

20th Annual Report
2006-2007
(Abridged)



WEIZMANN
LIMITED

BOARD OF DIRECTORS

Dr. P. D. Ojha
Chairman

Shri D. G. Siraj
Vice Chairman

Shri J. M. Gandhi
 Shri N. V. Siraj
 Shri H. V. Siraj
 Shri V. P. Kamath

Shri Chetan D. Mehra
Managing Director

Shri Rajendra Sawant
Company Secretary

BANKERS

State Bank of Mysore
 Union Bank of India
 Punjab & Sind Bank
 UCO Bank
 State Bank of Travancore
 The South Indian Bank Ltd.
 The Malad Sahakari Bank Ltd.

AUDITORS

M/s. U.B. Sura & Co.
 M/s. Shyam C. Agarwal & Co.

REGISTERED OFFICE

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

PROCESS HOUSE

Vatva Road, Narol, Ahmedabad

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20th ANNUAL GENERAL MEETING

Monday, September 24, 2007 at 12.00 noon, at Jade
 Garden Auditorium, 3rd Floor, Nehru Centre, Dr. Annie
 Besant Road, Worli, Mumbai - 400 018

REGISTRAR AND SHARE TRANSFER AGENTS

Bigshare Services Pvt. Ltd.
 E-2/3 Ansa Industrial Estate,
 Saki Vihar Road, Saki Naka,
 Andheri (E), Mumbai - 400 071.
 Tel. No. 28470652 Fax No. 28475207

As a measure of economy copies of the Annual Report will not be distributed at the Annual General Meeting.
 Shareholders are requested to kindly bring their copies to the Meeting.



Regd. Office : 214, Empire House, Dr. D. N. Road, Ent. A. K. Nayak Marg, Fort, Mumbai – 400 001.

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

Dear Shareholder(s)

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2001 that the enclosed resolutions are proposed to be passed by Postal Ballot.

The requisite Postal Ballot Form and self addressed business reply envelope is enclosed.

You are requested to convey your approval or otherwise to the enclosed Resolutions on the original Ballot Form sent herewith (no other form is permitted) and return the same to the Company at its Registered office so as to reach the Company not later than the close of working hours on 20th September, 2007. Any Postal Ballot form received after the stipulated date will be liable to be rejected (see instructions).

The Company has appointed Shri Navneet Pandya, as scrutiniser for conducting the Postal Ballot process in a fair and transparent manner.

Please return the Postal Ballot Form duly completed in the attached self addressed postage prepaid envelope, so as to reach the scrutiniser on or before 20th September, 2007.

The scrutiniser will submit the report to the Chairman after completion of his scrutiny of the completed forms received by the Company and the results of the postal Ballot will be announced by the Chairman of the Company on 24th September, 2007, at the Annual General Meeting of the Company.

Thanking you,

By order of the Board
For **WEIZMANN LIMITED**

Sd/-
Rajendra Sawant
Company Secretary

Dated 16th August, 2007

Encl : (1) Notice along with explanatory Statement U/s 173(2) of the Companies Act, 1956

(2) Postal Prepaid envelope



Regd. Office : 214, Empire House, Dr. D. N. Road, Ent. A. K. Nayak Marg, Fort, Mumbai – 400 001.

POSTAL BALLOT FORM

SERIAL NO. _____

20TH ANNUAL GENERAL MEETING TO BE HELD ON 24TH SEPTEMBER 2007

1. Name(s) of Shareholder(s)
(in block letters)
(including joint holders, if any).....
2. Registered Address of the sole/first
named shareholder
3. Registered folio No./ DP ID No./Client ID No. (*).
(* applicable to investors holding shares in
dematerialized form)
4. Number of shares held
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the respective resolution by placing the tick (✓) mark at the appropriate box below :

Item No. of AGM Notice	Particulars of Resolution	No of shares	I / We assent to the resolution (✓)	I / We dissent to the resolution (✓)
6.	Resolution under Section 293(1)(a) of the Companies Act, 1956 for sale / disposal of Textile division.		<input type="checkbox"/>	<input type="checkbox"/>

Place :

Date :

Signature of the Shareholder

Instructions :

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed prepaid envelope. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
2. The self-addressed envelope bears the address of the scrutiner appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. Unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on 20th September 2007. Postal Ballot form received after this date will be strictly treated as if the reply from the shareholder has not been received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the notice.



NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the Members of WEIZMANN LIMITED will be held on Monday, 24th September 2007 at 12.00 noon, 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 2007 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Dr. P. D. Ojha, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri N. V. Siraj, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint M/s U. B. Sura & Co., Chartered Accountants and M/s Shyam C. Agrawal & Co., Chartered Accountants, the retiring Auditors of the Company, as Joint Auditors, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

6. 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 293(1)(a) and other applicable provisions, if any of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors to sell / dispose / lease / rent out the whole or substantially the whole of the undertaking of the Textile division (including factory premises) situated at Vatva Road, Narol, Ahmedabad together with building, assets, attachments and other structures standing thereon including leasehold right for such price and on such terms and conditions and other stipulations as may be agreed by the purchaser(s).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized and empowered to enter into and sign, seal and execute and deliver such agreements, assignments, conveyances, contracts, deeds writings, things and

other documents, things and matters in the name and on behalf of the Company as it may consider expedient, usual, necessary or proper for the said sale / disposal / lease / licence and effectuating the transfer of aforesaid movable and immovable properties of the Company.

By Order of the Board

Place : Mumbai

Date : 16th August 2007

Rajendra Sawant

Company Secretary

Registered Office :

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

NOTES :

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE ANNUAL GENERAL MEETING.**
- b) The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Special Business mentioned above is annexed hereto.
- c) The Register of Members and Share Transfer Books of the Company will be closed from September 20, 2007 to September 24, 2007 (both days inclusive) for the purpose of payment of dividend. In respect of shares held in electronic form, the dividend will be paid on the basis of ownership as per the details furnished by the Depositories for the purpose.
- d) Dividend on equity shares will be payable to those members whose names appear on the Company's Register of Members on September 24, 2007.
- e) The Company has transferred all unclaimed or unpaid Dividend declared upto financial year ended 31st December 1998 to Investor Education and Protection Fund (IEPF) of the Central Government pursuant to Section 205(A) of the Companies Act, 1956.



- f) Dividend for the Financial Year ended 31st March 2000 and thereafter, which remain unclaimed or unpaid for a period of seven years will be transferred to the IEPF under Section 205A(5) of the Companies Act, 1956. Members who have not encashed the dividend warrant(s) so far for the Financial year ended 31st March 2000 or any subsequent financial years are requested to make their claims to the Registered office of the Company. It may also be noted that once the unclaimed dividend is transferred to IEPF as stated above, no further claim shall lie in respect thereof. The dividend for the financial year ended 31st March 2000 will be transferred to the aforesaid IEPF before 28th October 2007.
- g) Shareholders are requested to notify immediately any change in their address to the Registered Office of the Company quoting their Folio Number and if the shares are held in dematerialised form, this information should be sent to their respective Depository Participant.
- h) Resolution pertaining to item no. 6 is through Postal Ballot.
- i) Information on Director recommended for re-appointment at the Annual General Meeting in terms of Clause 49 of the Listing Agreement.

Dr. P. D. Ojha aged 76 years is our Chairman. He is an economist and has experience of over 33 years in the field of Banking. He has served as Chairman of Stock Holding Corporation of India. He retired as Deputy Governor of Reserve Bank of India and had also served on the Board of various reputed companies. Presently he is Director on the Board of NRB Bearing Ltd and KJMC.

Shri N. V. Siraj aged 52 years is a graduate in Commerce and has 25 years experience in textile industry particularly relating to manufacture of textile products and marketing textile products overseas. He was instrumental in developing market in Africa and other countries for textile products of Weizmann and over a period creating a brand image for Weizmann textile products. He is a Director on the Board of Chanakya Holdings Ltd, Hansneel Impex Private Ltd, Karma Energy Ltd, Sitex India Private Ltd, Weizmann Forex Ltd and Weizmann International Ltd.

ANNEXURE TO THE NOTICE

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

Item No.6

The Company is having its factory at Vatva Road, Narol, Ahmedabad wherein the textile activities take place.

The de-merger of textile business is contemplated so as to ensure more effective control and accountability on the operations, better analysis of functioning of the business since at present this objective is not fully met on account of the Company carrying out multifarious activities like Textile Processing and Exports, Wind Farm Development, involvement in Development of Small Hydel Projects and engaging in Finance Activities.

The Board of Directors have therefore proposed to hive off the textile division of the Company.

The Board of Directors has in its meeting held on August 16, 2007 approved this proposal and commends the same for acceptance by the members.

None of the directors are concerned or interested in the said resolution.

As per the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolutions by Postal ballot) Rules, 2001 the above resolution has to be approved by the shareholders through postal ballots. Accordingly this resolution is proposed to seek your consent under Section 293(1)(a) read with Section 192A of the Companies Act, 1956 by way of Postal Ballot as per the requirements of the Companies Act, 1956.

By Order of the Board

Place : Mumbai
Date : 16th August 2007

Rajendra Sawant
Company Secretary

Registered Office :

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



DIRECTORS' REPORT

TO THE MEMBERS OF WEIZMANN LIMITED

The Directors are pleased to present this Twentieth Annual Report and the Audited Statement of Accounts for the year ended March 31, 2007.

1. FINANCIAL RESULTS

Particulars	(Rs. in Lakh)	
	2006-2007	2005-2006
Total Income	4900.68	4318.12
Profit Before Depreciation	879.58	877.32
Less : Depreciation	466.28	471.54
Profit Before Tax	413.30	405.78
Less : Income Tax	34.81	25.18
Less : Deferred Tax	41.31	72.14
Less : Fringe Benefit Tax	5.91	6.57
Profit After Tax	331.27	301.89
Add : Balance brought forward from previous year	368.90	165.67
Balance Available for appropriation	<u>700.17</u>	<u>467.56</u>
Director's Recommendation for Appropriation :		
Transfer to Debenture Redemption Reserve	-	25.33
Proposed Dividend on Equity Shares @ 5 % (2005-2006: 5 %)	64.31	64.31
Dividend Tax	10.93	9.02
Surplus Carried to Balance Sheet	<u>624.93</u>	<u>368.90</u>
	<u>700.17</u>	<u>467.56</u>

Copies of Balance Sheet including Profit and Loss Account, Schedules and Notes to Accounts along with the Auditors Report thereon is available for inspection at the registered office of the Company during working hours for a period of twenty- one days before the date of annual general meeting.

2. DIVIDEND

Your Directors have recommended a dividend at 5% (Re.0.50 per share) on equity shares. The dividend, together with the tax on distributed profit, will absorb a sum of Rs.75.24 Lakh and will be paid to those shareholders whose names stand registered in the Register of members of the Company as on the book closure date.

3. PERFORMANCE

During the year the Total Income of the Company was Rs.4900.68 Lakh as compared to Rs.4318.12 Lakh in the previous year. The Profit before depreciation was Rs.879.58 Lakh as compared to Rs.877.32 Lakh achieved in the previous year. The Profit after Tax registered was Rs. 331.27 Lakh (Previous year Rs.301.89 Lakh).

The importance of power in the overall infrastructural development of the country is very critical and needs no exaggeration. Your company continues to be recognized as 'One Star Export House' as per the classification of the Exim Policy. Your Company continues its efforts in harnessing the natural resources for generating power from renewable energy sources.

4. SUBSIDIARY COMPANIES

During the year two companies namely Brahmanvel Energy Private Limited and Khandesh Energy Projects Private Limited became subsidiary companies on account of acquisition of

shares in these companies by Karma Energy Ltd, a subsidiary of the Company. Further Chikmaglur Energy Projects Ltd ceased to be subsidiary as Karma Energy Ltd divested its stake.

The Statement pursuant to Section 212 of the Companies Act, 1956 containing details of the Company's subsidiaries, viz. Almi Hydro Electric Projects Ltd, Baledh Energy Projects Ltd, Brahmanvel Energy Private Ltd, Batot Hydro Power Ltd, Joiner Hydro Electric Projects Ltd, Karma Energy Ltd, Khandesh Energy Projects Private Ltd, Kambam Valley Energy Projects Ltd, Kombai Mettu Energy Projects Ltd, Weizmann Forex Ltd, Weizmann International Ltd, Weizmann Homes Ltd and Widereach Infn Services Ltd is attached to the Annual Accounts.

The Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with Accounting Standard 21 prescribed by The Institute of Chartered Accountants of India, form part of the Annual Accounts.

In terms of the exemption granted by the Central Government under Section 212(B) of the Companies Act, 1956, a copy of the Balance sheet, Profit and Loss Account, Directors' Report and Auditors' Report of the subsidiary companies and other documents required to be attached under Section 212(1) of the Companies Act, 1956 have not been attached with the Balance Sheet of the Company. The Company will make available these documents/details upon request by any member of the Company, interested in obtaining the same.

In June 2007 the Company sold its entire share holding in Weizmann Homes Ltd to AIG Capital India Private Ltd (AIGCI), an indirect wholly owned subsidiary of American International Group, Inc., U.S.A. Consequently Widereach Infn Services Ltd a subsidiary of Weizmann Homes Ltd, ceased to be subsidiary of Weizmann Ltd, from June 2007.

5. DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Dr. P. D. Ojha and Shri N. V. Siraj retire by rotation and, being eligible, have offered themselves for re-appointment. The said Directors have submitted the prescribed form under companies (disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules 2003 stating that they are not disqualified to be re-appointed as directors of the Company.

6. DIRECTORS' RESPONSIBILITY STATEMENT

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

- i) that in the preparation of the annual accounts for the year ended 31st March, 2007, 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 judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2007 and of the profit of the Company for the year ended on that date;
- 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 for preventing and detecting fraud and other irregularities; and

iv) that the Directors have prepared the annual accounts on a going concern basis.

The above statements have been noted by the Audit Committee at its meeting held on August 16, 2007

7. PARTICULARS OF THE EMPLOYEES

The Company does not have any employee whose particulars are required to be given under the provisions of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended up to date.

8. DISCLOSURE OF PARTICULARS

Information as per the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to conservation of energy, research & development, technology absorption, foreign exchange earnings and outgo are given in Annexure 'I' forming part of this report.

9. AUDITORS

M/s U.B. Sura & Co. Chartered Accountants and M/s Shyam C. Agrawal & Co., Chartered Accountants, Statutory Auditors of the Company retire as Auditors at the ensuing Annual General Meeting and have given their consent for re-appointment. The shareholders will be required to appoint Auditors for the current year and fix their remuneration.

As required under the provisions of Section 224 of the Companies Act, 1956, the Company has obtained a written confirmation from the above Auditors proposed to be re-appointed, to the effect that their re-appointment, if made at

the ensuing Annual General Meeting will be within the limits specified in Section 224(1B) of the Companies Act, 1956.

10. AUDITORS' REPORT

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

11. CORPORATE GOVERNANCE

Your Company has complied with Corporate Governance requirement as per the Clause 49 of the Listing Agreement. A report on Corporate Governance is annexed as Annexure 'II' forming part of this report.

12. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under the Listing Agreement with the Stock Exchanges is annexed as Annexure 'III' forming part of this report.

13. ACKNOWLEDGEMENT

Your Directors express their grateful appreciation for the assistance and co-operation received from Government Authorities, Bankers, Lending Institutions, Suppliers and Customers during the year under review. Your Directors place on record their appreciation for the committed services of the executives and staff of the Company.

For and on behalf of the Board

Place : Mumbai

DR .P. D. OJHA

Date : August 16, 2007.

CHAIRMAN

ANNEXURE ' I ' TO DIRECTORS' REPORT

Disclosure of particulars with respect to conservation of Energy

	YEAR ENDED 31-03-2007	YEAR ENDED 31-03-2006	
A. POWER AND FUEL CONSUMPTION :			
1. Electricity			
(a) Purchased Units	1545940	1537860	
Total Amount (in Lacs)	69.46	69.18	
Rate / Unit	4.49	4.50	
(b) (i) Own Generation Units	3456	15418	
Total Amount (in Lacs)	1.26	1.81	
Diesel Rate / Unit (Rs.)	36.47	11.73	
(ii) Through Steam (turbine / generator)	Nil	Nil	
2. Coal	Nil	Nil	
3. Furnace Oil	Nil	Nil	
4. Other / Internal Generation			
a) Lignite (Kgs)	4195000	4512500	
b) Fire wood (Kgs)	2216500	1781080	
c) Lignite kgs / Mtrs	0.46	0.45	
d) Fire wood kgs / Mtrs	0.25	0.18	
B. CONSUMPTION PER UNIT OF PRODUCTION :			
	Standards (if any)	Current Year	Previous Year
Electricity (KWH)	Nil	0.17	0.16
Diesel Oil	Nil	0.01	0.02
Coal (Specify quantity)	Nil	Nil	Nil
Others	Nil	Nil	Nil
C. Foreign Exchange :			
Earnings (Rs. in Lacs)	2451.01	1721.40	
Outgo (Rs. in Lacs)	55.04	21.19	



ANNEXURE ' II ' TO DIRECTORS' REPORT REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance Code

WEIZMANN LIMITED is committed to good corporate governance as it believes that good corporate governance is essential for achieving long term corporate goals. The Company respects and values the rights of its stakeholders to secure information about the Company and its performance. The Corporate Governance in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the senior management, employees etc. The Compliance Report is prepared and given below is in conformity with the mandatory requirements of the Listing Agreement with the Stock Exchanges.

2. Board of Directors

I Composition and size of the Board

The Company is being managed by the Board of Directors ('the Board'). The Current strength of the Board is seven. Since the Company has a Non Executive Chairman, the Board meets the stipulated requirement of at least one third of the Board comprising of Independent Directors.

The composition of and the category of directors on the Board of the Company as at March 31, 2007 were as under.

Category	Particulars of the Directors
Executive	Shri C D Mehra - Managing Director
Non Executive - Non Independent	Shri D. G. Siraj - Vice Chairman Shri J. M. Gandhi Shri N. V. Siraj Shri H. V. Siraj
Non Executive - Independent	Dr. P. D. Ojha - Chairman Shri V. P. Kamath

Except the Managing Director and Vice Chairman, the other Directors are liable to retire by rotation.

II Conduct of Board Proceedings

The day to day activities of the Company are conducted by the executives of the Company under the direction of Managing Director and the supervision of the Board. During the financial year 2006-2007 the Board held five meetings respectively on May 31, 2006, August 24, 2006, August 31, 2006, November 30, 2006 and February 28, 2007.

The Board periodically review compliance report of all laws applicable to the Company and take steps to rectify non-compliance, if any. The Board also review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company.

III Attendance of Directors

Attendance of Directors at the Board Meetings held during 2006-2007 and the last AGM held on September 30, 2006.

Directors	Meetings held during the tenure of Directors	Meetings Attended	Attendance at last AGM
Dr. P D Ojha	5	5	Yes
Shri D G Siraj	5	5	Yes
Shri J M Gandhi	5	2	Yes
Shri N V Siraj	5	5	Yes
Shri H V Siraj	5	1	Yes
Shri V P Kamath	5	5	Yes
Shri C D Mehra	5	5	Yes

A sitting fee of Rs.2000/- per meeting is paid to Director (except Managing Director) for attending a Board Meeting.

IV Details of Directors

The Brief profile of Company's Board of Directors as on March 31, 2007

Name of Directors	Age	Qualification	Number of other Directorship*	Number of Committee membership	Chairmanship
Dr. P. D. Ojha - Chairman	76	M.A. PhD	3	3	2
Shri D. G. Siraj - Vice Chairman	54	B.Com, Diploma in Management Studies, U. K.	12	3	1
Shri J. M. Gandhi	71	M.Com	6	2	-
Shri N. V. Siraj	52	B.Com	5	1	-
Shri H. V. Siraj	43	B.Com	4	1	-
Shri V. P. Kamath	71	B.Com, CAIIB	9	1	-
Shri C.D. Mehra - Managing Director	39	B.Sc	11	1	-

*(excluding private limited, foreign company and section 25 company)

None of the Directors holds directorship in more than 15 public limited companies.

No directors holds membership of more than 10 committee of boards nor is any director, chairman of more than 5 committee of boards.

3. Audit Committee

The Audit Committee headed by Dr. P.D. Ojha, is working according to the terms of reference under Section 292A of the Companies Act, 1956 and the guidelines set out in the Listing Agreement which, *inter alia* includes overseeing financial reporting processes, reviewing with the management the financial statements and investment made by unlisted subsidiary companies, accounting policies and practices, adequacy of internal control system, adequacy of internal audit function and discussion with internal auditors on any significant findings, financial risks and management policies.

The Audit Committee held its meeting on May 31, 2006, August 24, 2006, August 31, 2006, November 30, 2006 and February 28, 2007.

The Company Secretary acts as Secretary to the Committee.

The composition of the Audit Committee and the attendance of the Members in the meetings are as under:

Name of Director	Category *	Profession	No. of meetings held	No. of meetings attended
Dr. P. D. Ojha, Chairman	Non-Ex. & Independent	Professional	5	5
Shri D. G. Siraj	Non-Executive	Industrialist	5	5
Shri V. P. Kamath	Non-Ex. & Independent	Professional	5	5

* N. Ex.- Non- Executive, I.- Independent.

Note: No sitting fee is paid to members for attending Audit Committee meeting.

4. Remuneration Committee

The Company has one Executive Director on the Board, whose appointment and remuneration is fixed by the Board of Directors and in terms of the resolution passed by the members.

In view of above, the Company does not have a Remuneration Committee. The Board of Directors determines the