



RALLIS

A **TATA** Enterprise



54th Annual Report
2001-2002

Vision

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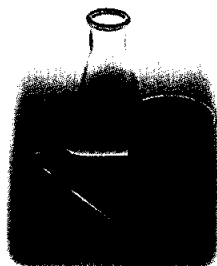


Partnering to realize
the farmer's dream.



- A complete range of agro-inputs covering pesticides, fertilizers and seeds.
- A 50-year association with rural India.
- A distribution network spread across 80% of India's districts.
- Rallis Kisan Kendras (RKK's) assisting farmers from seed to harvest.
- Manufacturing locations across India with ISO 9000:2000 certification.





Quality research with
a competitive advantage.

- Globally recognized R&D facilities with GLP, certified by BGVV (Germany) and W&V (Netherlands).
- Highly qualified and experienced scientists engaged in quality research.
- Toxicology and other registration studies for own and sponsored research.

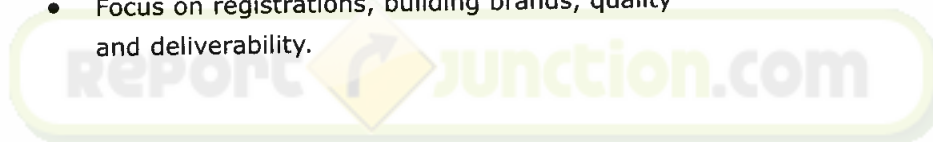
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Global ambitions with local strengths.



- Export of pesticides to over 40 destinations worldwide.
- Contract manufacturing of pesticides and intermediates for international customers.
- Focus on registrations, building brands, quality and deliverability.



Quality inputs for quality products.

- Expertise in extractive technology with ISO 9002 and IS:15000:HACCP certified Gelatine manufacturing facilities.
- Leading manufacturer of capsules and blood plasma grade gelatine in India.
- Export of gelatine to key markets worldwide.
- Quality vegetable and non-toxic tanning material for the Indian leather industry.



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Fifty-fourth annual report 2001-2002

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Rallis India Limited

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Rallis India Limited





Board of Directors

F. A. Mehta

Chairman

R. Gopalakrishnan

Vice Chairman

Ram S. Tarneja

V. N. Nadkarni

J. K. Setna

Russi Jal Taraporevala

B. D. Banerjee

Nominee Director

Rajeev Dubey

Managing Director

(redesignated w.e.f. 29.07.2002)

Management Team

Rajeev Dubey

Managing Director (redesignated w.e.f. 29.07.2002)

S. Chandrasekhar

Executive Vice President - Finance & CFO

Shirin V. Balsara

Director - Legal & Company Secretary

B. S. Uberoi

Executive Vice President - FCM & Corp. Affairs

H. C. Ahuja

Vice President - Supply Chain & Manufacturing

V. G. Gadre

Chief Information Officer

Anil Mehta

Chief - Human Resources Management

M. S. Mithyantha

Vice President - Research & Development

Soumen Mitra

Vice President - Finance

Brig. J. S. Oberoi

Vice President - Agri Business

K. N. Pardiwalla

Chief Internal Auditor

A. K. Shetty

Vice President - Sales & Marketing

S. V. Sohoni

Vice President - International Business

Registered Office

Ralli House

21 D S Marg

Mumbai 400 001

Tel. No. 207 8221

Fax No. 200 4753

E-mail address: legal.ho@rallis.co.in

Website: www.rallis.co.in

Auditors

S.B. Billimoria & Co.

Solicitors & Advocates

Crawford Bayley & Company

Share Registrars and Transfer Agents

Tata Share Registry Ltd.

Army & Navy Building

148, M. G. Road

Mumbai 400 001.

Tel. No.: 287 3831

Fax No.: 284 4160

E-mail address:

csg-unit@tatashare.com

website: www.tatashare.com

Bankers

State Bank of India

Union Bank of India

Deutsche Bank

Citibank N.A.

Credit Agricole Indosuez

Corporation Bank

BNP Paribas

HDFC Bank Limited

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Rallis India Limited

RALLIS INDIA LIMITED

NOTICE OF MEETING

NOTICE is hereby given that the 54th Annual General Meeting of the Company will be held at Bombay House Auditorium, Homi Mody Street, Mumbai 400 023, on Thursday, the 19th September, 2002 at 4.00 p.m. to transact the following business:

1. To receive and adopt the audited Profit and Loss Account for the year ended 31st March, 2002 and the Balance Sheet as at that date.
2. To declare a dividend.
3. To appoint a Director in place of Mr. R. Gopalakrishnan who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. V. N. Nadkarni who retires by rotation and is eligible for re-appointment.
5. To appoint Auditors and to fix their remuneration.
6. **Revision in the terms and conditions of appointment of Mr. Rajeev Dubey.**

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

"RESOLVED THAT in accordance with the provisions of Sections 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves, in partial modification of Resolution No.7 passed at the Annual General Meeting of the Company held on 10th September, 2001, the revised terms and conditions of the appointment of Mr. Rajeev Dubey, CEO and Executive Director, with effect from 16th January, 2002, to 28th July, 2002, as set out below and in the draft Supplemental Agreement submitted to this Meeting and initialled by the Chairman for the purpose of identification, which Supplemental Agreement is hereby specifically sanctioned with liberty to the Board of Directors or a Committee thereof, to alter and vary the terms and conditions of the said appointment and/or Agreement, in such manner as may be agreed to between the Directors and Mr. Dubey ("the appointee").

i. **Remuneration:**

a) **Salary:**

In the scale of Rs.35,000 – Rs.1,75,000 per month, with authority to the Board (which expression shall include a Committee thereof) to fix the salary within the scale from time to time. The annual increments which will be effective 1st April each year, will be merit-based and take into account the Company's performance.

b) **Incentive Remuneration:**

Upto twice the annual salary to be paid at the discretion of the Board annually, based on certain performance criteria.

c) **Commission:**

Such remuneration by way of commission, in addition to the salary, incentive remuneration, if any, and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Sections 198 and 309 of the Companies Act, 1956. The specific amount payable to the CEO & Executive Director will be based on certain performance criteria to be laid down by the Board and will be payable annually after the Annual Accounts have been approved by the Board of Directors and adopted by the Members.

d) **Perquisites and Allowances:**

- (i) In addition to the salary, commission or incentive allowance payable, the CEO & Executive Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent and house maintenance allowance in lieu thereof; reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries; medical reimbursement, medical/ accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances in