

## 32nd ANNUAL REPORT 2009-10





॥ वक्रतुण्ड महाकाय सूर्यकोटिसमप्रभ ॥  
॥ निर्विघ्नं कुरु मे देव सर्वकार्येषु सर्वदा ॥

**BOARD OF DIRECTORS****DHARAPRASAD R. PODDAR**

Chairman

**RAMESH D. PODDAR**

Vice Chairman &amp; Managing Director

**BRIJMOHAN L. SARDA****Prof. (Dr.) MANGESH D. TELI****KETAN P. GUPTE****SHAILESH S. VAIDYA****ASHOK N. GARODIA****DILEEP H. SHINDE****PRAMOD S. JALAN****ARVIND M. PODDAR****PAWAN D. PODDAR**

Joint Managing Director

**VIJAYLAXMI A. PODDAR**

Executive Director

**SHRIKISHAN D. PODDAR**

Executive Director

**ASHOK M. JALAN**

Senior President cum Director

**WILLIAM V. FERNANDES**

Company Secretary

**BANKERS**

Bank of Baroda

Central Bank of India

Corporation Bank

**STATUTORY AUDITORS**

Jayantilal Thakkar &amp; Co.

Chartered Accountants

**COST AUDITORS**

Tholiya &amp; Associates

Cost Accountants

**INTERNAL AUDITORS**

K. M. Garg &amp; Co.

Chartered Accountants

**CORPORATE OFFICE**

B-5, Trade World,

Kamala City,

Senapati Bapat Marg,

Lower Parel, Mumbai - 400013.

Tel.: (91-22) 30400500

Fax : (91-22) 30400599

**REGISTERED OFFICE**

H-3/2, MIDC, A-Road, Tarapur,

Boisar,

Dist. Thane - 401 506.

Maharashtra.

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## DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting their 32<sup>nd</sup> Annual Report along with Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2010.

### Financial Results:

(Rupees in Crores)

	2009-10	2008-09
Net Turnover and other Income	<b>669.02</b>	537.27
Profit before Depreciation & Tax	<b>69.19</b>	33.82
Less: Depreciation	<b>20.19</b>	19.18
Profit before Tax	<b>49.00</b>	14.64
Less: Provision for Taxation		
Current Tax	<b>15.00</b>	2.70
Deferred Tax	<b>0.34</b>	0.50
	<b>15.34</b>	3.20
Profit after Tax	<b>33.66</b>	11.44
Add: Adjustments relating to earlier year	<b>0.06</b>	-
	<b>33.72</b>	11.44
Add: Surplus brought forward from previous year	<b>5.83</b>	4.87
Surplus available for appropriation	<b>39.55</b>	16.31
Less: Transfer to General Reserve	<b>21.12</b>	5.00
Proposed Dividend	-	4.68
Interim Dividend	<b>5.62</b>	-
Tax on Dividend	<b>0.96</b>	0.80
	<b>27.70</b>	10.48
Balance Carried Forward to Balance Sheet	<b>11.85</b>	5.83

### Operations:

During the year under review, the turnover of your Company was Rs.669 crores against Rs.537 crores in the previous year, registering a growth of around 25%. The net profit after tax tripled to Rs.34 crore against Rs.11 crore in the previous year, registering a growth of 195%.

Well known and popular Brands of the Company like Siyaram's, Mistair, J.Hampstead, Oxemberg, MSD, etc., trendy product design and development, improved product quality, aggressive marketing strategies, efficiency in operations and cost control measures have all contributed to the Company's excellent performance.

### Expansion :

During the year under review, your Company has installed 71 looms alongwith preparatories at its plant at Tarapur & Silvassa.

Company has also installed various balancing equipments at Yarn Dyeing plant, Tarapur to optimize the capacity and improve quality.

Company's garment division's manufacturing activities have been consolidated by de-bottlenecking, leveraging resources and building better synergy in its operations.

### Dividend:

Your Directors had declared Interim Dividend of 60% against final dividend of 50% in the previous year, the total payout on account of Interim Dividend and tax thereon has been Rs.6.58 Crore. The Board has decided to treat said Interim Dividend as final Dividend for the Financial Year 2009-10.

### Management Discussion and Analysis:

The year under review clearly showed a marked recovery in the fortune of textile industry. Revival of domestic demand and signs of improvement in global markets contributed significantly to this scenario. Your company recorded an increase of 14% in Dyed Yarn production, 15% in Fabric production and 11% in readymade garments production, all exceeding the industry average. The increased production has been the result of capacity addition and better capacity utilization.

The domestic market, after experiencing brief fall in demand consequent to global economic turmoil, recorded a smart recovery supported by Government stimulus packages, improved liquidity and revival in the domestic demand. The sales figures for the divisions of your Company mirror this trend. Net Sales in value terms of Dyed yarn grew by about 21%, Fabric by 27%, Furnishing by 25% and Garments by 36%, contributing to all round growth of the your Company.

Going ahead, domestic markets are expected to grow at healthy pace supported by strong fundamentals such as rising disposable incomes, rising aspirations and favourable demographics. However, competition is expected to be intensified with growth in organized retail, larger players going for retailing in an effort to forward integrate the value chain, international brands and retailers entering in India for growth opportunities. Therefore, longer discount seasons and pressure to keep prices lower are likely to affect the realizations.

The ensuing year is expected to be marked by tighter liquidity, wider fluctuations in the exchange rates and general rise in / firming up of price level of all important inputs. This then will have to be necessarily followed by stricter monetary and fiscal measures to rein in resultant inflation. These are expected to put pressures on the bottom-line of your Company.

However, continuing buoyancy in domestic demand, favourable demographics, increasing spending power of the Indian consumer, expectation of good monsoon coupled with your Company's internal strength of strong brand image and resilient distribution network may augur well for your Company. Your Company is thus geared up to meet the challenges and is reasonably sure of continuing on its growth trajectory.

### Internal Control System

The Company has adequate system of internal controls to ensure that all the assets are safeguarded and are productive. Necessary checks and controls are in place to ensure that transactions are properly verified, adequately authorised, correctly recorded and properly reported. The Internal Auditors of the Company conducts Audit of various departments to ensure that internal controls are in place and submits monthly and yearly Reports to the Audit Committee. The Audit Committee regularly reviews these Reports and the Company when needed takes corrective actions.

### Forward Looking Statements

*Statement in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the*

*meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.*

#### **Human Resources**

Your Company treats its human resources as its important asset and believes in its contribution to the all round growth of your Company. Your Company takes steps, from time to time, to upgrade and enhance the quality of this asset and strives to maintain it in agile and responsive form. Your Company is an equal opportunity employer and practices fair employment policies. Your Company is confident that its Human capital will effectively contribute to the long term value enhancement of the organization.

#### **Directors:**

Shri Dharaprasad R. Poddar, Shri Mangesh D. Teli, Shri Ashok M. Jalan and Shri Ashok N. Garodia, Directors, retire by rotation and being eligible offer themselves for re-appointment. Necessary resolutions for their re-appointment are placed before the shareholders. Your Directors commend the resolutions.

Brief resume of Directors being appointed/ re-appointed as required by Clause 49 of the listing agreement is provided in the notice convening the Annual General Meeting of the Company.

#### **Corporate Governance:**

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, the Management Discussion and Analysis, Corporate Governance Report and Auditor's Certificate regarding compliance of the same are made a part of this Annual Report.

#### **Fixed Deposits:**

There were no unclaimed deposits as on 31<sup>st</sup> March, 2010.

#### **Directors' Responsibility Statement:**

As stipulated under Section 217 (2AA) of the Companies Act, 1956, your Directors confirm as under:-

- i) that in the preparation of the accounts for the financial year ended 31<sup>st</sup> March 2010, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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) that the Directors have taken proper and sufficient care for 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) that the Directors have prepared the accounts for the financial year on going concern basis.

#### **Industrial Relations:**

Industrial relations with staff and workmen during the year under review continue to be cordial.

#### **Particulars of Employees:**

In accordance with the provisions of Section 217 (2A) of the Companies Act, 1956 and the rules framed thereunder, the names and other particulars of employees are set out in the Annexure to the Directors' Report. In terms of the provisions of Section 219 (1) (b) (iv) of the Companies Act, 1956, the Directors' Report is being sent to all the shareholders of the Company excluding the aforesaid Annexure. The Annexure is available for inspection at the Corporate Office of the Company. Any shareholder interested in obtaining a copy of the said Annexure may write to the Company Secretary at the Corporate Office of the Company.

#### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:**

Information pursuant to Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given in Annexure –I to this report.

#### **Auditors:**

The Auditors, M/s. Jayantilal Thakkar & Co., Chartered Accountants, Mumbai, retire at the conclusion of ensuing Annual General Meeting and are eligible for re-appointment. Members are requested to re-appoint them as Auditors and to fix their remuneration.

#### **Cost Auditors:**

Pursuant to the directives of the Central Government under the provisions of Section 233 B of the Companies Act, 1956, M/s. Tholiya & Associates, Cost Accountants, Mumbai have been appointed to conduct cost audit relating to the products manufactured by the Company.

#### **Group**

As required under Regulation 3(1)(e)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, persons constituting "Group" (within the meaning as defined in the Monopolies and Restrictive Trade Practices Act, 1969) for the purposes of availing exemption from the applicability of the provisions of Regulations 10 to 12 of the aforesaid SEBI Regulations are given in Annexure 'II' attached herewith and the said Annexure 'II' forms part of this Report.

#### **Appreciation:**

Your Company is grateful for the continued co-operation and assistance extended to it by the Government and Semi-Government Authorities, Financial Institutions and banks. Your Directors also express their warm appreciation for the dedicated and sincere services rendered by the Employees of the Company.

For and on behalf of the Board of Directors

**DHARAPRASAD R. PODDAR**  
Chairman

Place: Mumbai  
Dated: 16<sup>th</sup> July, 2010

**ANNEXURE - I**

Additional Information as required under the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988.

**A) CONSERVATION OF ENERGY**

a) Energy conservation measures taken by the Company

(i) Electrical Energy:

- (a) Reducing the maximum demand by evenly distributing the loads throughout the day and increasing efficiency of plant and equipments.
- (b) Improving power factor by optimum choice of power factor improvement capacitors.
- (c) Monitoring the overall energy consumption, by reducing losses and improvement of efficiency of all Class A utilities.

(ii) Fuel Oil Consumption:

The Company is carrying out at all its plants, regular maintenance of steam lines/stem traps and user equipments to ensure high efficiency levels throughout the year. The new improvements are reviewed regularly and implemented wherever found suitable.

b) Additional Investments and proposals, if any, being implemented for reduction of consumption of energy:

The Company is reviewing and implementing various proposals for reduction in consumption of energy, mainly by way of replacement of existing equipments by modern and energy efficient equipments.

c) Impact of the measures (a) and (b) above for reduction of energy consumption and consequent impact on cost of production of goods: As per Form "A".

d) Total energy consumption per unit of production: As per Form "A".

Form 'A'			
Particulars	Total for 09-10	Total for 08-09	
<b>A. Power &amp; Fuel Consumption</b>			
1 Electricity			
a) Purchased (units)	22815869		18090693
Total Amount (Rs)	91425743		70741692
Rate / unit	4.01		3.91
b) Own generation			
From Diesel Generators (units)	1262329		1438591
Diesel oil consumption (Ltrs )	375474		428985
Units per ltr of Diesel oil	3.36		3.35
Cost / unit (Rs)	9.09		10.31
2 Coal / Pet Coke			
Quantity (Kgs)	1085528		1047078
Total Cost (Rs.)	7247838		7682137
Average rate per tonne	6677		7337
3 Furnace Oil / L.S.H.S.			
Quantity in Ltrs	192260		186428
Total Cost (Rs.)	5239320		3333633
Average rate ( in '000 ltrs)	27251		17882
Total Value	115391029		96594965
<b>B Consumption per unit of Production</b>			
1 Electricity ( KWH)			
Cloth / Mtr	0.76		0.72
Yarn / kg	2.03		1.81
Garment / Nos.	0.42		0.34
2 Furnace Oil / L.S.H.S			
Dyed Yarn / Kg	-		-
Garments / Nos.	0.06		0.06
3 Coal & Fuel Wood			
Dyed Yarn/Kg	0.43		0.48
Garment Nos	-		-

Note: - The Company manufactures a wide range of products and the consumption of Energy will vary significantly depending upon the actual product-mix

**B) TECHNOLOGY ABSORPTION:**

Efforts made in technology absorption as per Form "B"

**FORM 'B'****I. Research and Development (R& D):**

## 1. Specific Areas in which R &amp; D carried out by the Company:

Product and quality Improvement, development of new designs, cost control and energy conservation.

## 2. Benefits derived as a result of the above R &amp; D:

The R & D activities have resulted into development of new designs, products and cost savings.

## 3. Future plan of Action: Development of new varieties and Product mix.

## 4. Expenditure on R &amp; D.

Capital	– Rs. Nil-
Recurring	– Rs. 223.79 Lacs
<b>Total</b>	<b>– Rs. 223.79 Lacs</b>

**II. Technology absorption, adoption and innovation:-**

## 1. The Company has been developing in-house modifications/improvements in process technology in its various manufacturing sections which, when found suitable, are integrated into the regular manufacturing operation.

## 2. Benefits derived as a result of the above efforts:

(a) Quality improvement

(b) Energy Conservation

## 3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished: Not Applicable.

**C) FOREIGN EXCHANGE EARNINGS AND OUTGO:**

## a) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans:

The Company is continuously making efforts to export its products throughout the World. The Company's products have been well accepted in the international markets and the Company is confident that the sales turnover will gradually improve in the coming years.

## b) Total Foreign Exchange Used and Earned (Rs. in lacs)

Used - Rs.1312.56                      Earned – Rs. 3892.95

For and on behalf of Board of Directors

**Dharaprasad R. Poddar**

Chairman

Place: Mumbai

Date: 16<sup>th</sup> July, 2010.

## ANNEXURE - II

The following is the list of persons constituting "Group" (within the meaning as defined in the Monopolies and Restrictive Trade Practices Act, 1969) for the purposes of availing exemption from the applicability of the provisions of Regulations 10 to 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("the said Regulations"), as provided in Clause 3(1)(e)(i) of the said Regulations:

### Sr. No. Name

#### A Companies

- 1 S. P. Finance and Trading Ltd.
- 2 Balgopal Holdings and Traders Ltd.
- 3 Vishal Furnishings Ltd.
- 4 Poddar Brothers Investment Pvt. Ltd.
- 5 Sanchna Trading & Finance Ltd.
- 6 SP Investrade (India) Ltd.
- 7 SPG Realty Pvt. Ltd.
- 8 Poddar Bio Diesel Pvt. Ltd.
- 9 Oxemberg Clothing Ltd.
- 10 Siyaram Polycote Ltd.
- 11 Oxemberg Fashions Ltd.
- 12 Beetee Textile Industries Ltd.
- 13 Santiago Textile Mills Pvt. Ltd.
- 14 Balkrishna Paper Mills Ltd.
- 15 Balkrishna Synthetics Ltd.
- 16 BKT Moulds Ltd.
- 17 BKT Tyres Ltd.
- 18 BKT Exim Ltd.
- 19 SPG Power Ltd.
- 20 SPG Infrastructure Ltd.
- 21 Futuristic Concept Media Ltd.
- 22 Seeom Fabrics Ltd.
- 23 Image Commercials Private Ltd.
- 24 Paramount Minerals & Chemicals Ltd.
- 25 GRL International Ltd.
- 26 Govind Rubber Ltd.
- 27 Balkrishna Industries Ltd.
- 28 Trendline Commercials Pvt. Ltd.
- 29 Wavelink Commercials Pvt. Ltd.

#### B Individuals

- 1 Shri Dharaprasad Ramrikhdas Poddar
- 2 Smt Geetadevi Dharaprasad Poddar
- 3 Shri Rameshkumar Dharaprasad Poddar
- 4 Smt. Ashadevi Rameshkumar Poddar
- 5 Shri Pawankumar Dharaprasad Poddar
- 6 Smt. Madhudevi Pawankumar Poddar
- 7 Shri Avnish Pawankumar Poddar
- 8 Smt. Vithika Avnish Poddar
- 9 Mst. Agastya Avnish Poddar
- 10 Shri Anurag Pawankumar Poddar
- 11 Smt. Megha Anurag Poddar
- 12 Smt. Sangeeta Pramodkumar Poddar
- 13 Shri Gaurav Pramodkumar Poddar

- 14 Smt. Smriti Gaurav Poddar
- 15 Shri Ankit Pramodkumar Poddar
- 16 Shri Shrikishan Dharaprasad Poddar
- 17 Smt. Vibha Shrikishan Poddar
- 18 Shri Abhishek Shrikishan Poddar
- 19 Shri Harshit Shrikishan Poddar
- 20 Smt. Anuja Mundra
- 21 Smt. Shivani Tiberwala
- 22 Smt. Tribenidevi Mahabirprasad Poddar
- 23 Smt. Shyamlat Sureshkumar Poddar
- 24 Shri Rishabh Sureshkumar Poddar
- 25 Shri Arvindkumar Mahabirprasad Poddar
- 26 Smt. Vijaylaxmi Arvindkumar Poddar
- 27 Shri Rajiv Arvindkumar Poddar
- 28 Smt. Khushboo Rajiv Poddar
- 29 Shri. Vinodkumar Mahabirprasad Poddar
- 30 Smt. Sunita Vinodkumar Poddar
- 31 Shri Rahul Vinodkumar Poddar
- 32 Smt. Shefali Rahul Poddar
- 33 Ms. Rishita Vinodkumar Poddar
- 34 Smt. Aarti Shorewala
- 35 Smt. Aanchal Deora
- 36 Smt. Shikha Kandoi
- 37 Smt. Pooja Dhoot

#### C Partnership Firms

- 1 Fabwear Garments
- 2 Tirupati Realty
- 3 Balaji Realty
- 4 Shree Siyaram Textiles

#### D HUFs

- 1 Dharaprasad & Sons HUF
- 2 Dharaprasad Poddar & Co. HUF
- 3 Rameshkumar Poddar & Bros. HUF
- 4 Rameshkumar Poddar & Co. HUF
- 5 Pawankumar Poddar & Co. HUF
- 6 Pramod Poddar HUF
- 7 Dharaprasad Pramodkumar HUF
- 8 Shrikishan Poddar HUF
- 9 Mahabirprasad Poddar & Co. HUF
- 10 Arvindkumar Sureshkumar Poddar HUF
- 11 Sureshkumar Poddar & Co. HUF
- 12 Mahabirprasad & Sons HUF
- 13 Sureshkumar Poddar & Bros. HUF
- 14 Arvind Poddar HUF
- 15 Mahabirprasad Vinodkumar HUF
- 16 Vinod Poddar HUF

#### E Limited Liability Partnership

- 1 DPP Enterprises LLP
- 2 GPP Enterprises LLP
- 3 PKP Enterprises LLP
- 4 HSP Enterprises LLP
- 5 TMP Enterprises LLP
- 6 AKP Enterprises LLP
- 7 RAP Enterprises LLP
- 8 VKP Enterprises LLP



**CORPORATE GOVERNANCE REPORT****(As required under Clause 49 of the Listing Agreement entered into with Stock Exchanges)****I. Company's Philosophy**

Siyaram's philosophy on corporate governance is to attain the highest level of transparency, accountability and equity in all facets of its operations with the objective to enhance the long term shareholders value, while at the same time protect the interest of other stakeholders. The Company believes that proper Corporate Governance facilitates effective management and control of business. The Company endeavours to adopt best practices of Corporate Governance and adherence of the same in a spirit which goes beyond mere regulatory compliance.

The Company recognizes that good Corporate Governance is a continuing exercise and is committed to follow the best practices in the overall interest of the stakeholders. The Company has a strong legacy of fair, transparent and ethical governance practices.

**II. Board of Directors****Composition:**

The Board of the Company has an optimum combination of Executive, Non Executive and Independent Directors. The numbers of Non-Executive Directors (NEDs) is more than 50% of the total number of Directors. As the Company's Chairman is a Non Executive Director as well as a Promoter of the Company, the number of Independent Directors is 50% of the total number of Directors.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships held by them in other companies are given below:

Name of Directors	Category of Directors	Attendance		Directorships in other Public Companies	Committee Positions	
		Board	Last AGM		Chair- man	Member
Shri Dharaprasad R. Poddar	Chairman- Non Executive and Non Independent	5	Yes	3	-	-
Shri Ramesh D Poddar	Vice Chairman & Managing Director	5	Yes	1	-	1
Shri Pawan D. Poddar	Joint Managing Director	5	Yes	3	-	-
Shri Shrikishan D Poddar	Executive Director	4	Yes	2	-	-
Smt. Vijaylaxmi A. Poddar	Executive Director	5	No	4	-	-
Shri Arvind M Poddar	Non-Executive & Non Independent Director	4	Yes	10	-	1
Shri. Brijmohan L. Sarda	Non-Executive & Independent Director	5	Yes	-	-	-
Shri Ketan. P. Gupte	Non-Executive, & Independent Director	5	No	-	-	-
Prof. (Dr.) Mangesh. D. Teli	Non-Executive & Independent Director	5	Yes	-	-	-
Shri. Shailesh S. Vaidya	Non-Executive & Independent Director	5	No	10	-	-
Shri Ashok M. Jalan	Senior President cum Director	5	Yes	-	-	-
Shri Ashok N.Garodia	Non-Executive & Independent Director	5	No	1	-	-
*Shri Dileep H. Shinde	Non-Executive & Independent Director	5	No	1	-	-
*Shri Pramod S. Jalan	Non-Executive & Independent Director	3	No	-	-	-

\*Shri Dileep H. Shinde & Shri Pramod S. Jalan were appointed as Directors of the Company at the AGM held on 12th September, 2009.

**Board Meetings:**

During the year, 5 (Five) Board Meetings were held on 30<sup>th</sup> May, 2009, 27<sup>th</sup> June, 2009, 30<sup>th</sup> July, 2009, 29<sup>th</sup> October, 2009 and 29<sup>th</sup> January, 2010. The Annual General Meeting was held on 12<sup>th</sup> September, 2009.

**Board procedures:**

The Agenda is circulated well in advance to the Board members. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. In addition to the information required under Annexure IA to Clause 49 of the Listing Agreement, the Board is also kept informed of major events/items and approvals taken wherever necessary. The Managing Director(s), at the Board Meetings, keeps the Board apprised of the overall performance of the Company.

**III. Audit Committee****Terms of Reference:**

The broad terms of reference of the Audit Committee are to review reports of the Internal Auditors and discuss the same with them periodically, to meet Statutory Auditors to discuss their findings, suggestions and other related matters and to review weaknesses in internal controls reported by Internal and Statutory Auditors. The scope of activities of the Audit Committee is as set out in Clause 49 of the Listing Agreement with the Stock Exchanges read with Section 292A of the Companies Act, 1956.

**Audit Committee Composition:**

The Audit Committee consists wholly of Independent Directors having requisite knowledge of Finance, Accounts and Company Law. The Company Secretary, Shri William V. Fernandes, acts as the Secretary of the Committee. The Chairman of the Committee was present at the last Annual General Meeting.

**Audit Committee Meetings:**

During the year under review, the Committee met 5 times on 30<sup>th</sup> May, 2009, 27<sup>th</sup> June, 2009, 30<sup>th</sup> July, 2009, 29<sup>th</sup> October, 2009 and 29<sup>th</sup> January, 2010.

**Name of the Committee Members along with their attendance is given below:**

Name of the Member	Designation	No. of meeting attended
Shri Brijmohan L. Sarda	Chairman	5
Shri Ketan. P. Gupte	Member	5
Prof. (Dr.) Mangesh. D. Teli	Member	5

**IV. Remuneration Committee:**

**Terms of Reference :**

Terms of reference of the Remuneration Committee, includes considering the matters relating to the Company's Policies on remuneration payable and determining the package to the Managing Directors, Executive Directors and Whole-time Directors, sitting fees payable and commission to be paid to the Directors.

**Remuneration Committee Composition:**

The Remuneration Committee consists of three Independent Directors, namely Shri Brijmohan L. Sarda – Chairman, Shri Ketan. P. Gupte and Prof.(Dr.) Mangesh. D. Teli.

**Remuneration Committee Meetings:**

During the year the Remuneration Committee met once on 27<sup>th</sup> June, 2009 whereat all the members were present.

**Details of Directors Remuneration \* for the year 2009- 10 are given below:-**

Name of Directors	Salary & Other perquisites	Sitting fees	Commission	Total remuneration
Shri Dharaprasad R. Poddar	Nil	50,000	Nil	50,000
Shri Ramesh D. Poddar	51,95,486	Nil	72,00,000	1,23,95,486
Shri Pawan D. Poddar	50,10,997	Nil	72,00,000	1,22,10,997
Shri Shrikishan D. Poddar	44,11,357	Nil	63,00,000	1,07,11,357
Smt. Vijaylaxmi A. Poddar	42,73,775	Nil	63,00,000	1,05,73,775
Shri Arvind M. Poddar	Nil	1,00,000	Nil	1,00,000
Shri Brijmohan L. Sarda	Nil	1,02,500	Nil	1,02,500
Shri Ketan. P. Gupte	Nil	1,02,500	Nil	1,02,500
Prof.(Dr.) Mangesh. D. Teli	Nil	1,02,500	Nil	1,02,500
Shri Shailesh. S. Vaidya	Nil	50,000	Nil	50,000
Shri Ashok M. Jalan	30,17,720	Nil	Nil	30,17,720
Shri Ashok N. Garodia	Nil	50,000	Nil	50,000
Shri Dileep H. Shinde	Nil	50,000	Nil	50,000
Shri Pramod S. Jalan	Nil	30,000	Nil	30,000
Total	2,19,09,335	6,37,500	2,70,00,000	4,95,46,835

\* Remuneration includes Salary, Allowance, Commission, Perquisites, Company's contribution to Provident Fund, Superannuation Fund, Gratuity Fund, Provision for Gratuity and Leave Salary.

**V. Share Transfer and Shareholders'/ Investors' Grievance Committee:**

**Terms of Reference:**

The Shareholders'/Investors' Grievance Committee deals with all matter relating to transfer of Shares, issue of duplicate/ new shares, sub-divided and consolidated share certificates, Shareholders/Investors Grievance and its redressal.

**Share Transfer and Shareholders'/ Investors' Grievance Committee Meetings :**

The above said Committee has met 24 times during the financial year ended 31<sup>st</sup> March, 2010.

**Name of the Committee Members along with their attendance is given below-**

Name of the Member	Designation	No. of Meetings attended
Shri Pawan D. Poddar	Chairman	21
Shri Ramesh D. Poddar	Member	20
Shri Arvind M. Poddar	Member	24
Shri Shrikishan D. Poddar	Member	24

The Company Secretary, Shri William V. Fernandes, has been designated as Compliance Officer.