



Punjab Alkalies & Chemicals Limited
37TH ANNUAL REPORT 2011 - 12

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BOARD OF DIRECTORS	Shri A.R. Talwar, IAS, Chairman Dr. A.K. Kundra, IAS (Retd.) Shri J.S. Saraon Shri D.C. Mehandru Shri J.S. Mann Shri Yogesh Goel Shri Ravi Kumar (IDBI Nominee) Shri Gautam Meour (IFCI Nominee) Shri Jivandeep Singh Kahlon, IRS, Managing Director
COMPANY SECRETARY & SENIOR GENERAL MANAGER (CO. AFFAIRS)	Shri Pradeep Nauharria
BANKERS	Punjab National Bank Punjab & Sind Bank
AUDITORS	M/s. S. Tandon & Associates, Chartered Accountants, S.C.O. 201-203, 3rd Floor, Sector 34-A, Chandigarh - 160 022 M/s. A.K. Sood & Associates, Chartered Accountants, S.C.O. 126-127, 2nd Floor, Sector 8-C, Chandigarh - 160 008
INTERNAL AUDITORS	M/s. D.K. Singla & Associates, Chartered Accountants, S.C.O. 1126-27, Sector 22-B, Chandigarh-160 022
REGISTERED OFFICE	S.C.O. 125-127, Sector 17-B, Chandigarh-160 017
WORKS	Nangal-Una Road, Naya Nangal-140 126 Distt. Ropar, Punjab

DIRECTORS' REPORT

Your Directors submit their 37th Annual Report together with the Audited Accounts for the financial year ended 31st March, 2012.

Financial Results

Your Directors report that the Company has shown encouraging performance during the financial year ended 31st March, 2012. The financial results of the Company for the financial year ended 31st March, 2012 are summarised below :-

	(Rs. in crores)	
	2011-12	2010-11
Sales Turnover & Other Income	264.49	194.43
Total Expenditure excluding Finance Costs and Depreciation, etc.	234.39	196.58
Finance Costs	10.76	9.64
Cash Profit / (Loss)	19.34	(11.79)
Depreciation, etc.	12.80	12.49
Net Profit / (Loss) before tax	6.54	(24.28)
Provision for taxation	2.15	-
Net Profit / (Loss) after tax	4.39	(24.28)

Members would be happy to note that your Company has posted a Net Profit (before tax) of Rs.6.54 crores in the financial year 2011-12 as against preceding financial year's Net Loss (before tax) of Rs.24.28 crores, due to increase in the combined average realisation from Rs.25,600 per Electro-Chemical Unit (ECU) during the financial year 2010-11 to Rs.30,950 per ECU in the financial year 2011-12, better capacity utilisation and savings of about Rs.11.00 crores on account of procurement of part of power requirements at cheaper rates under Open Access System. The Turnover of your Company during the financial year under review at Rs.264.49 crores was higher by 36% as compared to Rs.194.43 crores in the preceding financial year. The Company earned a Cash Profit of Rs.19.34 crores in the financial year 2011-12 as against a Cash Loss of Rs.11.79 crores during the preceding financial year. During the financial year under review, the Net Profit (after tax) was Rs.4.39 crores as compared to Net Loss (after tax) of Rs.24.28 crores in the financial year 2010-11.

Your Directors believe that the results would have been better but for increase in cost of raw materials and cost of power supplied by the Punjab State Power Corporation Limited.

In view of the accumulated losses of the Company, the Directors express their inability to recommend any dividend for the financial year 2011-12.

Finance and Corporate Debt Restructuring

The Corporate Debt Restructuring (CDR) Empowered Group had, in September, 2011, acceded to the request of the Company for further deferment of repayment of principal long term dues and Funded Interest Term Loans of the Financial Institutions and Banks, falling due between 1st April, 2011 and 1st January, 2012, so as to be repayable from 1st April, 2012 without changing the terminal date, with a marginal increase in the rate of interest. The CDR Empowered Group had, in June, 2012, approved the further deferment of repayment of principal long term dues and Funded Interest Term Loans falling due on 1st April, 2012 by one Quarter, with a marginal increase in the rate of interest. The Company has submitted a proposal to the Financial Institutions and Banks for making a One Time Settlement (OTS) in respect of the dues of the Company towards them.

During the financial year under review, the Company did not raise funds by way of fixed deposits.

Current Operations and Outlook

Your Company has done well in the first Four Months ended 31st July, 2012 of the financial year 2012-13. The average capacity utilisation of the Plant during the said period was 95% as compared to 80% in the corresponding period of the preceding financial year. The combined average realisation in this period increased to Rs.35,950 per ECU - an increase of Rs.5,650 per ECU over the combined average realisation of Rs.30,300 per ECU during the corresponding period in the financial year 2011-12. The Net Profit (before tax) has been Rs.4.37 crores on a Sales Turnover of Rs.107.77 crores against a Net Profit (before tax) of Rs.4.75 crores on a Sales Turnover of Rs.73.27 crores in the corresponding period of the preceding financial year. The results would have been still better but for the exorbitant hike in Power Wheeling Charges of the Punjab State Power Corporation Limited (PSPCL) w.e.f. 1st April, 2012, which restrained the Company from purchasing power under Open Access System to a great extent and the upward revision in the power tariff of PSPCL w.e.f. 1st April, 2012.

The Company's endeavor to reduce costs continued. The major cost is on account of Power, which accounts for about 60% of the cost of production. The Company is replacing the Membranes and getting the Anodes recoated in Electrolysers of its Plant Unit-II in a phased manner, at a cost of about Rs.9.50 crores. These will result in reduction in power consumption per unit of Caustic Soda Lye and also lead to increase in capacity utilisation. The Company has signed a Memorandum of Understanding (M.O.U.) with M/s. Purab Infrastructure Projects Limited for setting up 45 MW Power Plants on Build, Own and Operate (B.O.O.) basis in the Company's Plant Complex for supply of 35 MW power to the Company. This will result in saving in power cost, after the same commences operations.

The Company has signed a M.O.U. with M/s. Flow Tech Chemicals Pvt. Limited for setting up a Chlorinated Paraffin Wax (CPW) Plant on B.O.O. basis in the Company's Plant Complex. As a result of this arrangement, the Company expects to increase its capacity utilisation and to reduce its requirement for additional Chlorine Tonners.

The Company is in the process of making arrangements with another Party for setting up a Hydrogen Per-oxide Plant on B.O.O. basis in the Company's Works Complex.

With these measures, your Directors are optimistic about improved performance in the days to come.

Environment and Energy Conservation

The Company's endeavor has always been to run its operations in an environment-friendly manner. The Company is fully committed to take all possible measures towards maintaining safety and good house keeping in its Plants. The Company had got a Reverse Osmosis based Effluent Treatment Plant set up on B.O.O. basis in the Company's Plant Complex by M/s. J.B.R. Technologies Private Limited for treatment of effluents of the Company for achieving Zero Discharge of Effluents from its Plant.

The Company strives to make its Plant energy efficient. The information required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is given in Annexure-I forming a part of this report.

Listing

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited. The Annual listing fee for the year 2012-13 has been paid to the Bombay Stock Exchange Limited.

Human Resources

The Company continues to place great value on its human resources. The process of training and development of human resources continued. The industrial relations remained cordial during the financial year under review.

During the financial year ended 31st March, 2012, there was no employee of the Company whose particulars need to be included in this report under Section 217(2A) of the Companies Act, 1956.

Corporate Governance

The Management Discussion and Analysis Report for the financial year 2011-12 required in terms of Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited is annexed herewith as Annexure – II forming a part of this report. The Corporate Governance Report for the financial year 2011-12 and Auditors' Certificate regarding compliance of conditions of Corporate Governance, required in terms of Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited are also annexed.

Directors

The Punjab State Industrial Development Corporation Limited (PSIDC) nominated Shri A.R. Talwar, IAS as Director and Chairman of the Company vice Dr. S.S. Channy, IAS w.e.f. 12th April, 2012. The Directors place on record their appreciation of the valuable guidance provided by Dr. S.S. Channy, IAS.

The PSIDC nominated Shri Jivandeep Singh Kahlon, IRS as its Nominee Director on the Board of Directors of the Company in place of Shri S.S. Bains, IAS w.e.f. 23rd July, 2012. Consequently, Shri S.S. Bains, IAS ceased to be the Managing Director of the Company w.e.f. 23rd July, 2012. The Directors place on record their appreciation of the valuable services rendered by Shri S.S. Bains, IAS, during his tenure with the Company. The Board of Directors of the Company appointed Shri Jivandeep Singh Kahlon, IRS as the Managing Director of the Company w.e.f. 27th July, 2012. The Directors feel that the Company will benefit tremendously from his rich experience.

The IFCI Limited has nominated Shri Gautam Meour as its Nominee on the Board of Directors of the Company in place of Shri O.P. Yadav and had advised the Company to co-opt him on the Board of Directors. Shri O.P. Yadav resigned as a Director of the Company w.e.f. 13th February, 2012. Accordingly, the Board has appointed Shri Gautam Meour as Additional Director of the Company on 13th February, 2012. Shri Gautam Meour holds office till the date of the ensuing Annual General Meeting. Notices in writing have been received from some members under Section 257 of the Companies Act, 1956, signifying their intention to propose at the ensuing Annual General Meeting the appointment of Shri Gautam Meour as Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation. The Directors place on record their appreciation of the valuable contribution made by Shri O.P. Yadav.

Dr. A. K. Kundra, IAS (Retd.) and Shri J.S. Mann retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Audit Committee

The Audit Committee of the Board comprises of Shri J.S. Saraon, Shri D.C. Mehandru, Shri J.S. Mann and Shri Ravi Kumar with Shri J.S. Saraon as its Chairman.

Directors' Responsibility Statement

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that:

- (i) In the preparation of the annual accounts for the financial year ended 31st March, 2012, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) The Directors have 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 financial year and of the profit of the Company for the year under review;
- (iii) The Directors have taken proper and sufficient care 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;
- (iv) The Directors have prepared the annual accounts for the financial year ended 31st March, 2012 on a 'going concern' basis.



Auditors

M/s. S. Tandon & Associates, Chartered Accountants and M/s. A.K. Sood & Associates, Chartered Accountants, Auditors of the Company retire on the conclusion of the ensuing Annual General Meeting and being eligible they have indicated their willingness to be re-appointed.

Cost Auditors

M/s. J.K. Kabra & Co., Cost Accountants were re-appointed as Cost Auditors of the Company for conducting a cost audit of the cost records of the Company in respect of the financial year 2011-12.

Acknowledgements

The Directors wish to thank the Central and State Governments, Financial Institutions, Punjab State Industrial Development Corporation Limited, Punjab State Power Corporation Limited, Company's Bankers and Business Constituents for their continued cooperation and support to the Company.

The Directors also wish to express their appreciation of the valuable services rendered by the employees of the Company at all levels.

For and on behalf of the Board

Place: Chandigarh
Date : August 13, 2012

Sd/-
(A.R. TALWAR)
Chairman

ANNEXURE – I TO THE DIRECTORS' REPORT

Disclosure of particulars with respect to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required under Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the financial year ended 31st March, 2012.

Energy Consumption and Conservation	2011-12	2010-11
A. Power and Fuel Consumption		
1. Electricity		
(a) Purchased		
(i) From Punjab State Power Corporation Limited		
Units (lacs KWH)	1149.57	1768.48
Total Amount (Rs.in lacs)	7080.70	9961.46
Rate / Unit (Rs.)	6.16	5.63
(ii) From Other Sources through Energy Exchanges		
Units (lacs KWH)	1215.10	297.27
Total Amount (Rs.in lacs)	5632.68	887.54
Rate / Unit (Rs.)	4.64	2.99
(iii) Total		
Units (lacs KWH)	2364.67	2065.75
Total Amount (Rs.in lacs)	12713.38	10849.00
Rate / Unit (Rs.)	5.38	5.25
(b) Own Generation	Nil	Nil
2. Coal	Nil	Nil
3. Furnace Oil/LDO/HSD		
Quantity (K. litres)	2010.95	3188.53
Total Amount (Rs.in lacs)	721.97	813.11
Average Rate (Rs. per K.litre)	35901.88	25501.23
4. Others	Nil	Nil
B. Consumption per Unit of Caustic Soda Produced		
1. Electricity (KWH)		
- Caustic Soda Lye	2682	2642
- Additional Consumption for conversion to Caustic Soda Flakes	Nil	99
2. Furnace Oil/LDO/HSD(ltrs.)		
- For Caustic Soda Lye	22.81	40.30
- Additional Consumption for conversion to Caustic Soda Flakes	Nil	72

Keeping in view the costing pattern adopted by the Company, per unit energy consumption for by-products cannot be separated from Caustic Soda Lye figures.

The marginal increase in electricity consumption per unit of Caustic Soda Lye over that of previous financial year is due to ageing of Membranes and recoating requirement. But for certain energy conservation measures adopted by the Company, the increase would have been higher.

The Company is replacing the Membranes and getting the Anodes recoated in Electrolysers of its Plant Unit-II in a phased manner, at a cost of about Rs. 9.50 crores. These will result in reduction in power consumption per unit of Caustic Soda Lye and also increase in capacity utilisation. The Company has signed a Memorandum of Understanding (M.O.U.) with M/s. Purab Infrastructure Projects Limited for setting up 45 MW Power Plants on Build, Own and Operate (B.O.O.) basis in the Company's Plant Complex for supply of 35 MW power to the Company. This will result in saving in power cost, after the same commences operations.

Research and Development

The main focus of the Research & Development effort of the Company continued to be on energy conservation and pollution control. The Company had got a Reverse Osmosis based Effluent Treatment Plant set up on B.O.O. basis in the Company's Plant Complex by M/s. J.B.R. Technologies Private Limited for treatment of effluents of the Company for achieving Zero Discharge of Effluents from its Plant.

Expenses incurred on R & D are booked under respective general accounting heads and no amounts can therefore be quantified separately under the head of R & D expenses.

Technology Absorption, Adaptation and Innovation

The know-how for the Company's 100 TPD Membrane Cell Caustic Soda Plant has been fully absorbed. The know-how for the Company's Mercury Cell to 200 TPD Membrane Cell Converted Caustic Soda Plant has also been fully absorbed.

Total foreign exchange utilised during the accounting year is Rs.85.64 lacs on account of imported Raw Materials, Stores & Spares and Membranes.

For and on behalf of the Board

Place: Chandigarh
Date : August 13, 2012

Sd/-
(A.R. TALWAR)
Chairman



ANNEXURE - II TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT FOR THE FINANCIAL YEAR 2011-12

Caustic Soda Industry in India

There are around 34 Caustic Soda Units in operation in India at present with a total operational installed capacity of about 31 lac M.T. per annum. The production of Caustic Soda results in co-production of 1 M.T. of Caustic Soda and 0.886 M.T. of Chlorine – collectively representing 1 Electro-Chemical Unit (ECU).

The products of this Industry are used in diverse sectors of Chemical and other industries. This Industry is highly cyclical. The profitability of a Caustic Soda manufacturer depends upon the ability of the combined ECU prices to offer a margin over the total cost of production.

During the financial year under review, the performance of Caustic Soda Industry has been encouraging and it witnessed a correction in the demand and supply imbalance. The Caustic Soda Industry's capacity utilisation has been 82% in the financial year under review as against 76% during the financial year 2010-11.

Performance

The capacity utilisation of the Company's Plant at 89% during the financial year 2011-12 has been better than that of 79% in the previous financial year and also against the industry average of 82% during the said financial year. The Caustic Soda Lye production had gone up to 88173 M.T. in the financial year under review as against 78172 M.T. during the preceding financial year. The Sales Turnover during the financial year 2011-12 increased to Rs.264.49 crores in comparison to Rs.194.43 crores in the financial year 2010-11. The combined average realisation of Rs.30,950 per Electro-Chemical Unit (ECU) during the financial year under review was higher than that of Rs.25,600 per ECU in the financial year 2010-11. During the year under review, the Company's savings on account of purchase of power through Energy Exchanges under Open Access System were to the tune of Rs.11.00 crores. As a result of these favourable factors, the Company has posted a Cash Profit of Rs.19.34 crores as against a Cash Loss of Rs.11.79 crores in the preceding financial year. The Company earned a Net Profit (before tax) of Rs.6.54 crores in the year under review as compared to a Net Loss (before tax) of Rs.24.28 crores during the preceding financial year.

Marketing

The product-wise Sales of the Company are given below::

Product	Sales	
	Quantity	Value (Rs. in crores)
Caustic Soda Lye	84458 M.T.	227.33
Caustic Soda Flakes	52 M.T.	0.15
Liquid Chlorine	60991 M.T.	17.07
Hydrochloric Acid	53175 M.T.	9.50
Sodium Hypochlorite	11947 M.T.	3.33
Hydrogen Gas	20.40 Lacs NM ³	4.25

The combined average sales realisation of all the products has increased to Rs.30,950 per M.T. of Caustic Soda in the financial year 2011-12 as against Rs.25,600 during the financial year 2010-11.

Opportunities

The Company's two Caustic Soda Plants are located in its Works Complex at Naya Nangal, District Ropar, Punjab in close vicinity of a State Highway and around 12 Kms. from the Bhakra Left Bank Power Generating Station and about 2.5 Kms. from Sutlej River. The Company has locational advantages of availability of uninterrupted Power supply – a major input, perennial source of water, skilled labour and close proximity to road/rail and the presence of several end-user Units in industries like paper, fertilizers, soaps and detergents, etc. in its natural marketing vicinity. The Company is supplying Hydrogen Gas to two Hydrogen Compressing & Bottling Units situated near the Work's Complex of the Company and is also utilising Hydrogen as a fuel, which result in a considerable improvement of utilisation of its bye-product Hydrogen Gas.

Threats

The Chlor-Alkali Industry is a power-intensive industry and the power costs of the Company constitute about 60% of its total production cost. Every increase of 10 paise per KWH in power tariff burdens the cost of

Punjab Alkalies & Chemicals Limited

production by about Rs.270 per ton of Caustic Soda and the Company annually by about Rs.2.70 crores on 100% production basis. The possibility of power tariff hike by the Punjab State Electricity Regulatory Commission (PSERC) for the power supplied by the Punjab State Power Corporation Limited (PSPCL), the burden of which may not be absorbed by the market, constitutes a threat. An increase in Power Wheeling Charges of PSPCL for purchasing power under Open Access System, is a threat for the Company. The expansion of installed capacities in the domestic caustic industry, import of Caustic Soda Lye at cheaper prices and increase in input costs are also possible threats.

Outlook

The performance of the Chlor-Alkali Industry is encouraging. The demand and supply imbalance in this Industry has witnessed a correction. The levy of anti-dumping duty by the Government of India continues and is expected to reduce unhealthy competition from abroad.

The Company has signed a Memorandum of Understanding (M.O.U.) with M/s. Purab Infrastructure Projects Limited for setting up 45 MW Power Plants on Build, Own and Operate (B.O.O.) basis in the Company's Plant Complex for supply of 35 MW Power to the Company, which will result in saving in power cost, after the same commences operations. The Company has signed a M.O.U. with M/s. Flow Tech Chemicals Pvt. Limited for setting up a Chlorinated Paraffin Wax (CPW) Plant on B.O.O. basis in the Company's Plant Complex. As a result of this arrangement, the Company expects to increase its capacity utilisation and to reduce its requirements for additional Chlorine Tonners. The Company is in the process of making arrangements with another Party for setting up a Hydrogen Per-oxide Plant on B.O.O. basis in the Company's Works Complex.

The Company is optimistic about a better performance.

Risks and Concerns

The major areas of concern for the Company are hike in power tariff, increase in Power Wheeling Charges, expansion of installed capacities in the domestic caustic industry, cheaper imports of Caustic Soda, installation of Chemical Recovery Plants in Paper Units and increase in input costs.

Internal Control Systems

The Company has adequate internal control systems commensurate with its size and nature of its business. The internal control is supplemented by internal audits conducted by the Internal Auditors of the Company. The reports of the Internal Auditors are reviewed by the Management and the Audit Committee of the Board of Directors. The adequacy of the internal control systems is also examined by the Statutory Auditors of the Company.

Human Resources

The Company considers its human resources to be a key thrust area. The Company has always stood by its commitment of harnessing and developing its human resources. The process of training and development of human resources continued. The industrial relations remained cordial during the financial year under review. The Company had 489 employees as on 31st March, 2012.

Cautionary Statement

The statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting global and domestic demand-supply, finished goods prices, power and raw materials costs and availability, power wheeling charges, changes in Government regulations, tax regimes, economic developments within India and other factors such as litigation and industrial relations. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

For and on behalf of the Board

Place: Chandigarh
Date : August 13, 2012

Sd/-
(A.R. TALWAR)
Chairman

CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR 2011-12

1. Brief Statement on the Company's philosophy on Code of Governance

The Company believes in good Corporate Governance and has been practising it for the conduct of its business and for meeting its obligations towards its stakeholders.

The Company had modified its corporate practices in the financial year 2011-02 so as to bring them in line with the requirements of Clause 49 of the Listing Agreements with the Stock Exchanges. The Company had further modified its corporate practices so as to bring them in consonance with the requirements of the revised Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited.

2. Board of Directors

The Board of Directors as on 13th August, 2012 comprises of 9 Directors. The Company has a Non-Executive Chairman and 6 Independent Directors. The Company has a Managing Director and 8 Non-Executive Directors.

The names and categories of the Directors on the Board, their attendance at the Board Meetings during the financial year and at the last Annual General Meeting, as also the number of Directorships held by them in other Companies and memberships of the Committees of the Board of the Companies in which they are Directors are given below:-

Name	Date of Appointment	Date of Cessation	Category	Attendance at Board Meetings during 2011-12 (1.4.2011 to 31.3.2012)	Attendance at last AGM on 24.9.2011	No. of Directorships in other Companies		Memberships of the Committees of the Board of all the Companies*	
						Chairman	Director	Chairman	Member
Dr. S.S. Channy, IAS, Chairman (PSIDC Nominee)	31.3.2008	12.4.2012	NE&NI	4	No	N.A.	N.A.	N.A.	N.A.
Shri A.R. Talwar, IAS, Chairman (PSIDC Nominee)	12.4.2012	-	NE&NI	N.A.	N.A.	1	1	-	-
Shri S.S. Bains, IAS, Managing Director (PSIDC Nominee)	-As Director: 29.11.2010 -As Managing Director: 30.11.2010	23.7.2012	E&NI	5	Yes	N.A.	N.A.	N.A.	N.A.
Shri J.S. Kahlon, IRS, Managing Director (PSIDC Nominee)	-As Director: 23.7.2012 -As Managing Director: 27.7.2012	-	E&NI	N.A.	N.A.	-	-	-	1
Shri J.S. Saraon	30.11.1987	-	NE&I	6	Yes	-	-	1	1
Shri D.C. Mehandru	26.6.2002	-	NE&I	6	Yes	-	1	2	1
Dr. A. K. Kundra, IAS (Retd.)	13.12.2004	-	NE&I	4	Yes	1	2	-	3
Shri Rajinder Kumar (IDBI Nominee)	3.6.2008	10.8.2011	NE&I	-	N.A.	N.A.	N.A.	N.A.	N.A.
Shri O.P. Yadav (IFCI Nominee)	26.9.2009	13.2.2012	NE&I	1	No	N.A.	N.A.	N.A.	N.A.
Shri J.S. Mann	12.8.2010	-	NE&I	6	Yes	-	1	-	1
Shri Yogesh Goel (PSIDC Nominee)	16.8.2010	-	NE&NI	4	Yes	4	4	-	2
Shri Ravi Kumar (IDBI Nominee)	10.8.2011	-	NE&I	1	No	-	1	-	1
Shri Gautam Meour (IFCI Nominee)	13.2.2012	-	NE&I	1	N.A.	-	-	-	-

* Includes only Audit Committee and Shareholders/Investors Grievance Committee.

NE&NI – Non-Executive Non-Independent Director PSIDC – Punjab State Industrial Development Corporation Limited
NE&I – Non-Executive Independent Director (Promoter-holding 44.26% of the Subscribed Capital)
E&NI – Executive Non-Independent Director IDBI – IDBI Bank Limited (Lender)
IFCI – IFCI Limited (Lender)

Six Board Meetings were held during the financial year 2011-12 as against the minimum requirement of four meetings in a year. The dates on which the Board Meetings were held are given below:

26th May, 2011, 12th August, 2011, 30th August, 2011, 24th September, 2011, 11th November, 2011 and 13th February, 2012.

The Non-Executive Directors had no pecuniary relationship or transactions with the Company in their personal capacity during the financial year 2011-12 other than receiving Sitting Fees and/or reimbursement of expenses, if any, incurred for attending the meetings of the Company.

The Board of Directors of the Company in its meeting held on 30th October, 2006 had approved a Code of Conduct for Directors and Senior Management Personnel of the Company with effect from 1st January, 2006. The same has also been placed on the Company's Website www.punjabkalies.com. All the Directors and Senior Management Personnel have affirmed compliance with the said Code during the financial year 2011-12 and the Chief Executive Officer's Declaration to this effect is annexed herewith.