

# Zuari Industries Limited



## Annual Report 2003- 2004

## ZUARI INDUSTRIES LIMITED

### TEN YEARS AT A GLANCE<sup>#</sup>

(Rs. in Lacs)

Particulars	2003-04	2002-03	2001-02	2000-01	1999-00	1998-99	1997-98	1996-97	1995-96	1994-95
Sales Turnover	119819	117419	122858	120816	138928	85134	95784	69939	73336	69807
Capital Employed	48868	49073	53594	53759	91376	90868	87491	50345	40244	33174
Net Worth	35620	34161	36550	35421	33538	36236	35619	27401	24220	19495
Gross Profit	8028	7195	5849	7169	11766	8060	12023	9965	12399	12052
Interest	(4725)	(3957)	(2602)	(4072)	(10356)	(5169)	(4438)	(3483)	(2868)	(1729)
Depreciation	(1262)	(1282)	(1525)	(1272)	(3817)	(1457)	(1416)	(1234)	(1102)	(465)
Profit Before Tax	2041	1956	1722	1825	(2407)	1434	6169	5248	8429	9858
Profit After Tax	1957	2084	1265	2370	(2160)	1597	5379	4048	5929	5758
Dividends	442	442	294	442	442	883	821	788	802	812
Earnings per Equity Share (Rs.)	6.65	7.08	4.30	8.05	(7.34)	5.43	*26.21	30.84	45.06	43.41
Net Worth per Equity Share (Rs.)	120.99	116.03	124.15	120.31	113.92	123.09	120.99	208.75	184.51	145.46
No. of Shareholders	38953	40400	40682	40179	39184	37224	37121	34516	35402	41080
No. of Employees	788	928	1167	1162	1676	1606	1611	1471	1458	1441

\* On annualised basis after rights issue &amp; amalgamation.

# Previous year figures have been regrouped wherever necessary.

**DIRECTORS**

- : K. K. Birla, Chairman  
 Saroj Kumar Poddar, Co-Chairman  
 H. S. Bawa, Managing Director  
 Shyam Bhartia  
 Arun Duggal  
 D. B. Engineer  
 M.D. Locke  
 (Alternate : K. H. Captain)  
 S. V. Muzumdar  
 Vishwavir Ahuja  
 (Alternate : Manjit Singh Lakhmana)  
 Marco Wadia

**GENERAL MANAGER  
 LEGAL AFFAIRS &  
 COMPANY SECRETARY**

- : R. Y. Patil

**EXECUTIVE PRESIDENT**

- : Raman Madhok

**VICE PRESIDENTS**

- : L. M. Chandrasekaran  
 G. Ravi Prasad  
 V. Vijay Shankar  
 D. P. Sinha

**BANKERS**

- : State Bank of India  
 HDFC Bank Limited  
 Punjab National Bank  
 Corporation Bank  
 Canara Bank  
 ING Vysya Bank Limited  
 The Jammu and Kashmir Bank Limited

**LEGAL ADVISERS**

- : Crawford Bayley & Co., Mumbai  
 Khaitan & Co., Kolkata

**AUDITORS**

- : S. R. Batliboi & Co.  
 Chartered Accountants, New Delhi

**REGISTERED OFFICE**

- : Jai Kisan Bhawan  
 Zuvarinagar  
 Goa 403 726.

## DIRECTORS' REPORT

To the Members,

1. Your Directors place before you the Thirty-sixth Annual Report of the Company together with Statement of Accounts for the accounting year ended 31st March, 2004.

2. **Financial Results and Appropriation:**

	Rs.in lacs	Previous Year Rs.in lacs
Profit for the year before depreciation and taxation .....	3,303.20	3,238.06
Less : Depreciation for the year .....	1,262.34	1,282.18
Profit/(loss) before tax .....	2,040.86	1,955.88
Less : Provision for taxation - Current .....	100.00	155.00
Deferred .....	(16.50)	(282.90)
Profit/(loss) after tax .....	1,957.36	2,083.78
Add : 1. Balance of profit brought forward .....	5,930.38	3,986.46
2. Transferred from debenture redemption reserve .....	425.00	608.33
Less : Transfer to general reserve .....	250.00	250.00
Proposed Dividend : 15% (PY 15%) .....	441.61	441.61
Tax on dividend (Including Surcharge) .....	56.58	56.58
Balance of profit carried forward .....	7,564.55	5,930.38



3. **Dividend:**  
The Directors recommend a dividend of Rs.1.50 per equity share (Rs.1.50 per equity share in the previous year).
4. **Debt Servicing:**  
Your Company has met all obligations towards repayment of principal and interest on all loans.
5. **Debentures:**  
The funds raised from the issue of debentures have been utilised for the purposes for which they were raised.
6. **Public Deposits:**  
Company's Public Deposit Scheme was continued during the year. Deposit holders, whose deposits matured during the year, have been repaid their principal amount with interest as on 31st March, 2004 in accordance with the terms of deposits. 378 deposits amounting to Rs. 41.94 lakhs which had matured have not been claimed. The Company had written to these depositors for forwarding duly discharged receipts for repayment and/or renewal of the deposits. The Company has also sent reminders to the concerned depositors. During the year, the Company has transferred an amount of Rs.1.76 lakhs towards unclaimed / unpaid deposits and interest thereon to 'The Investors Education and Protection Fund', pursuant to Section 205 (C) of the Companies Act, 1956.
7. **Directors:**  
Mr. S.Y. Rege resigned as Director of the Company effective 27th February, 2004. Your Directors Place on record their appreciation for the invaluable contribution made by Mr. S. Y. Rege. Mr. S. V. Muzumdar, Mr. Arun Duggal and Mr. D. B. Engineer retire by rotation at the forthcoming Annual General Meeting and are eligible for re-appointment. The information such as brief resume, expertise and details of other directorships and Committee memberships of these Directors are given in Annexure 'C' to this report.
8. **Auditors:**  
The notes to the accounts bearing No.6 (iii) of the Schedule 18 referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments under Section 217(3) of the Companies Act, 1956.  
The Auditors Messrs. S.R. Batliboi & Co., Chartered Accountants, New Delhi, retire at the forthcoming Annual General Meeting and are eligible for re-appointment.
9. **Foreign Exchange earnings and outgo:**  
By producing fertilisers, of which the country is a net importer, there has been savings of valuable foreign exchange to the National exchequer. Expenditure incurred in foreign exchange is noted under Schedule 18 (Note 16) of the Annual Report and Accounts.
10. **Conservation of Energy:**  
Information disclosing particulars of conservation of energy is given in Annexure 'A' to this report.
11. **Technology Absorption:**  
No new technology was absorbed during the year 2003-04.
12. **Capital Projects:**  
No major capital projects were undertaken during the year.
13. **Environment & Safety:**  
The Company's Fertiliser unit remains a 'Zero Effluent Plant' since 1990 and the man-made greenery around the complex continues to flourish and attract a variety of wild life. Your Company has achieved 2.75 million accident free man hours as at 31st March, 2004.  
The Company is an active member of The Integrated Offsite Emergency Plan for South Goa.
14. **Personnel:**  
Industrial relations remained cordial and peaceful throughout the year.  
The recent changes in the Government policies with respect to the Fertiliser industry has made it necessary for the Company to initiate steps to further rationalise and optimise the deployment of its human and capital resources, so as to cope with the changed environment. Company offered a Voluntary Retirement Scheme (VRS) providing adequate safety net to the employees in May, 2003. This scheme was well received by employees across the organisation. A total of 121 employees opted for VRS.  
The Company continues to give priority to employee training and development across all levels. Several initiatives with emphasis on rigorous performance management, cost optimization and resource leveraging were carried out throughout the year.  
Particulars of employees, to be furnished under Section 217(2A) of the Companies Act, 1956 and the rules framed thereunder, are annexed to this Report as Annexure 'B'.
15. **Subsidiary Companies:**  
The Company has applied for approval of the Central Government u/s 212(8) of the Companies Act, 1956 for exempting the Company from attaching a copy of the Balance Sheet, Profit and Loss Account, Report of the Board of Directors and the Report of the Auditors of the Subsidiary Companies. However, pursuant to Accounting Standard 21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company includes the financial information of its subsidiaries.

The Company will make available these documents/details upon request by any member of the Company interested in obtaining the same.

A brief review of subsidiaries and joint ventures of the Company is given herebelow:-

a. Indian Furniture Products Limited :

IFPL, a subsidiary of the Company is engaged in manufacture and sale of Ready to Assemble Furniture.

During the year under review, IFPL changed its 'Gautier' brand to 'Style SPA' which was well received in the market. IFPL sales grew from Rs 49 Crores to Rs 62 Crores registering 27% growth. Major growth was witnessed in the Style SPA range of products particularly in Bedroom Furniture. IFPL has emerged as the leader in this category of products. The exports during the year were around Rs. 4 Crores.

In the office system segment, Reliance Industries Limited continues to be the single largest buyer of the Company's Modular Office Systems. The Company established its presence in the educational segment having executed orders from IIM Calicut, BITS Pilani Goa centre, IIT Kanpur, Institute of Mathematics, Chennai etc.

b. GreenTech Seeds International Pvt. Ltd. :

The Company assumed the role of a technology supplier to Zuari Seeds Limited, in order to minimize the overall cost of operations and management. The Company is in the process of being amalgamated with Zuari Seeds Limited with effect from 1<sup>st</sup> April, 2003. Requisite legal formalities are at an advanced stage.

c. Zuari Seeds Limited :

The Company is engaged in production and marketing of Hybrid Seeds since 1995. Normal monsoon in most parts of the country enabled the Company to achieve its planned sales in most states except in Karnataka and Maharashtra where monsoon was poor. Efforts to generate exports yielded positive results. Substantial volumes of sunflower and maize hybrid seeds were exported to Asian and European markets. Product performance feed-back in India is encouraging and the Company is confident of achieving its growth targets. The Company plans to strengthen its cotton portfolio, for which it has signed MOU for Bt gene technology.

d. Simon India Limited:

The Company was initially a 50:50 joint venture between Zuari Industries Limited and Simon Overseas Holdings Limited, U.K. engaged in Engineering Consultancy Services. During the year, Simon India Ltd. (SIL) became a wholly owned subsidiary of Zuari Industries Limited, consequent to purchase of 1,500,000 Equity Shares of Rs.10 each from Simon Overseas Holdings Limited, U.K.

Simon India Ltd., has successfully commissioned the white Oil pipeline for Zuari Indian Oil Tanking Ltd. in Goa. SIL, has also nearly completed the 100 TPD BCNC Sulphuric Acid Project in Saudi Arabia. SIL, is now actively exploring possibilities for projects in India and abroad - particularly in the Middle East.

16. Joint Venture Companies:

a. Zuari Investments Limited:

The Company is an associate of Zuari Industries Limited and Chambal Fertilisers and Chemicals Limited.

The company has started working as Registrars and Share Transfer Agent (RTA) category-II to undertake the job of Registrar and Share Transfer Agent.

During the year, the depository operations have shown excellent growth over the previous year due to improved valuation in stock market and increased volumes. The activity of retail distribution of financial products has also gained momentum and the Company has mobilized large chunk of money from equity as well as debt market. The Company has maintained its position among the top 25 procurers of funds in the country in all the initial public offerings (IPO's) during 2003-04.

b. Zuari Cement Limited :

Zuari Cement Limited (ZCL) a 50:50 joint venture between Zuari Industries Limited and Cement Francais, S.A. France is in the business of manufacture and sale of cement.

During the year, clinker production was 15,17,300 MT (previous year 14,13,850 MT) and the cement production was 16,71,679 MT (previous year 15,62,100 MT). The sales volume, including quantities sourced from other manufacturers, was 16,99,345 MT (previous year 16,47,488 MT).

During the year 2003 - 04, the market witnessed a reasonable improvement in demand with an overall growth of around 6%. The growth in demand was offset by surplus capacities especially in the Southern market. Industry wide installed capacity and supply continued to be in excess of demand and as a result, prices and realisation were under pressure through out the year. However, with continued growth in demand, the gap between supply and demand is expected



to be narrowed down leading to price stabilisation.

c. Zuari Indian OilTanking Limited:

Zuari Indian OilTanking Limited (ZIOTL) is a 50:50 joint venture between Zuari Industries Limited and Indian OilTanking Limited (IOTL).

IOTL is a Joint Venture between Indian Oil Corporation and OilTanking GmbH Germany. ZIOTL has state of the art terminalling facility for oil and petroleum products. Its Users include Zuari Industries Limited for its Naphtha requirements, Hindustan Petroleum Limited, Bharat Petroleum Corporation Limited for their petroleum products. The terminal was commissioned on 19<sup>th</sup> March, 2004.

d. Zuari Maroc Phosphates Private Limited :

The Company is 51:49 Joint Venture between Zuari Industries Limited and Maroc Phosphore S.A. Morocco. It acquired 74% equity stake from Government of India in Paradeep Phosphates Limited. The present holding of ZMPPL in PPL stands at 80.45%. During the financial year 2003-04 comprising a period of 12 months the gross performance of PPL for the year improved considerably due to record production and higher efficiencies of all the plants. The highest ever annual production was achieved by PPL in all the plants during the year. This has been possible due to de-bottlenecking in many areas and reducing the down time of the plants.

The financial results of PPL for the year show a net loss of Rs.38.47 crores, which is largely attributable to abnormal surge in Ammonia and Sulphur prices. The Company's performance in the current year is expected to be better.

The Company is converted into a public limited company effective 6<sup>th</sup> May, 2004

17. Corporate Governance:

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement. The Report on Corporate Governance as required pursuant to Clause 49 of the Listing Agreement is enclosed as Annexure 'C'. The Auditor's Certificate on Compliance of conditions of Corporate Governance is enclosed as Annexure 'D' and the Management Discussion & Analysis as Annexure 'E'.

18. Social Responsibility:

The Company as a good corporate citizen provides financial support to meritorious students by way of scholarships besides providing text books & notebooks to needy students in the State of Goa.

Your Company has been instrumental in establishing Birla Institute of Technology, Pilani- Goa Centre within its own campus. BITS-Pilani is already regarded as a World Class Technical education Institute. The Institute has notified admissions for the academic year 2004-05.

19. Directors' Responsibility Statement:

Your Directors hereby report:

- i) that in the preparation of annual accounts, 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 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 as at 31<sup>st</sup> March, 2004 and of the profit and loss account for the period ended 31<sup>st</sup> March, 2004;

- iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the directors have prepared the annual accounts on a going concern basis.

For and on behalf of the Board

New Delhi  
May 15, 2004

K.K. Birla  
Chairman

## ANNEXURE 'A' TO THE DIRECTORS' REPORT

FORM A (See Rule 2)

**DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY**

PARTICULARS	Current Year	Previous Year
<b>A. POWER &amp; FUEL CONSUMPTION</b>		
1. Electricity		
(a) Purchased		
Unit (KWH)	4643779	4900020
Total Amount (Rs. in lacs)	252.77	267.84
Rate/Unit (Rs.)	5.44	5.47
(b) Own generation (KWH)		
(i) Through Diesel Generator		
Unit (KWH)	31119800	30020000
Units per ltr. of Diesel/LSHS/Fuel Oil	3.86	3.90
Cost/Unit (Rs.)	2.27	2.22
(ii) Through Steam Turbine/Generator		
Unit (KWH)	49448576	47948221
Units per kg. of Fuel Oil / LSHS	3.55	3.40
Cost/Unit (Rs.)	2.61	2.69
2. (a) Furnace Oil		
Quantity (KL)	106428	106354
Total cost (Rs. in lacs)	9312.93	9200.58
Average rate (Rs./KL)	8750.45	8650.90
3. Other/internal generation		
Diesel :-		
Quantity (KL)	-	-
Total cost (Rs. in lacs)	-	-
Average rate (Rs./KL)	-	-
<b>B. CONSUMPTION PER UNIT OF PRODUCTION</b>		
1. Electricity		
Product (with details) Unit		
(i) Purchased Power (KWH)		
Urea	4.64	4.86
19:19:19	3.69	4.86
18:46:0	7.15	5.71
20:20:0	-	6.01
10:26:26	3.52	6.29
14:35:14	4.09	11.85
12:32:16	7.98	6.20
28:28:0	-	32.75
Argon	0.002	-
(ii) Generated Power (KWH)		
Urea	118.31	117.36
19:19:19	59.93	65.38
18:46:0	61.45	64.48
20:20:0	-	63.14
10:26:26	61.05	60.28
14:35:14	65.16	60.23
12:32:16	57.36	77.00
28:28:0	-	40.48
Argon	0.14	-
2. Furnace Oil (KL)		
Urea	0.23	0.24
19:19:19	0.02	0.03
18:46:0	0.02	0.02
20:20:0	-	0.02
10:26:26	0.02	0.02
14:35:14	0.02	0.02
12:32:16	0.02	0.03
28:28:0	-	0.02
Argon	0.001	-
3. Others	-	-





## ANNEXURE 'C' TO THE DIRECTORS' REPORT

**REPORT ON CORPORATE GOVERNANCE****1. Company's philosophy on code of Corporate Governance:**

The objective of Corporate Governance is to attain the highest levels of transparency, accountability and equity in all its dealings.

Corporate philosophy of the Company is based on strengthening India's industrial and agricultural base, sound and ethical business practices, increasing shareholder value, providing quality products, healthy neighbourhood, preserving and protecting the environment.

**2. Board of Directors :**

The Board of Ten Directors of the Company includes eminent persons with vast professional experience in various fields. The number of Non-Executive Directors on the Board is 9, which is more than 50% of the Board. Besides, more than one third of the Board comprises of Independent Directors.

Number of Board of Directors meetings held, and the dates on which held :

Six Board meetings were held during the year. The dates on which the meetings were held are 10th May, 29th August, 24th September, 30th October, 2003, 28th January and 26th February, 2004.

Attendance of each Director at the Board of Directors meetings and the last AGM and number of companies and committees where he is a Director/Member:

Director	Category of Directorship#	No of Directorships*	No. of Board Meetings Attended	Attendance at last AGM	No of Board Committees of all Co's* Chairman	Member
K.K. Birla	Promoter	12	4	Yes	1	-
H.S. Bawa	MD	15	5	Yes	5	4
Shyam Bhartia	NED	12	3	No	-	-
Arun Duggal	NED / I	5	2	No	1	1
D.B. Engineer	NED / I	15	6	Yes	3	6
M.D. Locke	NED	3	1	No	1	1
S.V. Muzumdar	NED / I	8	6	No	2	7
S. K. Poddar	NED	14	5	No	3	5
S.Y. Rege**	NED / I	N.A.	5	No	N.A.	N.A.
Vishwavir Ahuja	NED / I	2	1	No	-	-
Marco Wadia	NED / I	6	6	No	-	4
M. S. Lakhmana (Alt. to V. Ahuja)	NED	1	4	No	-	-
K.H. Captain (Alt. to M.D. Locke)	NED / I	2	1	No	-	2

# MD-Managing Director, I-Independent, NED-Non-Executive Director

\* Excludes Committees other than Audit Committee, Shareholders/ Investors' Grievance Committee and Remuneration Committee and Companies other than Public Limited and Foreign Companies.

\*\* Ceased to be Director effective 27th February, 2004 and hence the information on directorships and committee memberships are not available as on 31-3-04.

**3. Retirement of Directors by rotation and re-appointment:**

Mr. S. V. Muzumdar, Mr. Arun Duggal and Mr. D. B. Engineer, Directors are liable for retirement and are eligible for re-appointment during the forthcoming Annual General Meeting.

As required under Clause 49 of the Listing Agreement, information such as brief resume, nature of expertise and other directorships is given herebelow :-

**MR. S.V. MUZUMDAR**

Mr. S.V. Muzumdar, aged 75 years, B.A. (Economics), LLB, practised as Advocate at Bombay High Court upto 1955, practised as Income Tax Consultant from 1955-1965, Joined Birla-Bombay as Legal Advisor in 1965.

Presently appointed as Legal Advocate on Income Tax, Company Law and other legal matters with Birla Corporation Limited, Indian Smelting & Refining Co. Limited and Century Textiles & Industries Limited and is on the Board of several companies.

Names of Indian Public Limited Companies in which Mr. S.V. Muzumdar is a Director:

S.No.	Name of the Public Company
1.	Damanganga Processors Ltd.
2.	Hindustan Hospitals Ltd
3.	Indian Link Chain Mfrs. Ltd.
4.	Industry House Limited
5.	Phil Corporation Ltd. \$ @
6.	The Oudh Sugar Mills Limited \$ @ #
7.	Tilaknagar Industries Limited \$ @
8.	Zuari Industries Limited \$ @

\$ member of Audit Committee

@ member of Investor Grievance Committee

# member of Remuneration committee

**MR. D.B. ENGINEER**

Mr. D.B. Engineer, aged 70 years, is a B.A. (Hon.) LLB. He is a Solicitor and Advocate, Bombay High Court, Senior Partner of Crawford Bayley & Co., Solicitors and Advocate standing in the legal profession for about 46 years. He is also a Chairman/Director of a number of public and private companies. During the course of legal practice has dealt with many facets of Corporate, Civil, Revenue and Criminal Law. He has considerable background and experience of legal and financial matters pertaining to corporates.

**Names of Indian Public Limited Companies in which Mr. D.B. Engineer is a Director:**

S.No.	Name of the Public Company
1.	Atlas Copco Limited
2.	Bayer Diagnostics (I) Ltd.
3.	Fiora Cosmetics Ltd.
4.	Foods & Inns Limited
5.	Forbes Gokak Limited
6.	Forvol International Services Ltd.
7.	India Tyre & Rubber Co.(I) Ltd.
8.	National Peroxide Limited
9.	Nilkamal Plastics Limited
10.	PCS Industries Ltd.
11.	Prudential ICICI Asset Management Co. Ltd.
12.	Tata Infotech Limited
13.	Tata Tea Limited
14.	Welspun India Ltd.
15.	Zuari Industries Limited \$@

\$ Chairman of Audit Committee

@ member of Investor Grievance Committee

**MR. ARUN DUGGAL**

Mr. Arun Duggal, a US national resident of India, is an experienced international Banker advising companies in Financial Strategy, M&A and Capital raising areas. In December 2003, he advised Matrix Pharmaceutical in raising \$125 Million.

He is also an International Advisor to General Atlantic Partners, a leading American Private Equity firm with a \$ 5 billion investment portfolio.

He is the Vice Chairman (non executive) of International Asset Reconstruction, a de novo Company engaged in advising, investing and managing Non Performing Loan portfolios.

From 2001 to 2003 he was Chief Financial Officer of HCL Technologies. Mr. Duggal brought his significant international experience to bear in managing HCL's critical M&A activities. These include joint venture with Deutsche Bank, British Telecom, amongst others.

He was Managing Director of Bank of America in India from 1998 to 2001. Mr. Duggal started his career as a trainee with the Bank of San Francisco in 1974 and worked with Bank of America for 26 years.

He spent ten years (1981-1990) with the New York Corporate Office of Bank of America handling multinational relationships, including major integrated international oil

companies like Exxon, Mobil, Texaco, etc. From 1991-94 as Chief Executive of BA Asia Limited, Hong Kong. He looked after Investment Banking activities for the Bank in Asia.

In 1995, he moved to Tokyo as the Regional Executive, managing Bank of America's business in Japan, Australia and Korea and Asia Banking Unit in the U.S.

A Mechanical engineer from the prestigious Indian Institute of Technology, Delhi. Mr. Duggal holds an MBA from the Indian Institute of Management, Ahmedabad. He was a Visiting Professor at the International University of Japan. Currently, he teaches a Banking & Finance course at the Indian Institute of Management, Ahmedabad as a visiting Professor.

Mr. Duggal is on the Board of Directors of The Economist, Intelligence Unit (India) and Transparency International. He was also on the Board of Governors of the National Institute of Bank Management and erstwhile Chairman of the American Chamber of Commerce, India.

**Names of Indian Public Limited Companies in which Mr. Arun Duggal is a Director :**

S.No.	Name of the Public Company
1.	Blackstone Investment Limited
2.	Patni Computers Limited\$
3.	Petronet LNG Limited
4.	Tanglewood Financial Services Limited
5.	Zuari Industries Limited \$

\$ member of Audit Committee

**4. Board Committees :**

Company has the following committees of the Board :

**a. Audit Committee**

The broad terms of reference of the Audit Committee covers the matters specified in Clause 49 of the Listing Agreement which are as follows:

- Review of the Company's financial reporting process and its financial statements
- Review of accounting and financial policies and practices
- Review of the internal control and internal audit systems.
- Review of risk management policies and practices
- Review of Internal Audit Reports

The Audit Committee comprises of four independent, non-executive Directors. The Committee has met 4 times during the financial year ended March 31, 2004; (minimum requirement is 3 meetings).