

1 5 T H A N N U A L R E P O R T 2 0 0 1 - 2 0 0 2



WEIZMANN
L I M I T E D

BOARD OF DIRECTORS

Shri N.N.Pai
Chairman

Shri D. G. Siraj
Vice Chairman

Dr. P. D. Ojha
Shri J. M. Gandhi
Shri A. A. Bakeri
Shri N. V. Siraj
Shri H. V. Siraj

Shri C. D. Mehra
Managing Director

Shri Suresh Krishnan
Vice President &
Company Secretary

BANKERS

State Bank of Mysore
Union Bank of India
Punjab & Sindh Bank
Bank of Baroda
The Federal Bank Ltd
The Vysya Bank Ltd.
State Bank of Travancore
The South Indian Bank Ltd.

AUDITORS

M/s U.B. Sura & Co.
Chartered Accountants

SOLICITORS

Kanga & Co.,
Mumbai.

REGISTERED OFFICE

Empire House, 214, Dr. D.N. Road
Ent. A.K.Nayak Marg,
Mumbai - 400 001

PROCESS HOUSE.

Vatva Road, Narol, Ahmedabad

CONTENTS
Page

Directors' Report.....	1
Corporate Governance.....	3
Management Discussion and Analysis Report.....	6
Auditors' Report.....	7
Balance Sheet.....	8
Profit & Loss Account.....	9
Schedules to the Accounts.....	10
Notes to the Accounts.....	17
Balance Sheet Abstract.....	20
Statement regarding Subsidiary Company.....	20
Cash Flow Statement.....	21
Subsidiary Company.....	22

15th ANNUAL GENERAL MEETING

Monday the 30th September 2002
at 11.30 a.m. at Jade Garden Auditorium,
3rd Floor, Nehru Center, Dr. Annie Besant Road,
Worli, Mumbai - 400 018

REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.
E-2/3 Ansa Industrial Estate
Saki Vihar Road
Saki Naka, Andheri (E)
Mumbai - 400 072
Tel no. 8560652 Fax no: 8525207



NOTICE

Notice is hereby given that the FIFTEENTH ANNUAL GENERAL MEETING of WEIZMANN LTD. will be held on Monday the 30th September 2002 at 11.30 a.m. at Jade Garden Auditorium, 3rd Floor Nehru Centre, Dr. Annie Besant Road, Worli Mumbai - 400 018 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2002, the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on Preference Shares and on Equity shares.
3. To appoint a Director in place of Shri N. N. Pai, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri J. M. Gandhi, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint U. B. Sura & Co., Chartered Accountants, the retiring Auditors, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
6. To appoint M/s. Shyam C. Agrawal & Co., Chartered Accountants, as joint Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix their remuneration and to consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution :

RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any of the Companies Act, 1956, M/s. Shyam C. Agrawal & Co., Chartered Accountants, Mumbai be and are hereby appointed as Joint Auditors of the Company, to hold office from the Conclusion of this meeting till the conclusion of next Annual General Meeting at a remuneration to be fixed by the Board of Directors and or any Committee or Sub-Committee thereof.

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to the provisions of Section 372A and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof or the time being in force and as may be enacted from time to time) Company hereby accords its approval to the furnishing of corporate Guarantees to various banks/ institutions on behalf of M/s Weizmann Homes Ltd. for an amount of Rs. 46.00 crores.

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

RESOLVED THAT subject to the provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter) and subject to such approvals, permissions, sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee or Sub-Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), consent is hereby accorded to the Board to delist the Company's Equity Shares from The Stock Exchange, Ahmedabad at Ahmedabad.

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

RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered in the manner and to the extent following:

The following new Article No. 21A and 21B be inserted after the existing Article 21:

21 A NOMINATION

- (1) Every holder of shares(s) in and /or debenture(s) of the Company, may at any time nominate, in the manner prescribed under the Act, a person to whom his share(s) in, and /or debenture(s) of the Company, shall vest in the event of his death.
- (2) Where the share(s) in, and/or debenture(s) of the Company, are held by more than one person jointly, all the joint holders may together nominate, in the manner prescribed under the Act, a person to whom all the rights in the share(s) and/or debenture(s) of the Company, as the case may be, shall vest in the event of death of all the joint holders.

- (3) Notwithstanding anything contained in any other law for the time being in force or in these Articles or in any disposition, whether testamentary or otherwise, in respect of such share(s) in, and/or debenture(s) of the Company, where a nomination made in the manner prescribed under the Act, purports to confer on any person the right to vest the share(s) in, and /or debenture(s) of the Company, the nominee shall, on the death of the shareholder and /or debenture holder concerned or on the death of all the joint holders, as the case may be, become entitled to all the rights in relation to such share(s) and/or debenture(s) to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner prescribed under the Act.

- (4) Where the nominee is a minor, the holder of the share(s) in, and/or debenture(s) of the Company, can make a nomination in the manner prescribed under the Act, to appoint any person to become entitled to the share(s) in, and/or debenture(s) of the Company, in the event of his death, during the minority.

21B

- (1) Notwithstanding anything contained in these Articles, any person who becomes a Nominee by virtue of the provisions of Article 21A upon the production of such evidence as may be required by the Board, and subject as hereinafter provided, may elect either-

- (a) to be registered himself as holder of the share(s) and/or debenture(s), as the case may be; or
- (b) to make such transfer of the share(s) and or debenture(s), as the case may be, as the deceased shareholder and /or debenture holder, as the case may be, could have made.

- (2) If the person being a nominee, so becoming entitled, elects to be registered as holder of the share(s) and/or debenture(s) himself, he shall deliver or send to the Company, a notice in writing duly signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder and /or debenture holder, as the case may be.

- (3) All the limitations, restrictions and provisions of the Act, relating to the right to transfer and the registration of transfer of share(s) and/or debenture(s) shall be applicable to any such notice or transfer were a transfer as aforesaid as if the death of the shareholder/debenture holder had not occurred and the notice or transfer were a transfer signed by that shareholder and /or debenture holder, as the case may be.

- (4) A person, being a nominee, becoming entitled to the share(s) and /or debenture(s) by reason of the death of the holder, shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share(s) and/or debenture(s), except that he shall not, before being registered a member, in respect of his share(s) or debenture(s), be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company;

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share(s) and /or debenture(s) and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses, or other moneys payable in respect of the share(s) and/or debenture(s) and /or debenture(s), until the requirements of the notice have been complied with.

By Order of the Board

Suresh Krishnan

Vice President & Company Secretary

Place : Mumbai

Dated: 20th August 2002

Notes:

- a) Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956, in respect of special business mentioned above is annexed here to.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING THE PROXY (S) SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE AFORESAID MEETING.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 21, 2002 to Monday, September 30, 2002 (both days inclusive).



- d) Information as required by clause 49 (VI A) of the listing agreement with the Stock Exchange, the information relating to directors proposed to be reappointed is provided here under

At the ensuing Annual General Meeting Shri. N. N. Pai and Shri J. M. Gandhi, Director, retire, by rotation and being eligible offer them selves for reappointment. As per clause 49(VI A) of the Listing Agreements on Corporate Governance the Company is required to provide a brief resume and names at Companies in which the proposed Director hold the Directorship. Accordingly, the information is given below

Mr. N. N. Pai

Mr. N.N. Pai, age 80 years, is a Chartered Accountant (Gold Medallist) by profession. He retired as Chairman and Managing Director of IDBI. He has vast knowledge and experience in financial and other corporate matters. Other directorships - NIL. He joined the board on 22nd March, 1991

Mr. J. M. Gandhi

Mr. J. M. Gandhi, age 69 years is Post Graduate in Commerce. He is an eminent industrialist and a Member of the Executive committee of Federation of Indian Chamber of Commerce and Industry (FICCI). He has also been Ex- Chairman of the Spices Export Promotion Council and a Member of the Organisation of Plastic Processors. He joined the board during December 1985.

Other Directorships

Name of the Company

1. Mutual Megaplast Ltd.
2. Mutual Megaplast (Pune) Ltd.
3. Mutual Walbro Ltd.
4. Gandhi Sons Pvt. Ltd.
5. Bombay Oil Industries Ltd.
6. Weizmann Homes Ltd.
7. Weizmann Capital Ltd.

- e) Dividend on preference and equity shares, if declared, will be payable to those members whose names appear on the Company's Register of Members on September 30, 2002
- f) Shareholders holding Shares in demat mode may please note that their bank details as furnished by the respective Depositories to the Company will be mandatorily printed on their dividend warrants as advised by the Securities and Exchange Board of India. Further, instructions if any, given by them in respect of Shares held in physical mode will not be automatically applicable to the dividend paid on Shares held in demat mode. Members holding Shares in demat mode must, therefore, give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants. The Company or the Registrar and Share Transfer Agent will not act on any Share Transfer Agent will not act on any direct request from these Shareholders for change / deletion in such bank details.
- g) Members are hereby informed that dividend which remains unclaimed/un-encashed over a period of 7 years is to be transferred as per Section 205A of the Companies Act 1956, by the Company to the "Investor Education and Protection Fund" constituted by the Central Government under Section 205C of the Companies Act 1956. Given here under are the details of dividend paid by the Company on their respective due date of transfer and un-encashed dividend to the designated fund of the Central Government.

Date of Declaration	Dividend for the Year	Date of proposed transfer to "The Investors Education & Protection fund" of the Central Government.
29-12-1995	1994 - 1995	28-01-2003
31-12-1996	1995 - 1996	30-01-2004
31-12-1997	1996 - 1997	30-01-2005
15-04-1999	1997 - 1998	14-05-2006
30-09-2000	1999 - 2000	29-10-2007
29-09-2001	2000 - 2001	28-10-2008

- h) Shareholders are requested to bring copies of the Annual Report to the Meeting.
- i) Shareholders are requested to notify change in address, if any, to the Registered Office of the Company quoting their Folio Numbers, on or before September 21, 2002.
- j) Consequent to the introduction of Section 109A of the Companies Act, 1956, Shareholders are entitled to make a nomination in respect of Shares held by them. Shareholders desirous of making a nomination are requested to send their requests in the enclosed Form No. 2B to the Registrar and Share Transfer Agent - Big Share Services Pvt. Ltd.
- k) Resolutions pertaining to serial no 7 is through Postal Ballot.

ANNEXURE TO THE NOTICE.

Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956,

Following explanatory statement sets out all material facts relating to Special Business mentioned in the accompanying notice dated 20th August 2002 Item no. 7.

Weizmann Homes Ltd. is co-promoted by your company and your Company holds substantial interest by virtue of its investment therein. Weizmann Homes Ltd. is engaged in the business of providing long-term housing finance.

For meeting the working capital and long term funds requirements of Weizmann Homes Limited and for expansion of existing new business opportunities, your Company being the Promoter Company has given corporate guarantee's in favour of various banks/ FI's in the previous year on behalf of Weizmann Homes Ltd. as per details given below:

Sr. no	Name of the Bank / Financial Institution	Amount (Rs. in Crores)
1.	State Bank of Hyderabad	3.00
2.	State Bank of Mysore	3.00
3.	State Bank of Bikaner & Jaipur	5.00
4.	National Housing Bank	30.00
5.	Canara Bank	5.00
	Total	46.00

Section 372A of the Companies Act, 1956 permits the Company to invest in the Capital of other bodies corporate or make loans or provide guarantees or securities exceeding 60% of its paid-up capital and free reserves or 100% of its free reserves whichever is more to other bodies corporate only with the authority of the shareholders of the Company by a Special Resolution.

In case of granting Corporate Guarantees, Section 372A of the Companies Act 1956 provides that the Board of Directors may give guarantee, without being previously authorised by a special resolution if

- (a) a resolution is passed in a meeting of the Board of Directors authorising to give guarantee.
- (b) there exists exceptional circumstances which prevent the Company from obtaining previous authorisation by a Special resolution passed in a general meeting for giving corporate guarantee; and
- (c) The resolution passed at the meeting of the Board of Directors authorizing to give corporate guarantee is confirmed within twelve months, in a general meeting of the company held immediately after passing of the Board's resolution.

Shri D. G. Siraj, Shri. C. D. Mehra, Dr. P. D. Ojha, Shri H. V. Siraj and Shri J. M. Gandhi also being Directors of Weizmann Homes Ltd and Shri N. V. Siraj, a relative of a Director of Weizmann Homes Ltd. may be deemed to be concerned or interested in the resolution as set out under item no 7 of the accompanying notice.

The Board of Directors of your Company recommend passing of the resolution by Postal Ballot.

item no. 8.

The companies shares are presently listed on The Stock Exchange Mumbai (BSE), National Stock Exchange India Ltd (NSE) and The Stock Exchange Ahmedabad. The companies shares are not frequently traded on the Stock Exchange Ahmedabad.

Further in case any shareholder residing in the state of Gujarat desires to do any transaction in the companies shares they can do so through the NSE and BSE network available in the state of Gujarat. In view of this the Company opts Voluntary delisting of its Equity shares from The Stock Exchange Ahmedabad subject to following the guidelines & procedures laid down by the Stock Exchanges, Securities and Exchange Board of India (SEBI) and all other statutory authorities as may be applicable.

Your Directors recommend the Special Resolution for approval of the members.

None of the Directors would be deemed to be concerned or interested in the resolution set out at Item No 8

item no. 9.

As per the amendments to the Companies Act, 1956, new Sections, 109a and 109A were inserted to provide that every holder of share(s) or debenture(s) of the Company may at any time nominate in the prescribed manner, person to whom his share(s) in, or debenture(s) of the Company shall vest in the event of his death. It is proposed to alter the Articles of Association of the Company by inserting new Article 21A and 21B to give effect to the said provisions.

According to Section 31 of the Companies Act, 1956, it is necessary to pass a Special Resolution to amend any of the provisions of the Articles of Association. Therefore, the Board recommends the resolution for the approval of the members.

None of the Directors would be deemed to be concerned or interested in the resolution set out at Item No.9

By Order of the Board

Place : Mumbai

Dated: 20th August 2002

Suresh Krishnan

Vice President & Company Secretary



"FORM 2 B"
(See rules 4CCC and 5D)

NOMINATION FORM
(To be filled in by individual(s) applying singly or jointly)

I/We the holders of Shares / Debentures bearing certificate number(s)..... of M/s Weizmann Limited wish to make a nomination and do hereby nominate the following person(s) in whom all rights of transfer and /or amount payable in respect of shares / debentures shall vest in the event of my / our death.

Name(s) and Address(es) of Nominee(s)

Name

Address.....

Date of Birth*.....

(* to be furnished in case the nominee is a minor)

** The Nominee is a minor whose guardian is

Name and Address.....

(** To be deleted if not applicable)

Signature.....

Name

Address.....

Date.....

Signature.....

Name

Address.....

Date.....

Signature.....

Name

Address.....

Date.....

Signature of two Witnesses
Name and Address

Signature with Date

1.

2.

Instructions:

1. The Nomination can be made by individuals only applying / holding shares / debentures on their own behalf singly or jointly upto two persons. Non – individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided family, holder of power of attorney cannot nominate. If the shares are held jointly all joint holders will sign the nomination form. Space is provided as a specimen, if there are more joint holders more sheets can be added for signatures of holders of shares / debentures and witness.
2. A Minor can be nominated by a holder of shares/ debentures and in that event the name and address of the Guardian shall be given by the holder.
3. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu undivided Family or a power of attorney holder.
4. Nomination stand rescinded upon transfer of shares / debentures made.
5. Transfer of share / debentures in favour of a nominee shall be valid discharge by a company against the legal heir.
6. The intimation regarding nomination / nomination form shall be filed with Registrar and share transfer agent of the company who will return one copy thereof to the share or debenture holder



ELECTRONIC CLEARING SERVICES (ECS) MANDATE FORMAT.

To

BIGSHARE SERVICES PVT. LTD.,
 Unit : **Weizmann Limited**
 E-2/3 Ansa Industrial Estate,
 Saki Vihar Road, Saki Naka, Andheri (E)
 Mumbai – 400 072

FORM FOR ELECTRONIC CLEARING SERVICES FOR PAYMENT OF DIVIDEND/ INTEREST.
 Please fill in the information in CAPITAL LETTERS in ENGLISH ONLY. Please TICK () wherever applicable.

For shares held in physical form _____For Office use Only_____
 ECS Ref.No.:

Master Folio No. _____

For shares held in electronic form

DP ID:

Client ID:

Name of First Holder	
Bank's Name	
Branch Name	
Branch Code	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <p>(9 Digit Code Number appearing on the MICR Band of the cheque supplied by the Bank) Please attach a Xerox copy of a cheque or a blank cheque of your bank duly cancelled for ensuring accuracy of the bank's name, branch and code number.</p>

Account type Savings: Current : Cash Credit:

Ledger No. / Ledger Folio No.

A/c NO. (as appearing in the Cheque book)

Effective date of this mandate

I, hereby, declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above, Weizmann Ltd, will not be held responsible. I agree to avail the ECS facility provided by RBI as and when implemented by RBI/Weizmann Ltd.

I further undertake to inform the Company any change in my Bank / branch and account number, if any.

Place: _____

Date: _____

 (signature of First Holder)
 Name of First Holder:



DIRECTORS REPORT

The Members,

Your Directors have pleasure in presenting their Fifteenth Annual Report together with Audited Accounts for the year ended March 31, 2002:

1. FINANCIAL RESULTS:

Particulars	(Rs.in Lacs)	
	For the Year ended 31 st March, 2002	For the Year ended 31 st March, 2001
Total Income	6703.35	5492.63
Profit before depreciation & Tax	809.07	587.28
Less : Depreciation	466.83	261.78
Profit before tax	342.24	325.50
(Less) : Income tax	11.56	76.60
(Less) : Deferred tax	36.23	-
Profit after tax	294.45	248.90
Add/(Less) : Prior period adjustments	(0.27)	2.73
Available surplus	294.18	251.63
Add: Balance Carried over from Balance Sheet	817.45	720.69
	<u>1111.63</u>	<u>972.32</u>

Director's Recommendation for appropriation :

Transfer to General Reserve	800.00	Nil
Transfer to Debenture Redemption Reserve	70.25	Nil
Transfer to Capital Redemption Reserve	2.97	8.37
Proposed Dividend on Preference Shares @ 13 % (2000 - 2001 : 13 %)	68.00	68.63
Proposed Dividend on Equity Shares @ 5 % (2000 - 2001 : 5 %)	64.31	64.31
Dividend Tax	-	13.56
Surplus Carried to Balance Sheet	106.10	817.45
	<u>1111.63</u>	<u>972.32</u>

2. DIVIDEND

A. On Preference Shares

Your Directors recommend a Dividend @13% on Preference shares as per the terms of the issue of the said Preference shares.

B. On Equity shares

Your Directors recommend for consideration by the shareholders dividend of 5 % (Previous Year 5 %) on the Equity Shares to be declared and paid for the year ended March 31, 2002.

3. PERFORMANCE

The total income for the year was Rs. 6703.35 lacs as against Rs. 5492.63 lacs in the previous year and the profit before depreciation & tax stood at Rs. 809.07 lacs as against Rs. 587.28 lacs in the previous year. The profit after tax registered was Rs. 294.45 Lacs (previous year Rs. 248.90 Lacs)

The textile exports business of the company performed well and registered an increase in exports turnover of 12% over the previous year.

On like to like comparison of the performances of the wind turbines, the value for generation realized in 2001-02 is about 7% more than the previous year. However, as the members are aware that the wind being totally nature oriented the wind pattern vary from year to year. Our valued customers who are purchasing power from us include Dr. Reddy's Laboratories, Novapan Industries, Medicity Hospital, Ranit Pharma etc.

4. FUTURE PROSPECTS

The Company so as to focus on its well defined activities and to have proper accountability for the performance of the business started restructuring of the organisation two years back by setting up a 100% subsidiary for business of Full Fledged Money Changers, hived off Consumer Finance business to associate company to have synergy of Housing Finance and Consumer Finance activities. During the year 2002 - 2003 it proposes to transfer the textile business to a 100% subsidiary company namely Weizmann International Ltd. As indicated

in our report of earlier years, such restructuring facilitates sharpening the focus on specific core businesses and also helps in availing itself of various incentives like fiscal benefits. Such an advantage is at times found wanting when dissimilar business activities are under one roof.

With respect to company's business in the Renewable Energy Sector, focus continues on Wind Farm projects and small Hydel Projects. The company has been allotted Project Development Rights in Karnataka and these are being pursued with various authorities and the initial groundwork of acquisition of land, approvals from the forest authorities etc. are nearing completion. Karnataka Government is in the process of finalising a new Wind Power Policy and the Government order to this effect is expected soon. Apart from Wind Power Projects, the Company forayed into small Hydel projects and has also obtained allotment in Karnataka and in Himachal Pradesh. These projects have a long gestation period and the final revenue flow should be expected 3 to 4 years down the line.

5. CORPORATE GOVERNANCE.

Your company has always practiced good Corporate Governance and has taken necessary action at appropriate times for enhancing and meeting shareholders expectations in addition to complying with the mandatory provisions of the corporate Governance. As prescribed under listing agreement of the Stock Exchange, a separate statement on Corporate Governance is annexed as a part of Annual Report.

6. DEPOSITORY SYSTEM

Trading in Equity shares of your company in the dematerialised form is compulsory for all shareholders with effect from 26/6/2000 in terms of notification issued by Securities & Exchange Board of India (SEBI).

The company has entered in to an agreement with National Securities Depository Services Ltd. (NSDL) & Central Depository Services(India) Ltd. (CDSL) for the said purpose.

7. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, the foreign exchange earnings were Rs. 3016.31 Lacs and the foreign exchange outgo was Rs. 28.05 Lacs. The details have been given in Notes 2 and 3 in Schedule "R" of the Accounts

8. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION.

Particulars required under Section 217 (1) (e) of the Companies Act, 1956 relating to conservation of energy and technology absorption is given in Annexure 'A' to this report. The Company has installed and commissioned an effluent treatment plant in the Textile Process Unit at Ahmedabad.

9. SUBSIDIARY

Weizmann Forex Limited is a 100 % subsidiary of the Company and its Annual Report and Accounts are attached with the Company's Annual Report.

10. DIRECTORS

In accordance with Companies Act 1956, and Articles of Association of the Company, Shri. N. N. Pai and Shri. J. M. Gandhi, Directors of the company retire by the rotation and being eligible offer themselves for reappointment.

11. DIRECTORS RESPONSIBILITY STATEMENT.

Your Directors confirm:

- that in the preparation of the Annual Accounts the applicable accounting standards have been followed along with proper explanation relating to material departure.
- that the Directors have selected such accounting policies and applied them consistently and made judgement 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 financial year and of the profit or loss of the Company for that period.

- iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of 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 Annual Accounts on a going concern basis.

12. AUDITORS

The Auditors M/s U.B.Sura & Co. retire at the ensuing Annual General Meeting and being eligible, they have given their consent for re-appointment. The Company is proposing to appoint Shyam C. Agrawal & Co., Chartered Accountants as joint Auditors for which they have given their consent.

13. AUDITORS REPORT.

The observations of the Auditors in their report, read with notes annexed to the Accounts, are self-explanatory.

14. PARTICULARS OF THE EMPLOYEES

There are no employees during the period drawing remuneration specified under section 217(2A) of the Companies Act 1956.

15. ACKNOWLEDGMENT.

Your Directors record with gratitude the continuous support of the members of the Company, now in the Fifteenth year of its operations. Your Directors are pleased to place on record their appreciation for the continuous support of other regulatory bodies, Banks, Financial Institutions, Government Organisation and most of all our valued clients. At this point, your Directors would like to place on record the appreciation for the contribution of all the staff members of the Company

for and on behalf of the Board

N.N.PAI
 CHAIRMAN

Place : Mumbai
 Date : 20 August 2002

ANNEXURE TO DIRECTOR'S REPORT
DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY:

	Year Ended 31-03-2002	Year Ended 31-03-2001	B. CONSUMPTION PER UNIT OF PRODUCTION:		
A. POWER AND FUEL CONSUMPTION					
1. Electricity					
(a) Purchased					
Units	1825680	1523160	Standards (if any)	Current Year	Previous Year
Total Amount	Rs 86.92 Lacs	Rs.69.08 Lacs			
Rate / Unit	Rs.4.76	Rs.4.54			
(b) Own Generation					
i) Through diesel generator 167226 Units (Rate per unit Rs.6.89 -Rs. 11.52 Lacs only Diesel Cost)					
		73626 Units Rs. 3.61 Lacs			
ii) Through steam [turbine/generator] NIL					
		NIL			
2. Coal	NIL	NIL			
3. Furnace Oil	NIL	NIL			
4. Other / internal generation	NIL	NIL			
			Fabrics (per mtr)	---	---
			Electricity (KWH)	0.13	0.13
			Diesel Oil	0.07	0.03
			Coal (specify quality)	Nil	Nil
			Others (specify)	Nil	Nil

**CORPORATE GOVERNANCE REPORT**

1. WEIZMANN has over the years been practicing the principles of good Corporate Governance and continuously reviews its investor relationship measures with a view to enhancing shareholders value. Weizmann basically believes that good Corporate Governance is an internally driven need and is not to be looked upon as an issue of Compliance alone.

The company seeks to achieve this goal by being transparent in its business dealings, disclosing all relevant information in an easily understandable manner, being fair to all stakeholders and ensuring that the company's activities are managed by a professionally competent and independent Board of Directors.

2. BOARD OF DIRECTORS :

The company is being managed by the Board of Directors. The Board consists of eight Directors as on 31/3/2002. Since the company has a Non Executive Chairman the Board meets the stipulated requirement of at least one third of the Board comprising Independent Directors who have no professional and / or business relationship with the company.

The constitution of the Board as on 31/3/2002

Shri N. N. Pai

Non Executive Chairman

Shri. D. G. Siraj

Non-Executive Vice Chairman

Shri C. D. Mehra

Promoter and Managing Director

Non Executive Directors Non Executive & Independent Directors

Shri. N. V Siraj

Shri H. V. Siraj

Dr. P. D. Ojha

Shri A. A. Bakeri.

Shri J. M. Gandhi

The meetings of the Board of Directors were held on the following dates during the year

May 23, 2001

July 27, 2001

August 27, 2001

September 29, 2001

November 29, 2001

March 28, 2002

The Attendance of the Directors of the company at the Board Meetings and Annual General Meeting (AGM) are as follows:

Name of Director	No of meetings		Attendance of Last AGM	Sitting Fees
	Held	Attended		
Shri. C. D. Mehra	6	6	Yes	-
Shri. N. N. Pai	6	5	No	10,000/-
Shri. D. G. Siraj	6	6	Yes	12,000/-
Shri. N. V. Siraj	6	4	Yes	8000/-
Shri. H. V. Siraj	6	3	Yes	6000/-
Shri. J. M. Gandhi	6	2	Yes	4000/-
Dr. P. D. Ojha	6	4	Yes	8000/-
Shri. A. A. Bakeri	6	2	No	4000/-

3. AUDIT COMMITTEE :

Chairman (Non Executive and Independent Director)

Shri N. N. Pai

Other Members

Dr. P. D. Ojha

Shri D. G. Siraj

Shri J. M. Gandhi

The committee met thrice on 27th August 2001, 29th November, 2001 and 31st March, 2002 during the financial year 2001- 2002 and the attendance of the committee were as follows:

Name of Directors	No of meetings		Attended Last AGM
	Held	Attended	
Shri. N. N. Pai	3	3	No
Dr. P. D. Ojha	3	3	Yes
Shri. D. G. Siraj	3	3	Yes
Shri. J. M. Gandhi	3	3	Yes

No Remuneration / Sitting fees are paid to the members of the Audit Committee.

4. Remuneration Policy :

The company has only one Executive Director on the Board, whose appointment and remuneration has been fixed by the board and in terms of the resolution passed by the members.

In view of this Weizmann does not have a Remuneration committee. The Board determines the remuneration of the Managing Director.

5. Shareholders/ Investors Grievance committee

Terms of Reference:

The company has formed investor / shareholder grievance committee to ensure redressal of shareholder and investor complaints relating to transfer of shares, Non receipt of declared Dividend, Annual Reports etc.

Composition of committee.

The committee comprises following Directors.

Chairman

Dr. P. D. Ojha

Other members

Shri J. M. Gandhi

Shri D. G. Siraj

The Compliance Officer

Shri Suresh Krishnan – Company Secretary

The committee met on 27th August 2001 and 29th November, 2001 during the financial year 2001- 2002.

Name of Directors	No of meetings		Attended Last AGM
	Held	Attended	
Dr. P. D. Ojha	2	2	Yes
Shri. J. M. Gandhi	2	2	Yes
Shri. D. G. Siraj	2	2	Yes

During the year ended 31/3/2002 the company received 6 complaints from investors which were replied / resolved to the satisfaction of the investors.

No Remuneration / Sitting fees are paid to the members of the Investor Grievance Committee.

6. Sub Committee of Directors

Shri D. G. Siraj

Chairman

Other Members

Shri J. M. Gandhi

Shri C. D. Mehra

Shri N. V. Siraj

The committee normally deals with the following matters :

a) Transfer / Transmission / Transposition of shares, issue of duplicate shares, consolidation of shares / subdivision of shares.

b) Review of Dematerialization of shares.

c) Normal day to day matters & all other matters as prescribed and delegated to the committee by the board from time to time. The minutes of the committee meetings are noted and ratified at every ensuing Board meetings.

This committee meeting is held generally twice a month. During the financial year ended March 31st 2002, 24 meetings were held.

No Remuneration / Sitting fees are paid to the members of the Sub-Committee of Directors.

General Body Meeting

Details of the Annual General Meeting (AGM)

Date & year	Time	Location where AGM was held in the last 3 years.
29/9/2001 - 2000 -2001	11.30 a.m	Jade Garden Auditorium Nehru Centre Dr. Annie Besant Road Worli, Mumbai – 400 018
30/9/2000 - 1999 -2000	11.30 a.m.	Jade Garden Auditorium Nehru Centre Dr. Annie Besant Road Worli, Mumbai – 400 018
15/4/1999 - 1997 - 1998	11.00 a.m.	Sunville Building 9, Dr. Annie Besant Road Worli, Mumbai – 400 018



- a) Whether special resolution were put through a postal ballot last year :
Yes
- b) Any votes proposed to be conducted through Postal Ballots this year :
Yes

Postal Ballot during the year: - Weizmann Ltd. conducted voting through Postal Ballot on the following resolutions:

- i) Corporate Guarantee in favour of various Banks/ Financial Institutions on behalf of M/s Weizmann Homes Ltd. U/s. 372A of the Companies Act 1956
- ii) Corporate Guarantee in favour of various Banks/ Financial Institutions on behalf of M/s Karma Energy Ltd. U/s. 372A of the Companies Act 1956.
- iii) Corporate Guarantee in favour of various Banks/ Financial Institutions on behalf of M/s Mitra Fidelity Ltd. U/s. 372 A of the Companies Act 1956

The notice of Postal Ballot dated 27th August 2001 along with the relevant explanatory statement and Postal Ballot forms were sent to all company's share holders and the shareholder's had returned the duly completed Postal Ballot forms to the company, not later than the last date.

Shri V. P. Kamath - Independent Ex- Banker (Retired General Manager IFCI) was the scrutiniser.

The company received response from shareholders holding 9035212 shares (70.25%) favouring the resolution and Nil response against the resolution.

The results of the poll were declared at the previous Annual General Meeting (AGM) held on 29/9/2001.

Disclosure:

- A) Related party transaction with them as required under Accounting standard 18 (AS-18) are furnished under paragraph no 21 of the notes to the account attached with the financial statement in the year ended 31/3/2002.
- B) There has neither been any non compliance of any legal provision of applicable law nor any penalty, stricture imposed by the Stock Exchange or SEBI or any other authorities on any matters related to Capital Market during last three years.

Means of Communications

Half yearly report sent to each household of Shareholders - No

Quarterly results sent to each household of Shareholders - No

News papers normally published in English Daily - Free Press Journal - Navshakti - Marathi daily

Whether any advertisement also displayed - No

Any website where displayed - No

Official news releases and presentations made to institutions or investors / analysts - No presentation made

Whether management discussions and analysis forms part of Annual Report - Yes

Whether shareholders information section forms part of Annual Report - Yes

General Shareholder s Information

- a) Annual General Meeting date - Monday 30th September 2002
- b) Time - 11.30 a.m.
- c) Venue - Jade Garden Auditorium
Nehru Centre
Worli , Mumbai - 400 018

Financial Calendar

- 15th Annual General Meeting - September 30th 2002.
- 1st Quarterly results - 31/7/2002.
- 2nd Quarterly results - Last week of October 2002.
- 3rd Quarterly results - Last week of January 2003.
- 4th Quarterly results - Last week of April 2003.
- Book Closure date - 21st September 2002 to 30th September 2002 (Both days inclusive)
- Dividend payment date - On or after 5th October 2002

List of Stock Exchanges

Sr.no	Stock Exchange where listed	Address
1	The Stock Exchange, Mumbai	Phiroze Jeejeeboub towers Dalal Street, Mumbai - 400 021
2	National Stock Exchange of India Ltd	Exchange Plaza, 5 th Floor Plot No. C/1 G. Block Bandra Kurla Complex Bandra East, Mumbai - 400051
3	The Stock Exchange, Ahmedabad	Kamadhenu Complex Panjara pool Near Polytechnic Ahmedabad - 380 015

Listing fees for the year 2002 - 2003 have been paid to the above Stock Exchanges within stipulated period.

Demat of shares 76,27,167/- Equity shares which is around 59.30% of the paid up capital as on March 2002 has been dematerialised

Weizmann Ltd has recognised the importance of protection of investors interest long back. In pursuance of the same it dispatched letters to all individual shareholder along with prepaid envelopes during 1996 seeking information with respect to share holding details. Bank A/c details. etc. After receipt of this information the company updated all the records of the individual share holders as provided by the investors and since then there have been minimum queries / grievances of the shareholders.

Stock Exchange Codes

Equity Shares
BSE - 523011
NSE - WEIZMANIND
ISIN NO. - INE080A01041

Market Price data: Stock performance in comparison with BSE Sensex Script Code : 523011 for the period April 2001 to March 2002

Date	BSE'		SENSEX	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2001	Nil	Nil	3676.82	3096.51
May 2001	3.80	3.05	3759.96	3420.14
June 2001	3.85	3.10	3651.32	3295.34
July 2001	3.55	2.60	3513.79	3241.12
August 2001	2.10	2.10	3359.07	3241.12
September 2001	2.40	2.00	3267.93	2594.87
October 2001	1.55	1.45	3083.65	2718.41
November 2001	4.00	1.85	3377.81	3003.95
December 2001	5.15	2.35	3500.20	3100.57
January 2002	5.70	2.55	3466.73	3236.76
February 2002	3.80	2.80	3758.11	3290.00
March 2002	4.25	3.45	3758.27	3454.27

Registrar and transfer agents : Bigshare Services Pvt. Ltd.

The Equity shares of the company are traded in the (compulsory) demat mode for all the investors. The share transfer request received in physical form is registered within an average period of 15 days. Requests for Dematerialization (Demat) received from the shareholders are effected within average period of 15 days. The company, as per SEBI guidelines, offers facility for Transfer cum Dematerialization. Under the said system, after share transfer is effected, an option letter is sent to the transferee giving details of the transferred shares and requesting him incase he