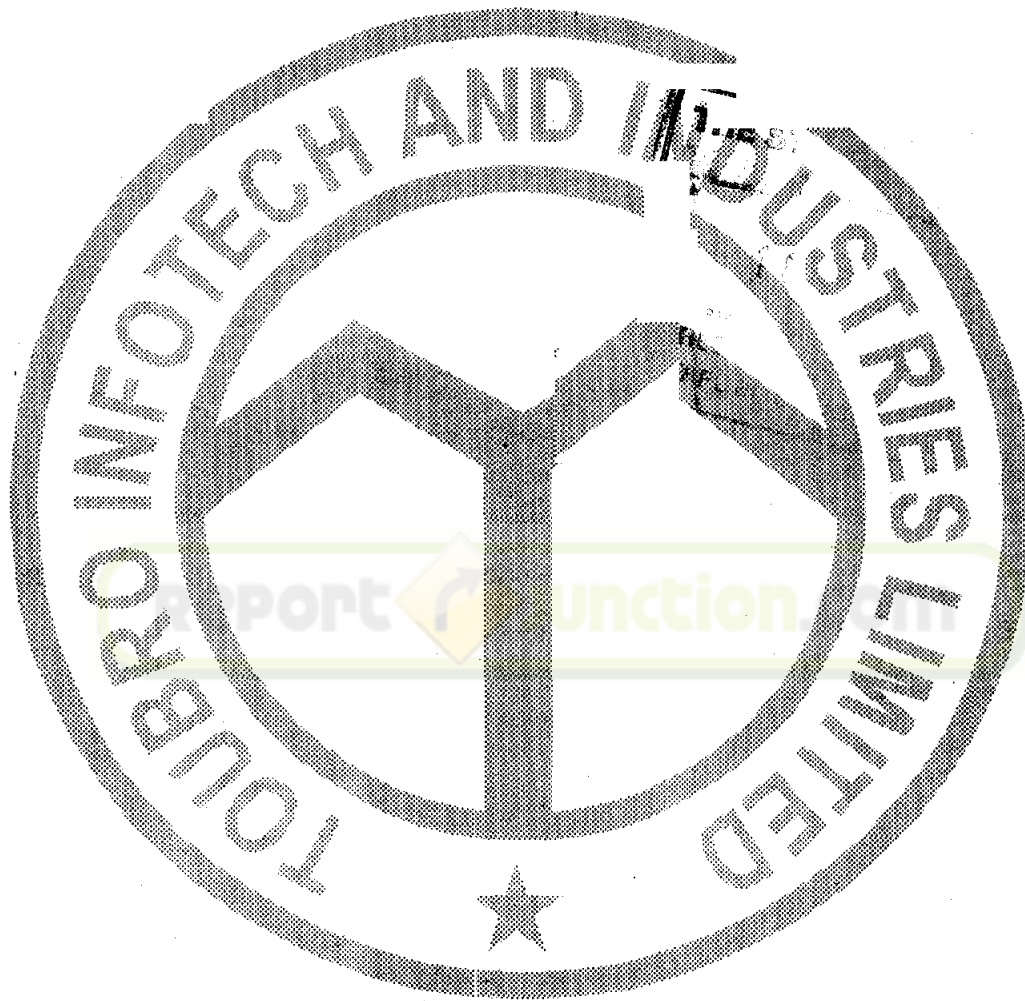


ELEVENTH ANNUAL REPORT

1999-2000



≡ **TOUBRO INFOTECH AND INDUSTRIES LTD.** ≡



TOUBRO INFOTECH AND INDUSTRIES LIMITED

BOARD OF DIRECTORS

Mr. Kanwar Deep Singh, Chairman & Managing Director
 Major Gurjeet Singh (Retd.), Director
 Mr. Ravinder Singh, Executive Director
 Mr. Sergio Coreno, Director, (Nominee of Cam financing & Gen. Trade SA of Switzerland)
 Mr. S.L. Baluja (Ex-Chairman Punjab National Bank)
 Mr. R.P. Chhabra
 Mr. Yogesh Goel (Nominee PSIDC)

AUDITORS

N. Kumar Chhabra & Co.
 Chartered Accountants, Chandigarh
 &
 T.S. Kapoor & Co.
 Chartered Accountants, Patiala

BANKERS

Bank of Baroda, Sector 22-B, Chandigarh
 HDFC Bank, Sector 8-C, Chandigarh
 Punjab National Bank, Sector 17-C, Chandigarh

REGISTERED OFFICE

Village Dappar, Ambala-Chandigarh Highway, Distt. Patiala, Punjab (India)

CORPORATE OFFICE

SCO 12-13, Sector 9-D, Madhya Marg, Chandigarh
 Phone : 0172-743480-81-82 Fax : 740099
 email : info@tourbro.com

FACTORIES :-

FLOWER DIVISION

Vill. Dappar, Distt. Patiala, Punjab (India)
 Phone : ++91-171-72666-67-68

STEEL DIVISION

Vill. Chanalon, Near Kurali, Distt. Ropar, Punjab (India)
 Phone : ++91-1888-640015, 641170

FOOD PROCESSING DIVISION

Vill. Banmajra, Chandigarh-Ropar Highway,
 Distt. Ropar, Punjab (India)
 Phone : ++91-1888-642607

IT DIVISION

S.C.O. 24-25, Sector 9 D, Madhya Marg, Chandigarh
 Phone : ++91-172-743480-81-82



TOUBRO INFOTECH AND INDUSTRIES LIMITED

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NOTICE

Notice is hereby given that the ELEVENTH Annual General Meeting of the Company will be held on Wednesday, the 27th day of December, 2000 at 10.00 AM at the Registered Office of the Company at Village Dappar, Ambala-Chandigarh Highway, District Patiala to consider and transact the following business (es) :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet and the Profit & Loss Account of the Company for the year ended 30th June, 2000 and the reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Sergio Coreno who retires by rotation but being eligible offers himself for re-appointment.
3. To appoint Auditors who shall hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration. M/s N.Kumar Chhabra & Co., Chartered Accountants and M/s T.S.Kapoor & Co., Chartered Accountants, the retiring Auditors and Joint Auditors of the Company are eligible for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification(s), the following resolutions as an ordinary resolutions :
"RESOLVED that Mr. Yogesh Goel who was appointed as an Additional Director in the Board Meeting held on 1st August, 2000 and who holds office upto the date of this Annual General Meeting, be and it hereby appointed a Director liable to retire by rotation".
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution :
"RESOLVED that Mr. R.P. Chhabra who was appointed as an Additional Director in the Board Meeting held on-14th November, 2000 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed a Director liable to retire by rotation".
6. To consider and if thought fit to pass with or without modification(s) the following resolution as a special resolution.
"RESOLVED that pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 the existing Articles of Association of the Company be and are hereby altered/substituted in the manner given hereunder :-

Sl. No.	Article No. and Marginal Notes	Proposed Alteration
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- | | | |
|---|-------|---|
| i | 1 & 2 | <p>The new definitions be included in existing Article 1 & 2 :</p> <p>Beneficial Owner : 'Beneficial Owner' shall mean Beneficial Owner as defined in Clause (a) of sub-section (i) of Section 2 of the Depositories Act, 1996.</p> <p>Depository-'Depository' shall mean a Depository as defined under Clauses (e) of sub-section (i) of Section 2 of the Depositories Act, 1996.</p> <p>Depositories Act, 1996 shall include any statutory modification or re-enhancement thereof.</p> <p>'Members' or 'Shareholders' means the duly registered holder from time to time of the shares of the Company and included the subscribers to the Memorandum of Association of the company and also the beneficial owner(s) as defined in Clause (a) of sub-section (i) of Section 2 of the Depositories Act, 1996.</p> |
|---|-------|---|



- 'Register of Members' and 'Index of Members' means the Register kept pursuant to Section 150 and 151 of the Act, and shall include the Register of Beneficial owners maintained under section 11 of the Depositories Act, 1996.
- (ii) **Applicability of Section 2A (i) Depositories Act, 1996**
- (i) The applicability of the Provisions of these Articles in the case of share securities of the Company held in the dematerialised form shall be deemed to be automatically modified to the effect that such provisions would be appropriately governed by the Regulations contained in the Depositories Act, 1996 and the rules and regulations made thereunder from time to time, to the extent applicable and appropriate to the context.
- (ii) **Dematerialisation of securities :**
- Notwithstanding anything contained in these articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996.
- (iii) **Securities in Depositories to be in fungible form**
- All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.
- (iv) **Rights of depositories and beneficial owners**
- a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.
- b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- c) Every person holding securities of the company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.
- (v) **Service of documents**
- Notwithstanding anything in the Act or these articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or discs.
- (vi) **Allotment of securities dealt with by a depository**
- Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the company shall intimate



the details thereof to the depository immediately on allotment of such securities.

(vii) **Distinctive numbers of securities held in a depository**

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

(viii) **Share Certificate**

The company's shares may also be issued, allotted and held in material form. Where any portion of the Paid-up capital of the company is held in material form, the said shares shall be subject to the regulations applicable to shares held in dematerialised form as applicable from time to time and the company shall comply with the said regulation.

iii) **58-Form of the Instrument of Transfer**

The existing Article 58 be replaced by the following :

The instrument of transfer in case of shares held in material form shall be in writing and in such form as may be prescribed. All the provisions of Section 108 of the Act shall be duly complied with in respect of all transfers and of the registration thereof. The Company shall not charge any fee for registration of a transfer of shares or other securities. In the case of transfer or transmission of shares or other marketable securities, where the Company has not issued any certificates and where such shares or securities are being held in any dematerialised form in a Depository, the provisions of the Depositories Act, 1996 shall apply.

The Company shall maintain a Register of transfer and therein shall be fairly and distinctly enter the particulars of every transfer or transmission of any share held in material form.

iv) **70A Nomination**

The following new Articles be and are hereby inserted as Article Nos. 70A & 70B.

NOMINATION

- 70A (1) Every shareholder or debenture holder of the company may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be prescribed under the Act.
- (2) Where the shares or debentures of the Company are held by more than one person jointly, joint holders, may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be prescribed under the Act.
- (3) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid



purports to confer on any person the right to vest shares or holders, the nominee shall, on the death of the shareholder or debenture holder or, as the case may be on the death of the joint debentureholder, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be prescribed under the Act.

- (4) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures to make the nomination to appoint any person to become entitled to shares in, or debentures of the Company in the manner prescribed under the Act, in the event of his death during the minority.

TRANSMISSION OF SECURITIES

70B (1) A nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either

- a) To register himself as holder of the shares or debentures as the case may be; or
- b) To make such transfer of the share or debenture, as the deceased shareholder or debenture holder, as the case may be could have made.

(2) If the nominee elects to be registered as holder of the share or debenture, himself as the case may be, he shall deliver or send the company a notice in writing signed by him stating that he be so elected and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder, as the case may be.

(3) A nominee shall be entitled to dividend on shares/interest on debentures and other advantages to which he would be entitled if he was the registered holder of the share or debenture. Provided that he shall not before being registered as a member be entitled to exercise any right conferred by membership in relation to meeting of the company.

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

- (v) 8-Reduction of capital and buy-back.

The following new Article be substituted for the existing Article 8.

The company may (subject to the provisions of Section 78, 80 and 100 to 105 of the Act) from time to time, by resolution, reduce its capital, and Capital



TOUBRO INFOTECH AND INDUSTRIES LIMITED

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Redemption Reserve Account and share premium account in any manner for the time being authorised by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. The Company may also purchase its own shares and securities subject to and in accordance with the provisions of Sections 77A of the Act.

By Order of the Board
For **Toubro Infotech And Industries Limited**

PLACE : DAPPAR
DATED : 14-11-2000

(KANWAR DEEP SINGH)
Chairman Cum Managing Director

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TOUBRO INFOTECH AND INDUSTRIES LIMITED

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NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and on poll to vote instead of himself/herself. The proxy need not be a member of the company. A blank form of proxy is enclosed and if intended to be used, it should be returned, duly completed, to the Registered/Head Office of the company, not less than 48 hours before the scheduled time of the meeting.
2. The Share Transfer Book and Register of Members and of the Company will remain closed from Tuesday, the 19th December, 2000 to Friday, 27th December, 2000 (both days inclusive).
3. Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business is annexed.
4. Members are requested to notify change in address, if any, to the Company at its Registered Office, quoting correct Folio No.
5. In case of Joint holders, if more than one holder intend to attend the meeting, they must obtain additional admission slip(s) on request from the Registered/Head Office of the Company on or before December, 27th, 2000.
6. The Members/Proxies are requested to bring their copy of Annual Report alongwith duly filled admission slip for attending the meeting.
7. A copy of the Memorandum & Articles of Association of the Company is available for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 10.00 A.M. to 1.00 P.M. upto the date of Annual General Meeting.
8. All queries relating to the accounts must be sent to the company at its Registered Office at least Ten days before the holding of the Annual General Meeting.

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

ITEM NO : 4

The Punjab State Industries Development Corporation Limited (PSIDC) on 1st August, 2000 appointed Mr. Yogesh Goel as Director on the Board of the Company. He will hold the office of Director till the date of the Annual General Meeting unless his appointment is approved in this Annual General Meeting pursuant to the Provisions of Section 257 of the Companies Act, 1956. Notice in writing alongwith a deposit of Rs 500/- in cash has been received from the Member of the Company signifying his intention to propose him candidate for the office of Director. Your Directors recommend the passing of the resolution proposed for the notice.

None of the Directors accept the Electing Director is interested in the resolution.

Item No. 5

The Board of Directors in their meeting held on 14-11-2000 appointed Mr. R.P. Chhabra as Additional Director. He will hold the office of Director till the date of this Annual General Meeting, unless his appointment is approved in this Annual General Meeting Pursuant to Section 257 of the Companies Act, 1956, a notice in writing alongwith deposit of Rs.500/- in cash has been received from a member of this Company signifying his intention to propose Mr. Chhabra as a candidate for office of Director. Your Directors recommend the passing of the resolutions proposed in the notice.

None of the Directors except the electing Director is deemed to be interested in the resolution.

Item No. 9

With the introduction of the Depositories Act, 1996 and the Depository System, some of the provisions of the Companies Act, 1956 relating to the issue, transfer, transmission of shares and other securities have been amended to facilitate the implementation of the new system. The Depository System of holding securities in an

**TOUBRO INFOTECH AND INDUSTRIES LIMITED**

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electronic form is far safer and more convenient method for holding and trading in the securities of the Company. The Company is now compulsorily required at this stage to get its shares dematerialised w.e.f. 06-11-2000. To get the shares of the Company dematerialised certain enabling provisions are required to be incorporated in the Articles of Association of the Company, which requires approval of the Members.

Further, recent amendments in the Companies Act, 1956 have enabled buy back of securities by the Company, nomination by the holders of securities etc. In order to bring Articles of Association of the Company in line with the provisions of the Companies Act, 1956 it is proposed to amend certain Articles as contained in the resolutions.

Your Directors recommend the resolution for your approval.

None of the Directors may be deemed to be concerned or interested in the aforesaid resolution.

By Order of the Board
For Toubro Infotech And Industries Limited

PLACE : DAPPAR
DATED : 14-11-2000

(KANWAR DEEP SINGH)
Chairman Cum Managing Director





TOUBRO INFOTECH AND INDUSTRIES LIMITED

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DIRECTOR'S REPORT

Dear Members,

Your Directors take pleasure in presenting their Eleventh Annual Report together with the Audited Accounts for the period ended 30th June, 2000.

FINANCIAL RESULTS

	(Rs. in Lacs)	
	Period ended 30-06-1999	Year ended 30-06-2000
Sales	2065.06	2723.38
Profit before Tax	173.55	326.33
Less		
Provision for Taxation/Written Back including Corporate Dividend tax	1.85	11.78
Profit after Tax	175.40	314.55
Proposed Dividend	—	52.50
Profit after tax and dividend	175.40	262.05
Balance Carried over	560.06	822.11

OPERATIONS

Your Directors are pleased to inform you that the company has achieved an increased turnover of Rs.2723.38 lacs for the year ended 30-06-2000 as compared to Rs.2065.06 lacs during the previous accounting period, consisting of 18 months. The net profit during the year ended on 30-06-2000 is at Rs.326.32 lacs against a net profit of Rs. 173.55 lacs during the previous accounting period. During the current year ended on 30-06-2000, the company posted an increase in the sales to the extent of 98% approx. on annualised basis compared to that of the previous period. Similarly the net profits of the company has jumped by 168% on annualised basis. The increase in the sales turnover and profits reflects the continued efforts of the Management to achieve higher efficiencies and significant savings in the costs etc. The overall performance of the company is quite encouraging despite the complexities existing in the industry and slackness in the capital market.

DIVIDEND

The increase in the profitability of the company has resulted in the recommendation of Interim Dividend @ 10% to the shareholders of the Company. In order to meet the requirement of internal accruals required for the implementation of the food processing unit, it was resolved by the board that the Interim Dividend paid @ 10% should be treated as the final dividend such as, no further dividend is recommended by the Board of Directors.

FUTURE PLANS

As planned, the company is all set to complete first phase of integrated Chicken Processing Project costing about Rs.30 crores. The Chicken Processing Plant with a capacity of 4000 birds per hour has already been set up and is expected to be operational in the first month of 2001. The second phase of setting up of broiler farms has also been started and your company has already acquired two sites out of 8 proposed sites of land for setting up fully automatic broiler growing farms. The Company has also tied up with PSIDC for their involvement in the projects under assisted sector. The remaining phases of setting up of hatcheries and computerised feed mills will be taken up by the middle of 2001 which will make the chicken processing project a total integrated unit involving an outlay of more than Rs. 100 crores. The complete project will be one of its kind in North India. The Company has also applied to Punjab Government for considering the setting up of integrated chicken project as a Mega project which will make the Project eligible for special incentives permissible under the state Industrial policy amended from time to time.

DEPOSITS

During the year under review, your company had received a sum of Rs.63.96 lacs as deposits.

RESOURCE MOBILISATION

During the period under review, your company had gone for the Private Placement of the Secured Bonds and have collected a sum of Rs.1716.67 lacs to enable the company to meet its requirements for diversification plans.