

### **Draft Copy**

# A Study on Wealth Creation

(Rs. in Cr)

Inquire	9	CAGR % of	Rank		Amount of
Rank	FASTEST	adjusted	based	BIGGEST	Wealth
		mcap	on size		Created
		(91 to 96)			1991-96
1	Dr Reddy's Labs	98.0	1	Hind Lever	9102.2
2	Vysya Bank	95.3	2	SBI	7829.4
3	TVS Suzuki	89.7	3	Telco	7074.0
4	United Phosphorus	89.0	4	ITC	5736.2
5	Oriental Hotels	85.7	5	Bajaj Auto	4923.0
6	Himatsingka Seide	79.9	6	Hindalco	4005.3
7	Indian Hotels	79.8	7	Indian Hotels	3144.4
8	HDFC	76.9	8	Tata Chemicals	3112.4
9	Trafalgar House	75.6	9	Ranbaxy Labs	2755.2
10	Essel Packaging	75.6	1 0	Castrol	2394.5

### Conclusions

- Wealth Creating companies have a substantially high ROE and ROCE.
- A high correlation is seen between ROE and PE for the Wealth Creators group Inquire 100.
- Mid cap stocks have a propensity to create wealth faster as compared to the heavyweight blue chips.
- Companies focused on their core businesses form 87% of the group.
- ➤ Dilution of capital per se does not detract from Wealth Creations.



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### Concept

The ability of a company to enhance the market value of the capital entrusted to it by its shareholders is the creation of shareholder wealth. This is the basic measure of success for a commercial venture. A Wealth Creator is a Company which enhances its market value by rational actions in a sustained manner.

The study is targeted towards determining which enterprises are most likely to achieve this, and the purpose of this study is an attempt to capture the characteristics of Wealth Creators.

For an investor, the wealth created by the company is the difference between his investment cost (adjusted for dilutions) and the market value of his holdings. An equity investor needs to be adequately compensated for the risk he bears and thus the wealth generated, through equity investment must be greater than that from other relatively low risk assets.

At the time of an investment decision we are familiar with the financial statistics of the company, its management, products, etc. yet do we stop to ask ourselves, "Does this Company have the ability to create great wealth for us on a sustained basis?". We hope this study brings us closer to the answer.

### **Methodology**

For the purpose of our study we have identified the 100 top Wealth Creators over the last five years (1991-96) in the Indian Stock Market. These companies have the distinction of having atleast quadrupled their market capitalisation over this period (adjusted for dilutions) which gives a CARG of 32% p.a. or higher.

A bench mark of Rs.100 crores in Wealth Creation has been a qualification criterion for this group which we have termed the **''Inquire 100''**.

The ranks have been accorded on the basis of the speed of wealth creations i.e. compounded growth in wealth over the period of study.

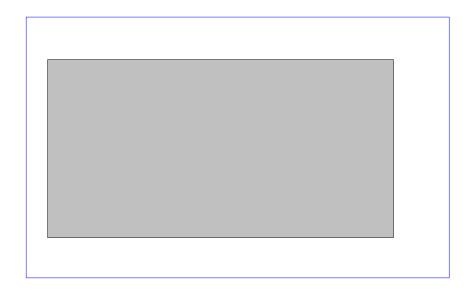
The database used for this study is that of Capitaline Ole and Trends.



## **Wealth Creators - Management**

Tatas	10
Birla	3
TVS	3
Ajay Piramal	2
Anji Reddy	2
Jindal	2
L M Thapar	2
Rane	2
Sterlite	2
FERA	3 2
Others	4 0

The bulk of the Inquire 100 belong to well established groups known for their managerial acumen.



**MNC**'s form a disproportionately large percentage of the Inquire 100, given that they account for less than 5% of the total population of listed companies.

The group of **First Generation entrepreneurs** is strikingly large at 23%.

The presence of the **Joint Sector** is very low.



### **Wealth Creators - Industry Analysis**

Pharmaceuticals	1 3
Automobile	6
Automobile Accessories	6
Cement	6
Hotels	5
Electrical Equipment	5
Pesticides	5
Packaging	4
Speciality Chemicals	3
Aluminium	2
Banks	2
Cable	2
Cigarettes	2
Compressors / Drilling Equipments	2
Machine Tools	2
Paint	2
Personal Products	2
Power Generation	2
Tyres	2
Others*	2 7

 \* Airconditioning, Ceramics, Cigarettes, Computers, Dye-stuff, Diamond, Fertiliser, Mining, Lubricants, NBFC, Shipping, Printing, Telecom, Tractor, Tyres, Glass, Welding, Fasteners

Product Attribute	%
Technology	5 1
Brands	2 1
Commodity	2 8
Business Activity	%
Focussed	8 7
Diversified	1 3

Commodity businesses form a minor percentage of the group.

Companies that are focussed on their core businesses form 87% of the group: few diversifed companies have made the grade as wealth creators.

Competitive sectors of the economy have also produced successful wealth creators - Of the Inquire 100, 33 companies enjoyed a predominant market share in their respective industries.

Businesses with high entry barriers arising out of proprietary knowledge in technology and marketing such as in pharmaceuticals, enjoy a strong representation.

### Wealth Creators - Categorised

Blue Chips have been defined as those companies which have had a consistent earnings record. As can be seen above Blue Chips have done exceedingly well. The environment of deregulation, competition, mergers & acquisitions is likely to see established blue chips consolidate their position further.

**Fast growers** have grown their turnover at greater than 30% p.a. over the period of the study. We believe this group of companies will maintain a strong presence in the category of wealth creators of the future.

We expect the demands of a competitive environment to push a larger number of companies towards **restructuring** and this could be a fertile ground to locate wealth creators. Identifying **turnarounds** at an early stage can be highly rewarding though somewhat risky.

Very few **new entrants** have been able to create meaningful wealth at an early stage of their existence.

The rate of wealth creation has been much faster in case of turnaround and new entrants compared to blue chips and fast growers.

Wealth Creators - Capitalisation Size

Rs. Cr.

Of the Inquire 100, 80 companies had a market capitalisation of Rs.150 crores or less in 1991. The median market cap was Rs.92 crores for the Inquire 100.

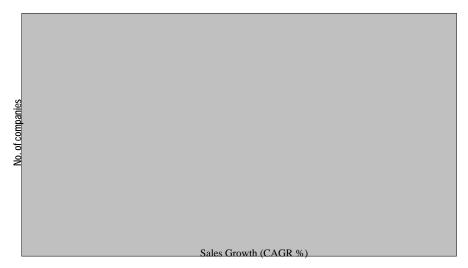
Of the top 25 market cap companies of 1991, 6 have found representation in the Inquire 100. However, they do not find a place in the first 25 wealth creators in the Inquire 100. Thus the speed of wealth creation comes from the mid & small cap companies.

However, the surety of wealth creation is greater for large cap stocks given their strike rate of 25% amongst the top 25 large cap companies in 1991.

6



### Wealth Creators - Sales Growth (CAGR)

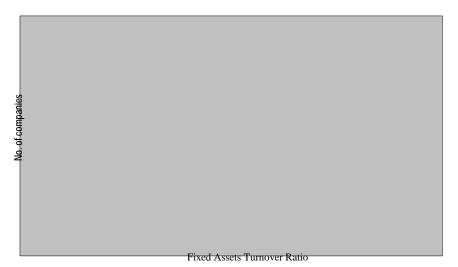


A very high rate of sales growth does not necessarily translate into wealth creation. Of the Inquire 100, 68 constituents grew sales during the period of study between 10% to 30% CAGR. The median rate of growth was 23%.

This moderate rate of sales growth was sufficient to generate shareholder return of 32% p.a., implying that these companies

- were able to adequately leverage fixed costs
- were able to control operating costs
- did not over stretch themselves financially
- were able to increase margins, and
- were able to increase the overall asset utilisation

### Wealth Creators - Capital Intensity

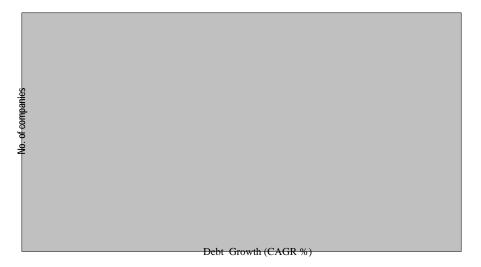


The majority of companies in the Inquire 100 enjoy a relatively high Fixed Asset Turnover ratio implying low capital intensity.

Given the predominance of technology and marketing based companies in the Inquire 100 this is not surprising. With intellectual capital becoming increasingly recognised and playing a more important role in the current business environment, this trend is likely to be maintained.



### **Wealth Creators - Debt Growth (CAGR)**

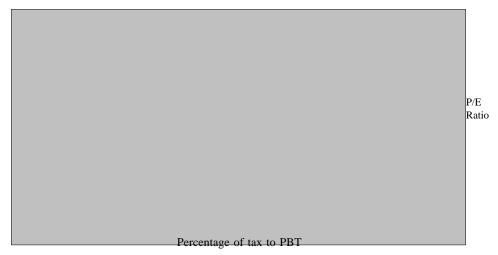


As many as 68 of the Inquire 100 have either reduced debt or grown it conservatively.

This implies that wealth creators progressively improve their financial position using internal generation to bring down their overall cost of capital (see pg 9 on Payout Policy).

Wealth Creation does not appear compatible with strategy of aggressive financial leveraging.

### Wealth Creators - P/E - Tax Ratio correlation



Wealth Creators don't disappoint the exchequer. Paying tax not only benefits the government - it's good for shareholders too because of the perception of a superior quality of earnings which is rewarded by a higher P/E ratio.

Of the Inquire 100, only 10 companies were zero tax payers for the period under study. More than half of the constituents paid an average tax rate of 20% or more.

This shows that a high rate of tax is not an impediment to wealth creation - as the market accords a higher P/E ratio to a high tax paying company.

The higher P/E multiple is a reflection of the sentiment of investors for the quality and sustainability of earnings of tax paying companies.



### Wealth Creators - Rights/Bonus

49

 $\mathbf{S}$ 

Total

#### **BONUS** R Yes No Total Ι Yes 25 31 G 56 Η No 24 20 44 $\mathbf{T}$

51

### **CAGR Returns (%)**

	В	ONUS
	Yes	No
Yes	46.4	38.9
No	42.4	44.3

Of the Inquire 100 as many as 56 companies issued rights in the period of study and 49 issued a bonus.

100

This implies that issuance or non-issuance of rights or bonus does not have an impact on satisfying the criterion for entry into the wealth creators list - Inquire 100, as long as the capital deployed by the company yields an adequate return.

### **Wealth Creators - Dividend Payout**



Dividend Payout Ratio (%)

Average dividend distributed as a percentage of net profits is 25.86%.

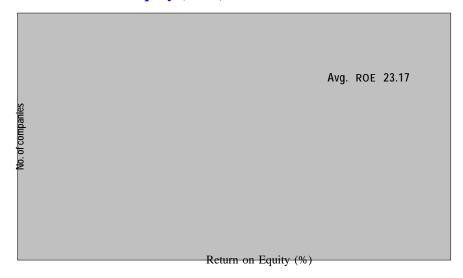
The majority of the Inquire 100 appear to follow a conservative dividend payout policy.

This allows for a high ploughback into the business facilitating

- Repayment of costly debt
- Redeploying funds at a high rate of return on capital employed in the business thus bringing into play the effect of compounding whereas in case of distribution of dividend, shareholders are taxed a second time on the dividend received, thus reducing their post-tax return further.



### **Wealth Creators - Return on Equity (ROE)**



Shareholder's wealth in the company is not just the equity capital but reserves as well. EPS indicates return on equity capital whereas ROE shows the earnings on total shareholder funds retained in the business. ROE sets the pace at which a company is creating wealth. It is observed that high ROE companies are given high P/E which in turn leads to higher wealth for shareholders in terms of higher market capitalisation.

### Wealth Creators vs Sensex Companies - ROE Relative



The wealth creating companies typically beat the market because they have higher ROE than the sensex scrips. The pace at which networth increases is higher in these companies and with the benefit of compounding, not only do the rich become richer but at a faster pace as well.



## Wealth Creators - ROCE & ROE



The ROCE and ROE of the Inquire 100 show a secular rise over the period of study. This shows a sustained improvement by these companies in the productivity of assets which is an integral part of the process of wealth creation.

The relatively high ROCE & ROE implies the ability of these companies to earn a return higher than their cost of capital.



### **An Observation on Valuation**

Wealth Creation occurs when a **great management** runs a **great business**. But, for an outsider to buy into such great businesses through the stock market, he must enter at the right price to earn substantial appreciation.

This led us to ask what constitutes the right price?

The price of a stock comprises both qualitative and quantitative factors. The EPS is a statistical derivation and forms the quantitative factor. The qualitative factors get built into the PE ratio. This makes us ask what should be the PE ratio accorded to a stock?

Study reveals that in 1991, as many as 63 of the Inquire 100 were trading at a substantially lower PE ratio to their respective ROEs. We also found that by 1996, in most of these cases the PE ratios had caught up with the level of the sustainable ROE. This drew us to the conclusion that the PE ratio accorded should be closer to the sustainable ROE of the company.

Consequently, there is an inherent margin of safety in buying a stock at a P/E ratio substantially lower than its sustainable ROE. This is where the opportunity lies.

### The conclusion

The search for wealth creators is an eternal endeavour. The study does reveal that wealth creating companies have substantial corelation with a high ROE. Buying them at a P/E lower to ROE could result in substantial capital appreciation. However, right judgement of long term sustainability, prosperity of business and responsible management play a crucial role in identifying wealth creators.



# Inquire 100 Wealth Creators

# Appendix I

(Period: 1991-96)

Inquire Rank	Rank based on size	Company Name	CAGR of adjusted Mcap. (%)	Amount of Wealth Created (Rs. Cr.)	CAGR of Sales (%)	CAGR Net Profit (%)	Wt. Avg. ROE (%)	Abs. Chg. in ROCE 1991-96 (%)
1	3 7	Dr Reddy's Labs	98.0	539.7	50.1	64.2	39.6	-14.0
2	4 2	Vysya Bank	95.3	456.2	37.9	44.5	40.1	0.3
3	3 5	TVS Suzuki	89.7	598.3	23.5	52.2	43.8	34.5
4	3 8	United Phosphorus	89.0	501.4	49.8	70.3	29.5	-23.3
5	3 9	Oriental Hotels	85.7	466.6	23.2	30.6	15.9	-12.7
6	6 4	Himatsingka Seide	79.9	219.1	47.2	54.7	38.4	13.6
7	7	Indian Hotels	79.8	3144.4	22.1	32.3	27.1	9.9
8	11	H D F C	76.9	2201.8	32.0	32.6	19.1	1.8
9	7 5	Trafalgar House	75.6	168.5	48.2	45.5	23.0	37.4
10	58	Essel Packaging	75.6	256.2	24.8	41.1	30.9	-2.1
11	9	Ranbaxy Labs	74.1	2755.2	28.1	54.4	24.9	1.2
12	5 6	Thomas Cook	79.7	276.1	31.7	41.9	29.7	9.2
13	17	Madras Cements	70.7	1284.6	24.0	29.5	33.3	0.3
14	14	E I Hotel	69.9	1853.4	23.8	29.5	20.0	12.0
15	15	Asea Brown Boveri	67.6	1749.2	25.5	38.2	22.7	10.8
16	10	Castrol	67.1	2394.5	29.0	52.1	35.4	14.4
17	3 4	Sund Fastners	67.1	599.1	21.0	24.2	26.6	14.2
18	28	CIPLA	66.8	692.0	26.5	29.4	26.6	-1.4
19	4 8	Carrier Aircon	66.1	371.0	30.2	73.4	14.4	39.1
20	78	Advani Oerlikon	65.7	153.8	13.0	28.5	22.1	25.3
21	9 7	Monsanto Chemicals	63.3	106.0	54.0	74.0	36.8	94.5
2 2	8 1	Shriram Honda	62.9	148.4	27.6	27.5	31.6	23.3
2 3	4 6	Hotel Leela Venture	62.5	376.3	39.5	50.3	25.3	10.7
2 4	91	Tata Press	62.2	122.7	14.4	32.8	12.2	7.8
2 5	3 1	Saw Pipes	61.2	607.0	68.9	69.9	41.8	2.8
26	8 9	Chicago Penumat	56.0	126.6	19.6	24.4	11.4	9.5
27	2	SBI	55.9	7829.4	7.4	11.6	11.1	-0.2
28	12	MICO	55.4	2149.8	22.5	27.4	18.7	21.7
29	7 2	Raasi Cement	55.2	179.9	31.6	46.7	21.2	17.7
3 0	100	Asahi India Safe	54.1	101.5	29.2	18.0	35.8	3.9
3 1	4	ITC	53.7	5736.2	20.3	33.7	37.9	-3.0
3 2	8 8	Nippondenso	53.6	133.2	34.7	37.3	70.4	30.9
3 3	2 5	MRF	52.8	932.8	17.7	13.5	16.1	-6.8
3 4	61	Sundaram Clayton	51.6	248.9	14.6	20.3	9.1	12.9
3 5	5 2	Sandvik Asia	51.2	308.1	13.9	26.8	28.3	14.0
3 6	3 3	Wipro	50.9	599.7	34.8	42.4	17.4	-2.7
3 7	51	Nicholas Piramal	50.7	317.4	40.1	57.7	16.8	-5.0
38	8 4	Kajaria Ceramics	50.1	143.3	36.9	42.4	26.9	4.6
3 9	1	Hind Lever	49.7	9102.2	22.1	23.8	31.6	6.1
40	13	M & M	49.1	2023.9	18.0	25.9	13.2	7.5
41	96	Siltap Chemicals	49.1	106.1	39.6	36.1	54.8	29.3
4 2	16	Guj Ambuja Cement	47.7	1592.7	29.6	37.6	23.8	-17.1
	4 0							
4 3		Punjab Tractors	47.6	464.7	20.0	27.0	23.5	8.6
4 4	41	Knoll Pharma	47.0	463.7	23.3	1.3	22.5	32.6
4 5	7 9	Piramal Healthcare	47.0	151.8	20.3	43.2	29.0	24.5
4 6	63	Widia India	46.7	222.8	13.0	15.7	21.7	-8.1
4 7	9 9	Gabriel	46.4	102.5	23.7	28.0	23.0	7.6
4 8	6 8	Finolex Cables	45.5	200.8	27.3	41.3	22.3	-5.1
4 9	4 4	Zuari Agro	45.5	421.2	24.6	32.7	21.2	15.5
50	76	Himachal Futuristic	44.7	163.1	132.0	150.9	20.3	-1.3

# Inquire 100 Wealth Creators (contd.)

(Period: 1991-96)

Inquire Rank	Rank based on size	Company Name	CAGR of adjusted Mcap. (%)	Amount of Wealth Created (Rs. Cr.)	CAGR of Sales (%)	CAGR Net Profit (%)	Wt. Avg. ROE (%)	Abs. Chg. in ROCE 1991-96 (%)
5 1	9 2	Zandu Pharma	44.7	118.9	20.1	13.8	19.3	-0.7
5 2	6 5	K E C Intl	44.4	208.5	29.8	41.7	12.9	4.2
5 3	62	Goodlass Nerolac	43.6	231.5	18.5	26.9	22.9	12.5
5 4	8 7	ITW Signode	43.6	135.1	33.6	31.4	18.8	-32.7
5 5	9 0	APR	42.8	126.2	19.5	10.5	22.9	-19.2
5 6	21	Ponds	42.5	1127.0	19.3	40.1	35.1	24.1
5 7	8	Tata Chemicals	42.3	3112.4	23.7	27.8	22.1	2.5
5 8	7 3	Rhone-Poulenc(I)	42.2	178.9	9.6	1.8	8.1	-6.9
5 9	5 5	Garware Polyester	42.2	285.3	15.8	65.2	22.2	-0.3
60	3 6	ICI	42.1	568.1	2.7	11.0	14.6	19.4
61	98	Engine Valves	42.0	103.2	18.5	12.0	17.6	11.8
62	2 9	Sesa Goa	41.9	633.2	28.8	22.2	24.1	-21.7
63	4 3	Hero Honda	41.7	432.1	25.9	29.9	30.6	1.7
6 4	18	Siemens	41.7	1208.6	25.3	25.0	14.6	-7.2
65	5	Bajaj Auto	41.5	4923.0	16.2	23.4	23.2	13.8
66	2 3	Glaxo India	41.4	954.6	19.3	17.7	34.3	17.8
67	5 4	Colour Chem	41.4	287.6	18.5	26.8	19.3	-3.0
68	80	Flex Inds	41.3	150.9	54.4	56.5	23.1	-8.0
69	2 7	Great Eastern	40.3	724.4	29.7	27.7	21.7	0.1
70	69	Cyanamid India	40.0	192.3	15.1	22.0	24.9	14.5
71	7.4	Eternit Everest	39.1	170.6	9.7	35.7	30.4	9.2
72	66	Tata Invest Corp	38.2	206.0	32.3	33.7	10.4	16.9
73	20	Kirloskar Cummins	38.1	1141.7	19.2	25.6	23.7	9.9
74	6	Hindalco	37.7	4005.3	13.2	33.8	20.0	-4.4
75	3 0	India Cement	37.6	611.2	33.5	55.7	15.8	4.7
76	70	Wartsila Diesel	37.4	190.0	26.1	31.7	22.8	11.6
77	4 5		37.4	381.3	33.2	22.8	14.8	-3.0
78	93	Apollo Tyres	37.3	117.8	11.2	36.5	19.6	19.1
79	22	Atlas Copco Asian Paints	36.9	1111.2	17.8	21.4	21.3	
								7.8
80	71	Dalmia Cement	36.4	187.0	15.7	20.6	18.9	-1.2
81	19	Indian Rayon	35.8	1161.4	21.6	28.9	15.0	5.8
8 2	8 2	Madras Aluminium	35.7	145.6	-66.7	-66.7	0.0	-8.4
8 3	5 9	Sandoz	35.5	251.4	12.9	13.8	19.5	14.2
8 4	9 4	Rane (Madras)	35.1	117.6	15.0	12.4	16.4	1.8
8 5	8 5	Cheminor Drugs	35.0	140.5	30.2	43.8	25.8	-12.5
8 6	8 3	Nalco Chemicals	34.6	145.0	36.9	68.3	27.5	25.8
8 7	77	Max India	34.5	163.0	22.8	32.8	19.1	-5.7
8 8	5 3	Smithkline Bee Pharma	34.3	290.1	21.8	15.1	19.0	-1.6
8 9	2 6	Tata Power	34.3	771.7	20.4	27.7	13.4	-1.8
90	9 5	Jindal Iron	33.9	110.8	98.9	134.2	27.8	-22.6
91	4 7	Asian Hotels	33.8	374.7	21.1	20.5	30.7	27.3
9 2	67	E Merck (India)	33.5	204.7	16.0	27.5	18.3	23.0
9 3	2 4	BSES	33.0	945.2	27.3	61.6	18.7	-8.9
9 4	3	Telco	33.0	7074.0	24.1	21.8	15.6	-5.1
9 5	4 9	Crompton Greaves	32.7	367.8	19.1	21.8	13.8	-3.7
96	5 0	Andhra Valley	32.1	362.2	20.0	25.9	12.7	-3.8
97	5 7	Rallis	32.0	274.3	13.5	19.3	18.9	8.4
98	3 2	Sterlite Inds	32.0	604.0	53.6	65.5	26.8	-0.1
9 9	6 0	BASF	32.0	250.5	19.6	17.7	21.2	6.6
100	8 6	Godfrey Phillips	32.0	136.5	10.1	34.1	35.0	-25.8

# Appendix II



nquire Rank	Company Name	Rank based on size	Inquire Rank	Company Name	Rank based on size
Valik	Name	OII SIZE	Kalik	Name	011 3120
2 0	Advani Oerlikon	7 8	5 2	K E C Intl	6 5
9 6	Andhra Valley	5 0	3 8	Kajaria Ceramics	8 4
17	Apollo Tyres	4 5	7 3	Kirloskar Cummins	2 0
5 5	APR	9 0	4 4	Knoll Pharma	4 1
3 0	Asahi India Safe	100	8 2	Madras Aluminium	8 2
1 5	Asea Brown Boveri	15	1 3	Madras Cements	17
9 1	Asian Hotels	47	4 0	M & M	13
7 9	Asian Paints	2 2	8 7	Max India	77
7 8	Atlas Copco	9 3	28	MICO	12
5 5	Bajaj Auto	5	21	Monsanto Chemicals	9 7
9 9	BASF	6 0	3 3	MRF	2 5
9 3	BSES	2 4	8 6	Nalco Chemicals	8 3
1 9	Carrier Aircon	4 8	3 7	Nicholas Piramal	5 1
1 6	Castrol	10	3 2	Nippondenso	8 8
3 5	Cheminor Drugs	8 5	5	Oriental Hotels	3 9
2 6	Chicago Penumatic	8 9	4 5	Piramal Healthcare	7 9
18	CIPLA	28	5 6	Ponds	21
57	Colour Chemicals	5 4	4 3	Punjab Tractors	4 0
9 5	Crompton Greaves	4 9	2 9	Raasi Cement	72
7 0	Cyanamid India	6 9	97	Rallis	57
3 0	Dalmia Cement	71	11	Ranbaxy Labs	9
1	Dr Reddy's Labs	37	8 4	Rane (Madras)	94
1 4	E I Hotel	14	5 8	Rhone-Poulenc(I)	73
9 2	E Merck (India)	67	8 3	Sandoz	5 9
51	Engine Valves	98	3 5	Sandvik Asia	5 2
10	-	58	25		31
7 1	Essel Packaging Eternit Everest	7 4	27	Saw Pipes SBI	2
18	Finolex Cables	68	62	Sesa Goa	2 9
8	Flex Inds	8.0	2 2	Shriram Honda	81
17	Gabriel	9 9	6 4	Siemens	18
5 9	Garware Polyster	5 5	4 1	Siltap Chemical	9 6
5 6	Glaxo India	2 3	8 8	Smithkline B Pharma	5 3
100	Godfrey Phillips	8 6	9 8	Sterlite Inds	3 2
5 3	Goodlass Nerolac	6 2	17	Sundaram Fastners	3 4
5 9	Great Eastern	27	3 4	Sundaram Clayton	61
12	Gujarat Ambuja Cement	16	5 7	Tata Chemicals	8
3	HDFC	11	8 9	Tata Power	2 6
3	Hero Honda	4 3	2 4	Tata Press	91
5 0	Himachal Futuristic	7 6	7 2	Tata Invest. Corp	6 6
<b>,</b>	Himatsingka Seide	6 4	9 4	Telco	3
9	Hind Lever	1	12	Thomas Cook	5 6
4	Hindalco	6	9	Trafalgar House	7 5
3	Hotel Leela Venture	4 6	3	TVS Suzuki	3 5
0	ICI	3 6	4	United Phosphorus	38
5	India Cement	3 0	2	Vysya Bank	4 2
'	Indian Hotels	7	7 6	Wartsila Diesel	7 0
3 1	Indian Rayon	19	4 6	Widia India	63
3 1	ITC	4	3 6	Wipro	3 3
5 4	ITW Signode	87	5 1	Zandu Pharma	9 2
90	Jindal Iron	95	4 9	Zuari Agro	4 4



### **NOTES**

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