

**PITAMBAR COATED  
PAPERS LIMITED**

**16TH  
ANNUAL REPORT  
2009-2010**

# PITAMBAR COATED PAPERS LIMITED

BOARD OF DIRECTORS : Shri Subhash Gupta Managing Director  
Shri Sunil Gupta Director  
Shri Anshu Gupta Director  
Shri Satish Gupta Director

REGD. & HEAD OFFICE : AG-23 Shalimar Bagh  
Delhi-110 088.

WORKS : A-912, RIICO Industrial Area  
Phase-III, Bhiwadi  
Distt. Alwar (Rajasthan)  
Pin-301 019.

BANKERS : Corporation Bank  
Standard Chartered Bank  
Karnataka Bank

AUDITORS : Kumar Sharma & Co.  
Chartered Accountants  
302-303, Munish Plaza,  
20, Ansari Road, Darya Ganj  
New Delhi-110002.

REGISTRAR &  
SHARE TRANSFER AGENT : M/s. Alankit Assignment Ltd.  
2E/21 Jhandewalan Extn.,  
New Delhi-110055.

LISTING OF SHARES : The Stock Exchange, Mumbai

# PITAMBAR COATED PAPERS LIMITED

## NOTICE

Notice is hereby given that the 16th (Sixteenth) Annual General Meeting of the members of Pitambar Coated Papers Ltd. will be held on:

Day and date : Thursday, 30-09-2010  
Time : 2.00 P.M.  
Venue : AG-23 Shalimar Bagh  
New Delhi-110085.

### ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet for the period ended 31st March, 2010 and Profit & Loss Account for the period ended on that date together with the Report of Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr. Sunil Gupta, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. Anshu Gupta, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint M/s Kumar Sharma & Co. Chartered Accountants as statutory auditors of the company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS

1. To consider and if thought fit, to pass with or without modification the following as Ordinary Resolution:

RESOLVED that Mr. Subhash Gupta, who was appointed as Joint Managing Director on 01-04-2009 for a period of three years and re-designated as Managing Director of the company in the Board Meeting held on 22-12-2009 for the remaining period be and is hereby confirmed and ratified.

RESOLVED further that the Managing Director shall have all the powers to manage the day to day affairs of the Company and shall have all the powers as per provisions of the Companies Act, 1956. Resolved further that he shall not withdraw any managerial remuneration till

otherwise decided by the Board of Directors. However, the Managing Director shall be entitled to reimbursement of expenses for discharging his duties.

RESOLVED FURTHER that the Board of Directors shall have all the powers to increase, vary or alter the terms of remuneration subject to and as permitted under the provisions of Section 198, 309, 269 read with Schedule XIII of the Companies Act, 1956.

By order of the Board of Directors of  
**PITAMBAR COATED PAPERS LTD.**

Place : New Delhi  
Dated : 23-08-2010

(SUBHASH GUPTA)  
MANAGING DIRECTOR

### 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/herself. A blank form or proxy is enclosed and, if intended to be used, should be returned to the Registered Office of the Company not less than 48 hours before the scheduled time of the meeting. A proxy so appointed need not be a member.
2. The Register of members and the Share transfer Books will remain closed from 29-09-2010 to 30-09-2010 (both days inclusive).
3. The Company has appointed M/S Alankit Assignment Ltd. having Regd. Office at 2E/21, First floor, Jhandewalan Extn, New Delhi - 110055 as for shares Transfer Agent for physical as well as for Demat.
4. Members are requested to notify change in their address, if any, and other correspondence to the Company at the earliest at the registered office of the company.
5. Explanatory statement pursuant to provisions of Section 173(2) of the Companies Act, 1956 is enclosed hereto.

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## EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956 IS ENCLOSED HERETO.

### ITEM NO. 5

Board of Directors in its meeting held on 01-04-2009 appointed Mr. Subhash Gupta, Joint Managing Director of the company for a period of three years and was re-designated as Managing Director for the remaining period in its Board Meeting held on 22-12-2009.

And due to poor sales and low profitability, he has agreed not to draw any managerial remuneration till the company comes in profits. As per the Board of Directors resolution, Mr. Subhash Gupta shall have all the powers to manage the day to day affairs of the Company including powers to appoint and/or remove any employee, worker or consultant for smooth running of the Company and all such powers and duties as given in the provisions of Companies Act, 1956.

As per provisions of the Companies Act, 1956 the appointment or reappointment of Managing Director is required to be confirmed by members, hence the proposed resolution is placed for shareholder's approval.

None of the Directors is concerned or interested in the resolution except Mr. Subhash Gupta and Mr. Sunil Gupta being the relatives of Mr. Subhash Gupta.

## DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 16<sup>th</sup> Annual Report of the Company together with Audited Statement of Accounts for the period ended 31st March, 2010 .

### OPERATIONS

(Rs. in lacs)

Year	Sales MT	Sales Gross	Sales Net of excise
2009-10	2751	951.73	950.54
2008-09	4569	1744.71	1728.84

There is a drop in volume of sales by 60.21% during the year under review compare to last year from 4569 MT to 2751 MT which has resulted in low sales of Rs. 950.54 Lacs (net of excise duty) over

last year. The main reasons for drop of sales were intermittent closure of factory, non-availability of labour for production and dumping of papers through imports into Indian Paper Industry has substantially effected the sales of the company.

### FINANCIAL RESTRUCTURING OF THE COMPANY IN TERMS OF BIFR ORDER DT. 13.08.2009

Company filed a reference with BIFR u/s 15(1) of the Sick Industrial Companies (Special Provisions) Act, 1985 and at the hearing held on 20-10-2008 , company was declared the company as sick company and appointed IDBI as its operating agency . Based on the proposal IDBI prepared a scheme and submitted it to the BIFR .

BIFR approved the scheme after being circulated and notified for consideration of all concerned as per section 19A(2) read with section 19(1) of SICA.

Financial Restructuring of the company in terms of BIFR Order dated 13.08.2009 has been effected into annual accounts of the Company .

Equity share of company has been reduced from Rs. 80267300 divided into 8026730 Equity shares of Rs. 10/- each to Rs. 8026730 divided into 802673 Equity shares of Rs. 10/- each and unsecured Loans, statutory dues , sundry creditors etc have been written off as provided in the said Order .

The aforesaid change has been effected in terms of clause 10.3 of the sanctioned scheme related to reduction of share capital which provide the Equity capital of PCPL would be write down by 90% . And similarly clause 11.7 of the sanctioned scheme reiterates that the existing capital of the PCPL shall reduced by 90% and then every equity shares (of face value of Rs. 10/- each ) shall be consolidated into one equity share of Rs. 10/- each fully paid up in term of sec 18 (2) (f) of SICA without the requirement of following the provisions of section 100-103 of the Companies Act, 1956 . And after the effect of the said order , the equity capital of the company has reduced in the following manner:

Total Number of shares	805043 Equity Shares of Rs.10/- each
Less: Shares forfeited	8680 Equity shares
Effective Shares(Listed)	796363 Equity Shares

Profit is calculated after considering the other income which includes the amount of Rs. 1,57,36, 962 /- as written back amount in terms

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of the said scheme. After considering the said effect, company has a profit of Rs. 41,59,780/- and adding the prior period income and effecting other adjustments, the profits reached to Rs. 42,45,016/-.

## FINANCIAL RESULTS

The financial results of the Company reflect the operation for the period ended 31st March, 2010 and are summarized as under:—

	(Rs. in Lacs)	
	Current Year 2009-10	Previous Year 2008-09
Sales of product and the income	<b>1113.35</b>	1732.87
Profit before Interest and Depreciation	<b>210.91</b>	184.39
Interest & financial charges	<b>63.34</b>	24.82
Profit before depreciation	<b>147.57</b>	159.57
Depreciation & Misc. exp.	<b>105.97</b>	105.59
Provision for taxation	—	—
Provision for Fringe benefit tax	—	(0.26)
Prior period adjustments	<b>0.85</b>	(0.31)
Profit (Loss) during the year	<b>42.45</b>	53.41
Loss carried/adjusted from earlier years	<b>821.90</b>	(875.30)
Profit/(Loss) carried to Balance Sheet	<b>42.45</b>	(821.90)

## DIRECTORS

During the year under review, there is restructuring in the composition of Board of Directors as detailed in the Corporate Governance Report. However, as per provisions of the Companies Act, 1956 Mr. Sunil Gupta and Mr. Anshu Gupta Directors of the Company are liable to retire by rotation at the ensuing Annual General meeting and they being eligible offer themselves for reappointment.

Shri Manish Aggarwal has resigned from the post of Managing Director of the company on 21-10-2009.

Further, Sh Subhash Gupta has been redesignated as Managing Director on 22-12-2009.

## DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors have reviewed the annual accounts for the period ended 31-03-2010 and as per requirement of provisions of Section 217(2AA) of the Act, the Directors' hereby state as under:—

- That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- That the Directors had selected such accounting policies and applied them consistently and made judgments 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 period and of the profit or loss of the company for that period;
- That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the Directors had prepared the annual accounts on a going concern basis.

The Board of Directors hereby declare that there is no such Director who is disqualified to act as Director pursuant to the provisions of Section 274(l)(g) of the Companies Act, 1956.

## AUDITORS

M/s Kumar Sharma & Co. Chartered Accountants, Auditors of the Company, will retire at the ensuing Annual General Meeting and M/s Kumar Sharma & Co. being eligible, offer themselves for re-appointment.

## AUDITORS' REPORT

In respect of observations made by the Auditors in their Report, your Directors wish to state that the respective notes to the accounts are self-explanatory. Regarding the valuation on the basis of AS-15, company shall take necessary steps to ensure the valuation of gratuity and leave

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encashment benefits on actuarial valuation basis as required by AS-15.

## SICK INDUSTRIAL COMPANY

Your company was registered by the BIFR as sick industrial company under section 15(1) of SIC ( SP) Act, 1985 vide Case no. 47/2007 through letter no. F.No.3(P-3)/BC/2007 dt. 02-07-2007. After giving the various hearing BIFR appointed IDBI its operating agency to frame a rehabilitation scheme, who submitted the scheme to BIFR for its perusal .

And the BIFR approved the scheme after being circulated and notified for consideration of all concerned as per section 19A(2) read with section 19(1) of SICA.

Financial Restructuring of the company in terms of BIFR Order dated 13.08.2009 has been effected into annual accounts of the company.

## CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreement requirement, a Report on Corporate Governance is enclosed hereto.

## FIXED DEPOSITS

The Company has not accepted any fixed deposit from public.

## DIVIDEND

Due to low sales and profitability, your Directors are unable to recommend dividend during the year under review.

## LISTING FEE

The Company's Shares are listed with Mumbai Stock Exchange. However, the pending listing fees is being paid in installments.

## CONSERVATION OF ENERGY, TECHNOLOGY

The statement pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988 is given in the Annexure forming part of this report.

## PARTICULARS OF EMPLOYEES

There is no employee (whether employed for the whole of the year or apart thereof) who were in

receipt of remuneration exceeding the limits as laid down under Section 217(2A) of the Companies Act, 1956.

## INDUSTRIAL RELATIONS

Your Directors wish to place on record their sincere appreciation for the excellent team spirit and devotion to duty shown by the employees at all levels. It is hoped that present cordial relations will continue in future.

## ACKNOWLEDGEMENTS

The Directors wish to place on record their gratitude to the Company's customers, dealers, suppliers, various departments of the Government and Banks for their continued support to the Company .

FOR & ON BEHALF OF THE BOARD  
PITAMBAR COATED PAPERS LIMITED

Place: New Delhi  
Dated: 23-08-2010

CHAIRMAN

## ANNEXURE

### PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION & FOREIGN EARNING AND OUTGO

The Statement pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is as under:—

#### A. CONSERVATION OF ENERGY POWER AND FUEL CONSUMPTION

Period ended Year ended  
31-3-2010 31-3-2009

1. Electricity		
a) Purchased units	27,29,175	44,20,755
Total amount	1,29,25,133	1,99,26,572
Rate per unit (Rs.)	4.74	4.52
b) Own Generation		
(i) Through Diesel Generator	NIL	NIL
Unit per ltr. of diesel Oil (Rs.)	NIL	NIL

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Period ended Year ended  
31-3-2010 31-3-2009

## TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

(ii) Through steam turbine/generator Units	—	—
Units per ltr. of fuel	—	—
2. Coal (specify quality and where used)		
Quantity (tonnes)	—	—
Total cost		
Average rate		
3. Furnace oil Quantity (tonnes)	—	—
Total cost		
Average rate		
4. Others/internal generation		
Quantity	—	—
Total cost		
Rate/Unit		

- The Company aspires to further cut cost and foray into photocopier paper in a bigger way to increase Sales and Profits. Technology required to attain the above shall be acquired and equipment shall be installed.
- In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:
  - Technology : N.A.
  - Year of import : N.A.
  - Has technology been fully absorbed : N.A.
  - If not fully absorbed, areas where this has not taken place, therefore the future plans of action. : N.A.

## Consumption per unit of production

	Standards (if any)	Current year	Previous year
HSD/LDO (In litres)	—	NIL	NIL
Products (with details) Unit		—	—
Electricity	—	978.90	963.52
Furnace oil	—	—	—
Coal	—	—	—
(Specify quality)	—	—	—
Others (specify)/	—	—	—
D.G. Sets	—	—	—

## C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(In Rs. lacs)

Period ended Year ended  
31-03-2010 31-3-2009

Foreign Exchange earning	Nil	Nil
Foreign Exchange outgo	Nil	Nil

## CORPORATE GOVERNANCE REPORT

In accordance with Clause 49 of the Listing Agreement with the stock exchange on Corporate Governance the details of compliance by the company are as under:—

### 1. Company's philosophy on code of corporate governance

The Company's philosophy on corporate governance envisages achieving standards of accountability, transparency and equity in all its spheres and in all its dealings with its stakeholders. The shareholders were provided all the material information in a transparent manner.

## B. RESEARCH & DEVELOPMENT (R&D)

- Specific areas in which R&D carried out by the Company : None
- Benefits derived as a result of the above R&D : None
- Future plan of action : None
- Expenditure on R&D : None
  - Capital
  - Recurring
  - Total
  - Total R&D expenditure as a percentage of total turnover.

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## 2. Board of Directors

The Board of Directors consists of four Directors.

### Composition and category of Directors

Category	Name of Director	Other Director-ships
Promoter/Non-Executive Directors	Sunil Gupta	2
Promoter/Executive Director	Subhash Gupta Managing Director	7
Independent Directors	Anshu Gupta Satish Gupta	Nil Nil

### Number of Board Meeting held and the dates on which held

Directors	No. of meetings attended	Last AGM (30-09-2009) Attended
Total No. of meetings held	12	Yes
Shri Manish Aggarwal	02	Yes
Shri Subhash Gupta	12	Yes
Shri Sunil Gupta	12	Yes
Shri Anshu Gupta	09	Yes
Shri Satish Gupta	8	Yes

### No of Board meetings held :

During the period 12 Board meetings were held on 01-04-2009, 30-04-2009, 31-07-2009, 01-09-2009, 30-09-2009, 21-10-2009, 30-10-2009, 22-12-2009, 29-01-2010, 06-02-2010, 12-02-2010 and 15-03-2010

## 3. Code of Conduct

The Board of Directors has laid down a Code of Conduct for the Board members and Senior Management Personnel of the Company which is widely circulated amongst members of the Board and Senior Management Personnel. The members of the board and Senior Management Personnel have affirmed compliance to the said code of conduct.

## 4. Audit Committee

The Audit Committee of the Board of Directors

has been constituted in conformity with the requirements of Section 292A of the Companies Act, 1956 and clause 49 of the Listing Agreement.

The Audit Committee, inter alia, reviews :

- Quarterly, half yearly and yearly financial reports
- Significant related party transactions
- Audit reports including Internal Audit Reports
- Recommendation for appointment of statutory auditors
- Management discussion and analysis of financial conditions and results of operations

Mr. Anshu Gupta- Non Executive Director was the Chairman of the Audit Committee. During the period, the committee has met 6 (six) times i.e. 29-04-2009, 28-06-2009, 30-08-2009, 29-09-2009, 28-10-2009, and 28-01-2010 respectively. All the members of the Audit committee were present in all the meetings held during the year.

### Composition of the Audit Committee

### No. of meetings attended

- |                      |   |
|----------------------|---|
| i) Mr. Anshu Gupta   | 6 |
| ii) Mr. Satish Gupta | 6 |
| iii) Mr. Sunil Gupta | 6 |

## 5. Disclosures on appointment of a Managing Director and Joint Managing Director

- Shri Manish Aggarwal has resigned from the post of Managing Director of the company on 21-10-2009.
- Sh Subhash Gupta has been re-designated as Managing Director of the company for a period of three years w.e.f. 22-12-2009.

## 6. Management Discussions And Analysis Report

### (i) Industry Structure and Developments

Growth of coated papers segment is inextricably linked to structural economic factors like improvements in literacy rates, higher spending on education and growth of print and the media industry.

Given its low per capita paper consumption base of 5 kgs compared to the world average of 54 Kgs, demand for all grades of papers and boards in the country has got to increase at a healthy rate. Coated papers and boards



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segment has been witnessing higher rate of growth, in particular.

Apart from a few large paper mills, imports, sizeable portion of the demand for Coated papers and boards is catered to by medium/small sized manufacturers.

## (ii) Opportunities and Threats

With changes in copier and printer technology, there is greater consumer sensitivity to the quality of branded papers. Our branded copier paper has started gaining acceptance and popularity in various markets.

The problem of low priced Coated papers dumped into India by some vested interests is continuing unabated. Such clandestine imports are posing severe threats to the indigenous industry.

## (iii) Segment-wise or Product-wise Performance

The company is primarily engaged in the manufacture of one-side and two-sides Coated papers and Boards, branded photocopier and S S Maplitho. The company would also introduce its branded Exercise Books in near future.

## (iv) Outlook

On the back of 8.5% growth in Indian economy in 2008-09 and 9% in 2009-10, there are all the indications of the present trend continuing in the foreseeable future. The company, therefore, has every reason to hope for bright future.

## (v) Risks and Concerns

There is no perceptible risk the company can think of at the moment. It is, however, a matter of concern that prices of all the critical inputs are continuing to rise steeply thereby affecting the profitability of paper industry.

## (vi) Internal control systems and adequacy

The company follows sound and healthy business practices in all facets of its operations and conducts its business in a transparent manner.

## (vii) Discussion on financial performance with respect to operational performance

There has been drop in the production and sales during the period under review and the

main causatory factor has been suspension of the company's operations for a couple of months owing to poor sale and non-availability of Power and labour and dumping of imported paper into market. The company, therefore, failed to maintain regular and economical level of production which ipso facto resulted into low turnover and consequential losses.

The company is making every possible effort to achieve and maintain economical level of production.

## (viii) Material developments in human resources/ industrial relations front including number of people employed.

During the financial year under review, it would be observed that no major additions are being done to avoid overstaffing. Exgratia, etc. is being provided to workers for motivation and promoting higher efficiency at lower levels.

## 7. Remuneration Committee

Since the company has not been paying any managerial remuneration to any managerial person, as such, no "Remuneration Committee" has been constituted.

## 8. Shareholders'/Investors' Grievance Committee

Mr. Anshu Gupta – Non Executive Director is the Chairman of the Shareholders'/Investors Grievance Committee.

During the period, the Committee held 4 (four) meetings i.e. on 29-04-2009, 28-07-2009, 25-10-2009 and 29-01-2010 respectively.

The composition of the Shareholders'/Investors Grievance Committee and the attendance of each member during the year is detailed below:

Name of the Director	Executive/ Non-Executive	No. of meetings attended
Mr. Subhash Gupta	Executive	4
Mr. Anshu Gupta	Independent	4
Mr. Satish Gupta	Independent	4

The total number of letter/complaints received were nil during the year. No letter/complaint as on 31-03-2010 was pending.

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## 9. General Body Meeting

Location and Time for last 3 Annual General Meeting were:

Year	A.G.M	Location	Date	Time
2006-07	A.G.M	AG-23, Shalimar Bagh, New Delhi	31.12.07	2.00 p.m.
2007-08	A.G.M	AG-23, Shalimar Bagh, New Delhi	30.09.08	2.00 p.m.
2008-09	A.G.M	AG-23, Shalimar Bagh, New Delhi	30.09.09	2.00 p.m.

For the above years, there have been no resolution passed by the Company's shareholders through postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed through postal ballot.

### 10. a. Disclosures on materially significant related party transaction i.e., transaction of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the company at large.

Suitable disclosure as required by Accounting Standard (AS-18)-Related Party Disclosures has been made in the Annual Report.

b. No penalties have been imposed by the Stock Exchange(s), SEBI or any authority under the capital market regulations during the last three years.

## 11. Means of Communication

**Quarterly results :** The quarterly results are normally published in 'Money Maker', Mahalaxmi. The annual audited accounts are also like-wise published. The half yearly report is not sent separately to each household of the shareholders. The half yearly results alongwith corresponding half year results are published in the newspaper. Annual reports are sent to each shareholder at their address registered with the Company.

**Company's website:** The Company has not created any website. Any information, grievance etc. can be sent at company's email [pitambercoated@gmail.com](mailto:pitambercoated@gmail.com).

## 12. General Shareholder Information

- **AGM**
  - **Date and Time** : 30th September 2010 at 2.00 p.m.
  - **Venue** : AG-23, Shalimar Bagh, New Delhi.
- **Book Closure Date** : 29-09-2010 to 30-09-2010 (both days inclusive)
- **Dividend** : Not applicable (as not recommended by Board of Directors)
- **Stock Exchange**  
**ISIN No.** : **ISIN INE 189C01019**
- **Listing of Equity Shares on Stock Exchanges:**  
— The Stock Exchange, Mumbai
- **Market Price Data:** The trading of the company's share has been suspended by the Mumbai Stock Exchange.
- **Registrar & Transfer Agent:** M/s. Alankit Assignment Ltd., Anarkali Apartments, 2E/21, Jhandewala Ext., New Delhi.
- **Share Transfer System:** The Share transfer which are received in physical form are processed and the share certificates returned within a period of 21 days from the date of receipt, subject to the documents being valid and complete in all respect.
- **Status of Dematerialisation of shares as on 31-03-2010 :** Shares in demat form in NSDL, CDSL and physical form are subject to change in term of BIFR Order dt. 13.08.2009

Equity share of company has been reduced from Rs. 80267300 divided into 8026730 Equity shares of Rs. 10/- each to Rs. 8026730 divided into 802673 Equity shares of Rs. 10/- each as provided in the said Order.

The aforesaid change has been effected in terms of clause 10.3 of the sanctioned scheme related to reduction of share capital which provide the Equity capital of PCPL would be write down by 90%. And similarly clause 11.7 of the sanctioned scheme reiterates that the existing capital of the PCPL shall reduced by 90% and then every equity shares (of face value of Rs. 10/- each) shall be consolidated into one equity share of Rs. 10/- each fully paid up in term of sec 18 (2) (f) of SICA without