




16TH ANNUAL REPORT
2002 - 2003

AUDITORS**A. R. VISHWAKARMA & CO.**

Chartered Accountants

REGISTERED OFFICE :

Vatsa House,
Fort,
Mumbai-400 001.
India

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REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Code of Governance :

Since Financial Year 2002-2003, Vatsa Corporations Limited has been practising the principles of good corporate governance as means of effective protection and enhancement of shareholder's interest.

Board Meetings :

Vatsa Corporations Limited holds board meetings and at least four such meetings are held every year (One each quarter as required under Section 285 of the Companies Act, 1956) for which the agenda papers are normally circulated about a week in advance. The Board at its meeting fixes the date for the subsequent Board Meeting.

The Board of the Company, as also the various specialized Committees Constituted by the Board, held as many as meetings including meetings of the Board during 2002-2003. Detailed Agenda notes with MIS Reports were circulated in advance to the Board and all matters with explanatory notes/reports relating to the respective Committees were circulated to the Committee members sufficiently in advance of its meetings. Committee Meetings were held to transact matters delegated to the Committee, by the Board. These meetings were held mostly at the Office of the Company. The provisions relating to notice, agenda, quorum and minutes shall mutatis mutandis apply to such meetings held through such audiovisual media. This will enable the Directors to conduct the deliberations of the meetings speedily, cost effectively, most efficiently and without loss of time.

Non-Executive Directors :

Any listed company, with a turnover of Rs. 100 Crores and above, should have professionally competent non-executive directors, who should constitute at least 30% of the Board, if the Chairman of the Company is a non-executive director, or at least 50% of the Board, if the Chairman and Managing Director is the same person. So far as our Company is concerned, the Chairman of the Board and the Managing Director both are separate. All Directors including non-executive directors are professionally competent.

The non-executive directors play an active and important role in the meetings of the Boards of Directors of the company. They also take active part in the deliberations

of various Committees of the Board, which are entrusted with clearly defined responsibilities. The particulars of the Board Committees and the number of meetings held with average attendance of the members are furnished below.

The Board consisted of 3 directors as on October 31, 2003.

The number of meetings held during the tenure of the directors and the number of meetings attended by them also are furnished hereunder :

Directors	No. of Meetings		Attended Last AGM**
	Held*	Attended	
M. J. Williams	8	7	Yes
Conard Philips	8	8	Yes
S. Ogle	8	8	Yes

Note : The Directors were available on-line in all meetings, when not physically present.

* The Board of Directors met 8 times during the year on the following dates :

19 December 2002, 2 January 2003, 17 February 2003, 16 April 2003, 20 May 2003, 24 July 2003, 22 August 2003, 9 October 2003

** Annual General Meeting (AGM) held on 28th February 2003.

MEETINGS OF INVESTMENT COMMITTEE :

Name of the Director	No. of Meetings held during the tenure of Directors	No. of Meetings attended
S. Ogle	4	4
Conard Philips	4	3
M. J. Williams	4	4

Mr. Conard Philips was available on-line in the meeting, when not physically present.

The attendance of whole-time directors was 100%. All the directors proposed for reappointment have attended more than one half of the meeting held during their tenure.

Audit Committee :

The Audit Committee comprises three Directors. The Chairman of the Audit Committee is Mr. S. Ogle and its other members are Mr. Conard Philips and Mr. M. J. Williams. All these directors possess knowledge of corporate finance, accounts, company law, general and administration.

The terms of reference of the Audit Committee include :

- A) Overseeing the Company's financial reporting process and the disclosure of its financial information.
- B) Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- C) Reviewing with management the annual financial statements before submission to the Board, focussing primarily on;
 - Any change in accounting policies and practices.
 - Major accounting entries based on exercise of judgement by management.
 - Qualifications in draft audit report.
 - Significant adjustments arising out of audit.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Compliance with stock exchange and legal requirements concerning financial statements.
 - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.
- D) Reviewing with the management, external and internal auditors the adequacy of internal control systems.
- E) Reviewing the adequacy of internal audit function.
- F) Discussion with internal auditors on any significant findings and follow up thereon.
- G) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

H) Discussion with external auditors before the audit commences, nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.

I) Reviewing the Company's financial and risk management policies.

The Audit Committee met four times during the financial year 2002-2003 on 27-01-2003, 4-04-2003, 25-06-2003, 31-08-2003

THE ATTENDANCE AT THE AUDIT COMMITTEE MEETING WAS AS UNDER :

Director	No. of Committee meetings held	No. of Committee meetings attended
S. Ogle	4	4
Conard Philips	4	4
M. J. Williams	4	3

Mr. M. J. Williams was available on-line in all the meeting, when not physically present.

Details of shareholders Complaints received, not solved and pending Share Transfer :

Name & Designation of Compliance Officer : R. Shrivastava
Company Secretary

The total number of complaints received during the year were 1784. All the complaints have been attended to, replied and resolved. All the share transfer as on 31st October, 2003 have been given effect to and no share transfers are pending.

Compensation Committee :

The Compensation Committee comprised of three Directors, Mr. Conard Philips, Mr. M. J. Williams, Mr. S. Ogle. The Committee ensures that a proper system of compensation is devised, recommends to the Board a Scheme for granting option to the employees of the company and frames suitable rules to ensure proper administration and superintendence of the employees. The committee submits its recommendation to the Board of Directors from time to time with the details of eligible and performance of the employees.

Details of Remunerations to all The Directors For F. Y. 2002-2003 :

Name	M. J. Williams	Conard Philips	S. Ogle
Designation	Director	Director	Wholtime Director
Salary	Nil	Nil	Rs.50,000/-
Performance Incentive	Nil	Nil	Nil
Commission	Nil	Nil	Nil
Total	Nil	Nil	Rs.50,000/-

Annual General Meetings :

Particulars Year & Date	Venue
F.Y. 1999-2000 5th January 2001	M. C. Ghia Hall, Bhogilal Hargovindas Building, 2nd Floor, 18/20, K. D. Marg, Mumbai-400 001
F.Y. 2000-2001 5th February 2002	A-387, Gr. Floor, Road No. 28, Wagle Ind. Estate, Thane - 400 604.
F.Y. 2001-2002 28th February 2003	A-387, Gr. Floor, Road No. 28, Wagle Ind. Estate, Thane - 400 604.

Disclosures :

The Company does not have any materially significant related party transactions with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of Company at large.

Means of Communication :

The quarterly results are published in a national newspaper, and in a Regional newspaper.

General Shareholder's Information :

a) Annual General Meeting

Date : 19th March, 2004

Time : 5.30 p.m.

Venue : A-387, Gr. Floor, Road No. 28,
Wagle Ind. Estate, Thane - 400 604

b) Financial Calendar :

November, 1st 2002 - October 31st 2003

(i) 16th Annual General Meeting

(ii) 1st quarterly result-third week of February, 2003

2nd quarterly result-third week of May, 2003

3rd quarterly result-fourth week of August, 2003

Annual Audited result-first week of January, 2004.

c) Book Closure Date :

16th March, 2004 to

19th March, 2004 (both days inclusive)

d) Listing on Stock Exchanges :

Equity Shares are listed on the following Stock Exchange

THE STOCK EXCHANGE, MUMBAI

Phiroze Jeejeebhoy Towers,

Dalal Street

Mumbai - 400 001

NATIONAL STOCK EXCHANGE OF INDIA LTD.

'Exchange Plaza' 5th Floor,

Plot No. C/1 G. Block, Bandra-Kurla Complex,

Bandra (E), Mumbai-400 051.

The Equity Shares are listed on all stock exchanges in India.

e) Share Transfer System :

Share Transfer requests received in physical form is registered within an average period of 12 days. A Share Transfer Committee comprising of members of the Board meets twice in a week to consider the transfers of shares.

Request for dematerialisation (demat) received from the shareholders are effected within an average period of 3 days.

The Company has, as per SEBI guidelines with effect from March 24, 2002, offered the facility of transfer cum demat. Under the said system after the share transfer is effected, an option letter is sent to the transferee indicating the details of the transferred shares and requesting him in case he wishes to demat the shares, to approach a Depository Participant (DP) with the option letter. The DP based on the option letter, generates a demat request and sends the same to the Company alongwith the option letter issued by the Company. On receipt of the same, the Company dematerialise the shares. In case the transferee does not wish to dematerialise

the shares, he need not exercise the option and the Company will despatch the share certificates after 15 days from the date of such option letter.

f) Address for correspondence :

With the Company :

Demat Share Department,
Vatsa House, Janmbhoomi Marg,
Fort, Mumbai - 400 001.

The Company is taking necessary steps to comply with all the requirements of Clause 49 of the Listing Agreement, as applicable to the Company.

Standardized Accounting Practices :

The accounts of the Company are governed by various statutory enactment's and are drawn in accordance with the generally accepted accounting standards. Relevant Accounting Policies are clearly defined and followed consistently.

Management Information System :

As a matter of transparency and good governance, key operational and financial data as also other relevant information is furnished to the members of the Board. Besides, Chairman & Managing Director presents a brief account of important developments at every Board Meeting.

The Company continues to endeavor to adopt and follow the best practices of governance, keeping the long term interest of all shareholders.

WHOLE TIME DIRECTOR