any time these Whole Time Directors cease to be Directors of the Company for any cause whatsoever, Mr. R. K. Shah and Mr. Abhay R. Shah also cease to be the Chairman & Managing Director and the Joint Managing Director of the Company respectively.

In compliance with the provisions of Sections 269 and 309 of the Companies Act, 1956, these reappointments and the terms of remuneration specified above are now being placed before the members in General Meeting for their approval.

The Draft of the Agreements to be entered into between the Company and these directors incorporating the aforesaid terms and conditions are available for inspection by members at its Registered Office between 11.00 a.m. to 1.00 p.m. or any working day of the Company.

#### **Memorandum of Interest**

Mr. R. K. Shah is the father of Mr. Abhay and Mr. Ajay R. Shah. Accordingly, each of these three may be deemed to be interested or otherwise concerned in the resolutions pertaining to their re-appointments/remuneration as above. Mr. Manoj V. Mehta alone is interested or otherwise concerned in his re-appointment/remuneration.

The Board accordingly recommends the resolutions set forth in items 6 – 9 for approval of shareholders.

**ORGANIC COATINGS LIMITED****Item No. 10**

In terms of the provisions of Section 163(1) of the Companies Act, 1956, the Company is required to keep the Register and indexes of its Members, copies of all Annual Returns prepared under Section 159 together with copies of all certificates and documents required to be annexed thereto in terms of Section 161 at its Registered Office. In view of the appointment of MCS Ltd., a SEBI registered Share Transfer Agent, as the Transfer Agent of the Company in accordance with SEBI (Registrar to an Issue and Share Transfer Agent) Rules 1993, it is proposed to keep the above documents at their Office situated at Sri Venkatesh Bhavan, Plot No.27, Road No.11, MIDC Area, Andheri (East), Mumbai 400 093 with effect from 29th August 2004.

This Resolution is proposed to obtain your approval in terms of Section 163 (1) of the Companies Act, 1956.

Your Board recommends passing of this Resolution.

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

By order of the Board of Directors  
Organic Coatings Ltd.,

Date : 18-6-2004  
Place : Mumbai

K. D. Gadgil  
Company Secretary

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**39th ANNUAL REPORT****DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in submitting the report and the statement of accounts for the year ended 31<sup>st</sup> March 2004.

**The Year in Retrospect**

During the year, the Company achieved a turnover of Rs. 21.01 crores as compared to Rs.16.85 crores in the previous year.

**Financial Results**

	( Rs. )	
	2003-04	2002-03
Profit before Depreciation and Tax	83,83,441	61,46,911
Depreciation	46,37,769	33,69,382
Profit for the year	37,45,672	27,77,529
Prior year's Income Tax Adjustment	65,196	6,450
Provision for Tax	6,93,491	10,01,067
Previous Year's balance	4,558	14,22,462
Reserve for doubtful debts	2,00,000	2,00,000
Transfer to General Reserve	Nil	30,00,816
Profit available for Appropriation	27,91,543	4,558
Balance carried forward	27,91,543	4,558

**Dividend**

The Company has decided to plough back its profits for future developments. Hence, no dividend is recommended for the year under review.

**Transfer to the Investor Education & Protection Fund (IEPF)**

The Company has already transferred a sum of Rs.93,908/- being the unclaimed dividend for the year 1995-96 as well as a sum of Rs.29,735/- being the outstanding application money to the above Fund as required pursuant to the provisions of Section 205A(5) of the Companies Act, 1956.

**Directors' Responsibility Statement**

Pursuant to Section 217(2AA) of the Companies Act, the Directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed;
- appropriate accounting policies have been selected and applied consistently and judgements and estimates made 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 ended 31<sup>st</sup> March 2004 and the profit and loss account for the year ended 31<sup>st</sup> March 2004;
- 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;
- the annual accounts have been prepared on a going concern basis

**Directors**

Mr. V. D. Mehta expired on 2<sup>nd</sup> July, 2003 after a short illness. He was associated with the Company as a promoter Director since 23-3-1966 and was incharge of R&D Department and Quality Control. Much of the technical competence that your Company has achieved during all these years could be attributed to his untiring zeal, efforts and constant search for new innovations in the field of printing technology. His family and employees of the Company at all levels certainly miss his presence in the Company and memories of his association will always be cherished by one and all for years to come.

Mr. Ajay R. Shah and Justice S.C. Pratap retire by rotation and being eligible offer themselves for re-appointment.

**Chairman's Glorious Achievement**

The Company is proud to note of the Life Time Achievement Award conferred upon Mr. R. K. Shah by All India Federation Master Printers (AIFMP). The award comprised of a commemorative gold medal and Plaque, presented to him by the Hon'ble Mr. Arun Gujarathi, Speaker, Maharashtra Legislative Assembly on 26<sup>th</sup> September, 2003.

# ORGANIC COATINGS LIMITED

## Corporate Governance

Your Company has complied with all the mandatory recommendations in this behalf. A report on Corporate Government is provided elsewhere in this Annual Report. Also a certificate of the auditors of your Company regarding compliance of the conditions of corporate governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges is enclosed.

## Deposits

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

## Industrial Relations

*The Company is happy to have extremely cordial industrial relations with the workers and the staff.*

## Disclosure of Particulars

Information 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 relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo is given in Annexure 'A' forming part of this report.

## Employees

The Company does not have any employees whose particulars are required to be disclosed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

## Auditors

M/s. Soman Uday & Co., who were appointed as Statutory Auditors, who retire as such at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. Their re-appointment, if made, would be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956 and the Company has received a Certificate to that effect from them.

## Companies Auditors' Report Order, 2003 (CARO)

The Department of Company Affairs has replaced MAOCARO, 1988 with CARO, 2003. This order is applicable to all companies whose accounts are closed on or after 1<sup>st</sup> July, 2003. Accordingly, your Company has requested the Statutory Auditors to communicate to management on compliance with the requirement of the said Order.

## Change of Registrar & Transfer Agent

M/s. IIT Corporate Services Ltd., have been our Registrar & Transfer Agent since our public issue of 1995. At their own behest, they have expressed to continue this service to the Company only upto end of the forthcoming Annual General Meeting. The Company expresses its sincere appreciation for the services rendered by them throughout this tenure. They will be replaced by M/s. MCS Limited, an equally reputed player in the field and we assure you that services to the shareholders will continue with the same degree of efficiency as hitherto.

## Acknowledgements

The Board of Directors would like to place on record its thanks and gratitude for the valuable support received from the Company's Bankers, viz. Bank of Maharashtra, Suppliers, Customers and most importantly our shareholders, workers and staff members.

By order of the Board of Directors  
Organic Coatings Limited

R. K. Shah  
Chairman & Managing Director

Place : Mumbai  
Date : 18-6-2004