

WORLDWIDE LEATHER EXPORTS LIMITED



FIFTEENTH ANNUAL REPORT 2004-05

WORLDWIDE LEATHER EXPORTS LIMITED

Directors	Anil Agarwal Rakhee Agarwal B.P.Singh R.L.Bhatnagar Rajat Agarwal Lalit Chhawchharia	<i>Chairman & Managing Director</i>
Company Secretary	Neeta Guglani	
Auditors	B.Chhawchharia & Co.	
Bankers	Vijaya Bank	
Registered Office	5F, Everest, 46C Chowringhee Road, Kolkata – 700 071	
Factory & Head Office	38 th Milestone, N.H. 8, Behrampur Road, Gurgaon – 122 001 Haryana	
Registrars & Share Transfer Agents	Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 3rd Floor, 99 Madangir Behind Local Shopping Centre Nr. Dada Harsukh Dass Mandir, New Delhi 110 062.	
Secretarial Services Investor Service Department	M/s Ritu Mangla & Associates 38 th Milestone, N.H. 8, Behrampur Road, Gurgaon – 122 001 Haryana lsd@wleltd.com	
e-mail	Worldwide@vsnl.com	
Website	Wleltd.com	
Listing at Stock Exchanges	The Calcutta Stock Exchange Association Ltd. 7 Lyons Range, Kolkata 700 001 The Stock Exchange Mumbai Phiroze Jeejeebhoy Towers, Mumbai 400 001 The Delhi Stock Association Ltd. DSE House, 3/1 Asaf Ali Road, New Delhi 110 002 Madras Stock Exchange Ltd. Post Box No. 183, 11 Second Line Beach, Chennai 600 001	

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WORLDWIDE LEATHER EXPORTS LIMITED

From the desk of the Chairman

Dear fellow Shareholders

Thank you, for responding to my appeal to the shareholders last year. With the response of shareholders in having there shares dematerialized to some extent the liquidity in the market improved as a result your shares are now being traded regularly. However, I again appeal to all my shareholders who have not yet dematerialized there shares to do so as to further improve the liquidity of our shares in the market. The book value of the shares as on 31st March'2005 is Rs. 28.67.

You company is planning further expansion in Footwear by entering into the Domestic Market. The company is also planning to diversify into Pharmaceuticals and Drug sector.

The Shareholders are requested to direct their communications relating to share transfers and change of address to M/s Beetal Financial & Computer Services Pvt. Ltd.

However, the Company's Investor Service Department at 38th Milestone, NH-8, Behrampur Road, Gurgaon 122001, Haryana, continues to handle the exchange of old shares consequent to demerger of the Company in 2000. Shareholders who have not yet got their old shares exchanged for the new shares of the Company are requested to do so immediately.

Looking forward to a very fruitful future.

Anil Agarwal

Gurgaon, 30th June, 2005

WORLDWIDE LEATHER EXPORTS LIMITED

Registered Office : 5F, Everest, 46/C Chowringhee Road, Kolkata-700 071

NOTICE

Notice is hereby given that 15th Annual General Meeting of members of M/s Worldwide Leather Exports Limited will be held on the 22nd day of August, 2005 at 1.00 P.M. at Gangashahr Hall, 2 Ashutosh Mukherjee Road, 1st Floor, Kolkata-700020 to transact the following businesses.

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2005 and the Profit and Loss Account for the year ended on that date and the report of the Auditors and Directors thereon.
2. To re-appoint a Director in place of Mr. Rajat Agarwal who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.
3. To re-appoint Auditors and fix their remuneration. In this connection, to consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary resolution.

"RESOLVED that Messrs B. Chhawchharia & Co., Chartered Accountants, be and are, hereby, appointed as the Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration as may be decided by the Board.

Special Business

4. To Consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution
 "RESOLVED THAT pursuant to sections 198, 269, 309 & 310, read with Schedule XIII and other applicable provisions of the Companies Act, 1956, including any amendment thereof, Ms. Rakhee Agarwal be and is hereby appointed as a Whole-time-Director for a period of 3 years with effect from 1st June 2005 on the terms and conditions and the remuneration as set out below:
 - (i) Consolidated Salary: Rs. 25,000 per month.
 - (ii) Performance Bonus: As may be determined by the Board of Directors not exceeding 50% of the Consolidated Salary payable annually for each Financial Year.
 - (iii) Perquisites: In addition to the aforesaid Consolidated Salary and performance bonus Ms. Rakhee Agarwal shall be entitled to perquisite like medical reimbursement of expenses and insurance and leave travel concession for self and family, personal accident insurance etc. in accordance with the rule of the Company, the monetary value of perquisites being limited to Rs. 50000/- per annum for the purpose of which limit of perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in the absence of any such Rule, perquisites shall be evaluated at actual cost. However, the cost/value of the following perquisite shall not be included in the computation of aforesaid limit.
 - (a) Rent free accommodation owned/leased/rented by the company or housing allowance in lieu thereof subject to ceiling of 60% of the consolidated salary.
 - (b) Contribution to Provident fund as per the rules of the Company.
 - (iv) Leave: One month of leave for eleven months of service. Leave accumulated but not availed will not be allowed to be encashed.
 - (v) Termination of contract: The Company and Ms Rakhee Agarwal are entitled to terminate the contract by giving not less than sixty days notice to either party.
 - (vi) Minimum Remuneration: The Remuneration aforesaid shall be paid as minimum remuneration in absence or inadequacy of profit for such year.
5. To consider and if thought fit to pass, with or without modification, the following resolution as a Special resolution:
 "RESOLVED that, pursuant to section 21 of the Companies Act, 1956 and subject to the approval of the Central Government, the name of the Company be changed from WORLDWIDE LEATHER EXPORTS LTD. to "WLE LIMITED", and if not available, any similar name as may be deemed fit by the Board and available with the Registrar of Companies, West Bengal.
6. To consider and if thought fit to pass, with or without modification, the following resolution as Special Resolution:-
 "Resolved That pursuant to Section 17(1), 149 and other applicable provisions of the Companies Act, 1956 the company be and is, hereby, authorised to carry on the businesses as mentioned in clause 11 of the 'Other Objects' of the Memorandum of Association of the company. Further Resolved that the said clause 11 be shifted to the Main Objects under Clause III and numbered as 5."
7. To consider and if thought fit to pass, with or without modification, the following resolution as Ordinary Resolution: -
 "Resolved that pursuant to Section 94(1) (d) of the Companies Act, 1956 and clause 47 of the Articles of Association of the Company, the Board of Directors be and is, hereby, authorized to sub-divide the equity shares of Rs. 10 each in the share capital into shares of Re. 1 each at the appropriate time as may be decided by them."
8. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary resolution: -
 "RESOLVED that Shri Brijniti Prasad Singh be and is, hereby, appointed as the Director of the Company whose period of office as an Additional Director is liable to determination at this Annual General Meeting."
9. To consider and if thought fit to pass, with or without modification, the following resolution as an ordinary resolution: -
 "RESOLVED that Shri Lalit Chhawchharia be and is hereby appointed as the Director of the Company whose period of office as an Additional Director is liable to determination at this Annual General Meeting."

By order of the Board

Anil Agarwal
(Chairman & Managing Director)

30th June 2005
Gurgaon
Registered Office:
5F, Everest, 46/C
Chowringhee Road,
Kolkata-700 071

NOTES

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself /herself and the proxy need not to be a member of the Company.

WORLDWIDE LEATHER EXPORTS LIMITED

2. Proxy form duly filled up and executed must be received at the registered office of the Company not less than 48 Hours before the time fixed for meeting.
3. The Register of members and the share transfer book shall remain closed on the 22nd day of August, 2005.
4. Member desiring any further information on the business to be transacted at the meeting should write to the company at least 15 days before the date of meeting so as to enable the management to keep the information, as far as possible, ready at the meeting
5. Any change of address may please be notified to the Registrar and Share Transfer Agent M/s Beetal Financial & Computer Services (P) Ltd. 321-S, Chirag Delhi. Near Shaheed Bhagat Singh College, New Delhi- 110017
6. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 with respect to Special Business 4 to 9 is forming part of the notice and annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 4

Mrs. Rakhee Agarwal D/o of Sh. Anil Agarwal (Managing director) was earlier working with the company and had gone abroad for further studies. She has now completed her Masters degree and the company should invite her back to join the company as a Whole-Time-Director.

Ms. Rakhee Agarwal was appointed as a Whole-Time-Director by the Board w.e.f 1st June 2005 subject to the approval of shareholders for a period of 3 years on the terms and conditions and the remuneration as set out in the proposed Resolution given in the Notice together with the explanatory statement may be taken as abstract of the terms of contract with the Whole time director under Section 302 of the Companies Act, 1956.

Except Mr. Anil Agarwal, Chairman & Managing Director and Mr. Rajat Agarwal, Director both being related to Ms Rakhi Agarwal, no other director of the Company are concerned or interested in the above resolution.

Item No. 5

The Board at its meeting held on 30th June 2005 resolved to change the name of the Company. This was felt necessary as the word "Leather" in the present name of the company is restricting it from entering into other businesses. The Company shall make an application to the Registrar of Companies, West Bengal for change of name after approval of the members of the company.

Item no. 6

Your Company proposes to diversify into the business of manufacturer, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors of all types of drugs and pharmaceuticals.

The above activity is not germane to the existing business (i.e. leather business) of the company. The above activity is mentioned in clause 11 of the Other Objects of the Memorandum of Association of the Company. Pursuant to section 149(2A) of the Companies Act, 1956, a Special Resolution is required to be passed at the General Meeting of the Company for starting any activity mentioned in the **Other Objects**.

The above clause shall be entered after sub-clause A (4) of the Objects Clause III of Memorandum of Association as sub clause A (5)

Your Directors seek your approval for the same.

None of the Directors is interested in the above resolution.

Item no. 7

The Board at its meeting held on 30.06.2005 discussed that the existing number of shares in the market are limited. To increase the number of shares tradable in the market the Board seeks authority from the shareholders of the company to sub-divide the shares of Rs. 10 each in the share capital of the company to Re. 1 per share at the appropriate time as may be decided by the Board.

Your Directors propose to pass an Ordinary Resolution for the same.

None of the directors is concerned or interested in the resolution.

Item No. 8

Mr. Brijniti Prasad Singh resigned as a Whole-time Director of the Company on the 31st January 2005.

Mr. Brijniti Prasad is a qualified Chartered Accountant and having more than 28 years rich experience in the field of Accounts, Finance, legal and Secretarial matters. Pursuant to Article 80 of the Articles of Association of the Company read with Section 260 of the Companies Act, 1956 Mr. Brijniti Prasad Singh was appointed as Additional director on the Board Meeting held on 31st January 2005 with effect from 1 February 2005 and holds office upto the date of the ensuing Annual General Meeting.

Notice under Section 257 of the Companies Act, 1956 has been received from a member proposing appointment of Mr. Brijniti Prasad Singh as Director of the Company. Mr. Brijniti Prasad Singh has filed requisite consent pursuant to section 264(1) of the Act to act as Director, if appointed.

None of the Directors, except Mr. Brijniti Prasad Singh, is interested in the proposed resolution.

Item no. 9

Mr. Lalit Chhawchharia has a rich experience in the field of Finance, Legal and Administration. Pursuant to Article 80 of Articles of Association of the Company read with Section 260 of the Companies Act, 1956 Mr. Lalit Chhawchharia was appointed as Additional director on the Board on the 30th April 2005 and holds office upto the date of ensuing Annual General Meeting.

Notice under Section 257 of the Companies Act, 1956 has been received from a member proposing appointment of Mr. Lalit Chhawchharia as Director of the Company. Mr. Lalit Chhawchharia has filed requisite consent pursuant to section 264(1) of the Act to act as Director, if appointed

None of the Directors, except Mr. Lalit Chhawchharia, is interested in the proposed resolution.

By order of the Board

Anil Agarwal
(Chairman & Managing Director)

30th June 2005
Gurgaon
Registered Office:
5F Everest, 46/C
Chowringhee Road,
Kolkata-700 071

WORLDWIDE LEATHER EXPORTS LIMITED

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors present the 15th Annual Report together with the Audited Statement of Accounts for the year ended 31st March 2005

Financial Result

	2004-05	Rs. In Lacs 2003-04
Sales and other income	1086.28	972.44
Profit before depreciation and extraordinary item	69.60	81.34
Depreciation	30.84	31.99
Profit/ (Loss) after extraordinary Items & Tax	14.85	4.79
Add: Surplus from previous year	9.92	5.13
Proposed Dividend	NIL	NIL
Surplus Carried to Balance Sheet	24.77	9.92

Performance

Sales inclusive of export incentives have increased by 11% over the previous year. In quantitative terms sale of footwear has increased by 15% as compared to the previous year. The operating profit before taxation & depreciation is marginally lower at Rs. 69.60 Lacs as compared to Rs. 81.34 Lacs for the previous year.

Due to adverse Dollar exchange rate the US market continues to be unattractive. As reported last year, the operations of the subsidiary in the traditional wholesale market have been curtailed and instead efforts are being made to procure direct business for the Company. During the year under review business worth Rs.6.24 lacs were procured by the subsidiary. To augment the income the subsidiary has been rendering marketing consultancy services and procured a business of Rs. 24.04 Lacs. Your directors are of the opinion that on the present scale of operation it is unlikely that the losses already suffered will be recovered and consequently have thought it prudent to provide for the diminution of Rs. 9.75 lacs in the value of investment in Zebra Leather Inc.

The Company's product portfolio of Men's Footwear for the export market is also undergoing a change with international preferences shifting to casual footwear. During the current year the Company has increased its exports to Spain as part of the strategy to diversify its overseas market base. As reported last year about your Company entering the Ladies fashion footwear market, we were successful in production of these footwear but faced stiff competition from China. Marketing efforts in this product category continues. On the domestic front the performance of Company's retail outlet at Gurgaon has improved. Products have also been placed in another prominent shopping mall in New Delhi. These outlets continue to provide an insight into domestic market preferences.

Dividend

The Directors express their inability to recommend any dividend in view of the expansion plans in existing leather business by exploring the domestic market. Your company is also planning to diversify in Pharmaceuticals and Drugs sector for which your Directors propose to plough back the existing profits of the Company.

Subsidiary Company

As per Provision of Section 212 of the Companies Act, 1956 your company has applied for exemption from complying with the provision of sub section (8) of Section 212 of the Companies Act 1956. However, investor seeking any information relating to the accounts of the Subsidiary Company may write to the company at any point of time.

Fixed Deposit

The Company has neither invited nor accepted fixed deposit from the public within the meaning of Companies (Acceptance of Deposit) Rule 1975.

Directors Responsibility Statement

In terms of provisions of Section 217(2AA) of the Companies Act, 1956 your Directors confirm that:-

- In the preparation of Annual Accounts the applicable accounting standard have been followed along with proper explanation and no material departure have been made from the same;
- They have selected such accounting policy and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of state of affairs of the Company at the end of the financial year
- and profit or loss of the company for that period;
- They have taken proper and sufficient care for the maintenance of adequate accounting record in accordance with the provision of Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The Annual accounts have been prepared on a going concern basis.

WORLDWIDE LEATHER EXPORTS LIMITED

Directors

Pursuant to the provision of Section 256(3) of the Companies Act, 1956 and Article 84 of the Article of Association of the Company Mr. Rajat Agarwal, Director, retires by rotation and being eligible offers himself for re-appointment. Your Directors recommend his re-appointment.

Mr. Brijniti Prasad resigned as Whole-time-Director of the Company on the 31 January 2005. In view of his long association with the Company your Directors appointed him as an Additional director with effect from 1 February 2005. His term ends at the conclusion of the ensuing Annual General Meeting. Notice u/s 257 of the Companies Act, 1956 has been received from a member proposing to appoint him as a Director at the ensuing Annual General Meeting and which the board recommends.

Ms. Rakhee Agarwal was appointed as Whole-time-Director of the company w.e.f 1st June 2005. Her appointment is subject to the approval of shareholders at the general meeting. Your director recommends her appointment as Whole-Time Director

Mr. Lalit Chhawchharia was appointed as an Additional Director of the Company at its meeting held on 30th April 2005. He has a rich experience in the field of Finance, Legal and Administration. His term ends at the conclusion of the ensuing Annual General Meeting. Notice u/s 257 of the Companies Act, 1956 has been received from a member proposing to appoint him as a Director at the ensuing Annual General Meeting and which the board recommends.

Particular of employees

There were no employees in respect of whom particulars pursuant to section 217(2A) of the Companies Act, 1956 read with Companies (Particular of Employee amendment rule) 1998 are required to be given.

Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo

As required under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rule 1988 the information is furnished below.

A Conservation of energy

The Company has on going program to increase the awareness of Employee on conservation of Energy. Regular maintenance of captive generator sets, switching off machine and other Electrical Equipment when not in use are standard practices and being regularly followed.

B Technology Absorption

Effort made for Technology absorption is as per Form – B attached as Annexure to this report.

C Foreign Exchange Earning and Outgo

The total foreign exchange earnings of the company during the year under review was Rs.870.03 Lacs on account of Exports and the total foreign exchange outgo was Rs.31.56 Lacs on account of commissions, traveling expenses, bank charges and claims.

Auditors

M/s B. Chhawchharia & Co. Chartered Accountant, Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received a certificate to the effect that their reappointment, if made, will be within the prescribed limit under Section 224(1B) of the Companies Act, 1956.

Auditor's Report

The qualification in the Auditors' report is adequately explained in relevant notes to the accounts.

Change of Name

At its meeting held on 30.06.2005 the Board of directors resolved to change the name of the Company from Worldwide Leather Exports Ltd. to WLE Ltd, subject to approval of members and the Registrar of Companies, West Bengal. This change is deemed necessary in view of the proposed diversification into the business of drugs and pharmaceuticals. The existing name is restricting and does not reflect the changing profile of the business being proposed to be carried on by the Company.

The company will make an application for availability of name with the Registrar of companies, West Bengal after approval of the members.

Listing of Shares

The Shares of the Company are listed and traded in four stock exchanges i.e. Mumbai, Delhi, Calcutta (Regional) and Madras Stock Exchange and address of the stock exchanges are mentioned elsewhere in this Annual Report. The Company has paid the Annual Listing fees to Mumbai and Calcutta Stock exchanges. As resolved last year delisting from Delhi and Madras stock exchanges is being pursued.

WORLDWIDE LEATHER EXPORTS LIMITED

ISO 9001:2000 CERTIFICATION

Your company has been certified as an ISO 9001:2000 Company.

Acknowledgement

Your Directors take this opportunity to express grateful thanks to the Central Government and State Government and Vijaya Bank for their support and guidance to the Company from time to time. The Directors wish to place on record their appreciation of the efficient and loyal services rendered by the workers, officers, and staff members of the Company. Your company's industrial relation continued to be excellent during the year.

For and behalf of the Board of Directors

Place : Gurgaon
Dated : 30th June, 2005

ANIL AGARWAL
Chairman & Managing Director

Form B (See Rule-2)

Research and Development

- 1 Specific Areas where the Company carries out R&D
The Company is developing products of latest design and is making sample for its foreign buyer on regular basis.
- 2 Benefit derived as a result of the above R&D
The product of the company has been well accepted by the quality of conscious buyers
- 3 Future plan and action
The Company plans to send its technical staff to trade fairs overseas to seek exposure to latest trends and technology.
- 4 Expenditure on R&D

Capital	NIL
Recurring	Rs. 6.75 Lacs
Total	Rs. 6.75 Lacs

Total R & D Expenditure as a % to the Turnover. 0.63%

Technology absorption, adoption and innovation.
- 1 Efforts made in brief, made towards technology absorption, adoption and innovation.
The Company technical persons visited trade fairs in Hongkong and China.
- 2 Benefit derived as a result of the above efforts
The Production of Gents casual footwear was undertaken.
- 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.

Technology Imported:	N.A
Year of Import	N.A
Has the technology been fully absorbed ?	N.A
If not fully absorbed areas where this has not taken place, reason therefore and future plan and action	N.A

For and behalf of the Board of Directors

Place : Gurgaon
Dated : 30th June, 2005

ANIL AGARWAL
Chairman & Managing Director

WORLDWIDE LEATHER EXPORTS LIMITED

BALANCE SHEET AS AT 31 MARCH, 2005

	SCHEDULE	31-Mar-05 Rupees	31-Mar-04 Rupees
SOURCE OF FUNDS			
SHAREHOLDERS' FUNDS :			
Share Capital	1	22,125,000	21,813,500
Reserves & Surplus	2	<u>40,409,238</u>	<u>38,767,431</u>
		62,534,238	60,580,931
LOAN FUNDS :			
Secured Loans	3	12,119,828	12,834,744
DEFERRED TAX LIABILITY			
	4	<u>4,236,848</u>	<u>3,262,503</u>
		<u>78,890,914</u>	<u>76,678,178</u>
APPLICATION OF FUNDS			
FIXED ASSETS			
a) Gross Block		59,574,549	58,117,754
b) Less : Depreciation		<u>19,596,246</u>	<u>18,640,870</u>
c) Net Block	5	39,978,303	39,476,884
INVESTMENTS			
	6	3,618,762	4,083,762
CURRENT ASSETS, LOANS & ADVANCES			
Inventories	7	18,908,870	15,661,536
Sundry Debtors	8	11,561,523	9,844,719
Cash & Bank Balances	9	5,708,514	3,059,902
Loans & Advances	10	<u>7,629,179</u>	<u>9,613,417</u>
		<u>43,808,086</u>	<u>38,179,575</u>
LESS : Current Liabilities & Provisions			
Current Liabilities	11	7,741,159	4,512,042
Provisions		<u>773,078</u>	<u>550,001</u>
		<u>8,514,237</u>	<u>5,062,043</u>
NET CURRENT ASSETS			
		35,293,849	33,117,532
		<u>78,890,914</u>	<u>76,678,178</u>
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BALANCE SHEET ABSTRACT AND			
COMPANY'S GENERAL BUSINESS PROFILE			
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The Schedules referred to above form an integral part of the accounts.

In terms of our report of even date attached herewith

On behalf of the Board

for **B. CHHAWCHHARIA & CO.**

Chartered Accountants

(ATUL BANSHAL)

Partner

Place : GURGAON

Dated : 30th June, 2005

ANIL AGARWAL

Chairman & Managing Director

B.P. SINGH

Director

WORLDWIDE LEATHER EXPORTS LIMITED**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2005**

	SCHEDULE	2004-05 Rupees	2003-04 Rupees
INCOME			
Sales	12	99,456,663	87,788,187
Export Incentive		8,353,119	8,524,731
Other Income	13	817,901	931,408
Increase/(Decrease) in Stock	14	(168,664)	769,824
		<u>108,459,019</u>	<u>98,014,150</u>
EXPENDITURE			
Purchase of finished/semi finished goods		1,994,925	629,007
Cost of Materials	15	60,893,416	56,079,885
Expenses on Employees	16	8,497,418	7,770,598
Fabrication, Processing & other Charges		8,739,282	6,266,819
Power & Fuel		1,463,404	1,314,830
Cost of borrowings	17	914,647	1,594,229
Depreciation		3,084,324	3,199,108
Other Expenses	18	18,994,882	16,224,890
		<u>104,582,298</u>	<u>93,079,366</u>
PROFIT FOR THE YEAR BEFORE TAXATION AND EXTRA ORDINARY ITEM			
Extra Ordinary Items	19	3,876,721 (975,000)	4,934,784 (1,889,306)
PROFIT/(LOSS) FOR THE YEAR BEFORE TAXATION			
Provision for Taxation (including Deferred Tax)	20	2,901,721 1,416,416	3,045,478 2,567,032
Profit/(Loss) after Tax		1,485,305	478,446
Profit brought forward		992,165	513,719
Profit available for appropriation		<u>2,477,470</u>	<u>992,164.79</u>
APPROPRIATIONS			
Surplus carried to Balance Sheet		2,477,471	992,165
		<u>2,477,471</u>	<u>992,165</u>
Earning per Share - Face Value			
Rs.10 each (Basic & Diluted)	21 (12)	Rs.0.68	Rs.0.22
NOTES ON ACCOUNTS			
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE			

The Schedules referred to above form an integral part of the Profit and Loss Account

In terms of our report of even date attached herewith

On behalf of the Board

for **B.CHHAWCHHARIA & CO.**

Chartered Accountants

(ATUL BANSHAL)

Partner

Place : GURGAON

Dated : 30th June, 2005

ANIL AGARWAL

Chairman & Managing Director

B.P.SINGH

Director