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**25th
Annual Report
2001-2002**

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Autolite (India) Limited


Autolite (India) Limited

25th Annual Report 2001-2002

BOARD OF DIRECTORS:

Shri Dharam Pal Gupta
(Chairman & Managing Director)
Shri Yash Pal Gupta
Shri Jai Pal Gupta
Shri Mahi Pal Gupta
Shri Raj Pal Gupta
Shri G.S. Das
Shri M.D. Sharma
Shri S.P. Batra
Shri S.C. Gupta
Shri Anoop Bartaria
Shri Shadi Lal Gupta

Company Secretary

Shri J.P. Rawat

Bankers

State Bank of Bikaner & Jaipur
International Banking Branch,
Choura Rasta, Jaipur - 302 003

State Bank of India

Commercial Branch,
Church Road, Jaipur - 302 001

Auditors

M/s H.C. Garg & Co.
Chartered Accountants,
3, Gangwal Park, Jaipur - 302 003

Registered Office & Works

D - 469, Road No. 9-A,
Vishwakarma Industrial Area,
Jaipur - 302 013 (Rajasthan)

Halogen Lamp Unit (100% EOU)
E-526 to 530, RIICO Industrial Area,
Tonk Road, Sitapura, Jaipur
(Rajasthan)

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Autolite (India) Limited

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the members of AUTOLITE (INDIA) LIMITED will be held at the registered office of the company i.e. D-469, Road no. 9A, Vishwakarma Industrial Area, Jaipur-302013 (Rajasthan) on Monday, September 30, 2002 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited Balance-sheet as at March 31, 2002 and Profit and Loss Account for the financial year ended on that date and the reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Sh. M.D. Sharma who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sh. S.P. Batra who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Sh. S.C. Gupta who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:
"RESOLVED THAT Sh. Gouri Shanker Das, who was appointed as an Additional Director of the company by the Board of Directors and who holds office up to the date of this Annual General Meeting pursuant to the provisions of

section 260 of the Companies Act, 1956 and is eligible for reappointment and the company has received notice in writing pursuant to the provisions of section 257 of the Companies Act, 1956 from a member of the company proposing his candidature for the office of Director of the company, be and is hereby appointed as a Director of the company, liable to retire by rotation."

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT Sh. Anoop Bartaria, who was appointed as an Additional Director of the company by the Board of Directors and who holds office up to the date of this Annual General Meeting pursuant to the provisions of section 260 of the Companies Act, 1956 and is eligible for reappointment and the company has received notice in writing pursuant to the provisions of section 257 of the Companies Act, 1956 from a member of the company proposing his candidature for the office of Director of the company, be and is hereby appointed as a Director of the company, liable to retire by rotation."

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT Sh. Shadi Lal Gupta, who was appointed as an Additional Director of the company by the Board of Directors and who holds office up to the date of this Annual General Meeting pursuant to the provisions of section 260 of the Companies Act, 1956 and is eligible for reappointment and the company has received notice in writing pursuant to the provisions of section 257 of the Companies Act, 1956 from a member of the company proposing his candidature for the office of Director of the company, be and is hereby appointed as a Director of the company, liable to retire by rotation."



9. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:**
 "RESOLVED THAT Sh. Dharam Pal Gupta, who was appointed as an Additional Director of the company by the Board of Directors and who holds office up to the date of this Annual General Meeting pursuant to the provisions of section 260 of the Companies Act, 1956 and is eligible for reappointment and the company has received notice in writing pursuant to the provisions of section 257 of the Companies Act, 1956 from a member of the company proposing his candidature for the office of Director of the company, be and is hereby appointed as a Director of the company."
10. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:**
 "RESOLVED THAT Sh. Yash Pal Gupta, who was appointed as an Additional Director of the company by the Board of Directors and who holds office up to the date of this Annual General Meeting pursuant to the provisions of section 260 of the Companies Act, 1956 and is eligible for reappointment and the company has received notice in writing pursuant to the provisions of section 257 of the Companies Act, 1956 from a member of the company proposing his candidature for the office of Director of the company, be and is hereby appointed as a Director of the company, liable to retire by rotation."
11. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:**
 "RESOLVED THAT Sh. Jai Pal Gupta, who was appointed as an Additional Director of the company by the Board of Directors and who holds office up to the date of this Annual General Meeting pursuant to the provisions of section 260 of the Companies Act, 1956 and is eligible for reappointment and the company has received notice in writing pursuant to the provisions of section 257 of the Companies Act, 1956 from a member of the company proposing his candidature for the office of Director of the company, be and is hereby appointed as a Director of the company, liable to retire by rotation."
12. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:**
 "RESOLVED THAT Sh. Mahipal Gupta, who was appointed as an Additional Director of the company by the Board of Directors and who holds office up to the date of this Annual General Meeting pursuant to the provisions of section 260 of the Companies Act, 1956 and is eligible for reappointment and the company has received notice in writing pursuant to the provisions of section 257 of the Companies Act, 1956 from a member of the company proposing his candidature for the office of Director of the company, be and is hereby appointed as a Director of the company, liable to retire by rotation."
13. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:**
 "RESOLVED THAT Sh. Raj Pal Gupta, who was appointed as an Additional Director of the company by the Board of Directors and who holds office up to the date of this Annual General Meeting pursuant to the provisions of section 260 of the Companies Act, 1956 and is eligible for reappointment and the company has received notice in writing pursuant to the provisions of section 257 of the Companies Act, 1956 from a member of the company proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the company, liable to retire by rotation."

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14. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution :

"RESOLVED THAT pursuant to the provisions of schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals, sanctions or permissions, if any, consent be and is hereby accorded for the appointment of Shri Dharam Pal Gupta as Managing Director of the Company for a period of 5 (Five) years commencing on and from the 7th day of January, 2002 on the following terms and conditions :-
Basic Salary : Basic Salary of Rs.60,000/- (Rupees Sixty Thousand only) per month in the grade of 60,000 – 1,00,000.

Commission on Net Profit : Two percent of the net profit of the Company for each financial year as computed under the provisions of section 349 & 350 of the Companies Act, 1956.

Perquisites: In addition to the above, he shall be entitled to the perquisites as mentioned below, the value whereof will be restricted to an amount equal to 100% of annual salary subject to the condition that the aggregate of salary and perquisites shall not exceed Rs.1,50,000/- per month.

PERQUISITES:

CATEGORY 'A'

Housing : Residential furnished accommodation (company leased) or in lieu thereof House Rent Allowance @ 60% of the salary over and above 10% payable by him.

Gas, Electricity, Water and Furnishings : The expenditure incurred by the Company on Gas, Electricity, Water and Furnishing shall be valued as per the Income Tax Rules, 1962. This shall however, be subject to a ceiling of 10% of the salary.

Medical Reimbursement: Expenses incurred for self and his family members subject to a ceiling of one month's salary in a year or three months'

salary over a period of three years.

Leave Travel Concession : For self and his family members once in a year incurred in accordance with the rules specified by the Company.

Club Fees : Fees of clubs subject to a maximum of two clubs. This will not include admission and Life membership fees.

Personal Accident Insurance : Premium not to exceed Rs.4,000/-per annum on any policy, if any, taken by the company or reimbursement to him in this behalf.

CATEGORY 'B'

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites mentioned above and as permissible under existing law:

- (a) Company's contribution to provident Fund @ 10% of the salary.
- (b) Company's contribution towards superannuation fund as per the rules of the company's superannuation scheme as may be applicable from time to time provided however that the company's contribution to the Superannuation Fund together with contribution to the Provident Fund shall not exceed 25% of the salary or any other higher amount that may be permissible under the law.
- (c) Gratuity in accordance with the rules of the Company as applicable to the senior executives of the Company but not exceeding half a month's salary for each completed year of service.
- (d) Encashment of Leave at the end of the tenure shall not be included in the computation of ceiling on perquisites.

CATEGORY 'C'

Provision of car with driver and telephone at residence provided that personal long distance calls on telephone and use of car for the private business shall be recovered by the company.



RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to revise from time to time, during the tenure of the present appointment of Shri Dharam Pal Gupta, the remuneration payable to him as Managing Director, subject to the condition that payment of salary, perquisites and other allowances shall be within the ceiling laid down in sections 198, 309 and schedule XIII to the Companies Act, 1956, from time to time without further approval of the Members of the company but with such other approvals, sanctions or permissions, if any, as may be required for such revision in the remuneration.

Further resolved that a notice of one month or salary in lieu thereof shall have to be given by either party desiring to terminate this contract before five years."

15. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution :

"RESOLVED THAT pursuant to the provisions of schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals, sanctions or permissions, if any, consent be and is hereby accorded for the appointment of Shri Yash Pal Gupta as Whole-time Director of the Company for a period of 5 (Five) years commencing on and from the 7th day of January, 2002 on the following terms and conditions :-

Basic Salary : Basic Salary of Rs.60,000/- (Rupees Sixty Thousand only) per month in the grade of 60,000 – 1,00,000.

Commission on Net Profit : Two percent of the net profit of the Company for each financial year as computed under the provisions of section 349 & 350 of the Companies Act, 1956.

Perquisites: In addition to the above, he shall be entitled to the perquisites as mentioned below, the value whereof will be restricted to an amount equal to 100% of annual salary subject to the condition that the aggregate of salary and

perquisites shall not exceed Rs.1,50,000/- per month.

CATEGORY 'A'

Housing : Residential furnished accommodation (company leased) or in lieu thereof House Rent Allowance @ 60% of the salary over and above 10% payable by him.

Gas, Electricity, Water and Furnishings : The expenditure incurred by the Company on Gas, Electricity, Water and Furnishing shall be valued as per the Income Tax Rules, 1962. This shall however, be subject to a ceiling of 10% of the salary.

Medical Reimbursement: Expenses incurred for self and his family members subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

Leave Travel Concession : For self and his family members once in a year incurred in accordance with the rules specified by the Company.

Club Fees : Fees of clubs subject to a maximum of two clubs. This will not include admission and Life membership fees.

Personal Accident Insurance : Premium not to exceed Rs.4,000/-per annum on any policy, if any, taken by the company or reimbursement to him in this behalf.

CATEGORY 'B'

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites mentioned above and as permissible under existing law:

- (a) Company's contribution to provident Fund @ 10% of the salary.
- (b) Company's contribution towards superannuation fund as per the rules of the company's superannuation scheme as may be applicable from time to time provided however that the company's contribution to the Superannuation Fund together with contribution to the Provident Fund shall not exceed 25% of the salary or any other higher amount that may be

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permissible under the law.

- (c) Gratuity in accordance with the rules of the Company as applicable to the senior executives of the Company but not exceeding half a month's salary for each completed year of service.
- (d) Encashment of Leave at the end of the tenure shall not be included in the computation of ceiling on perquisites.

CATEGORY 'C'

Provision of car with driver and telephone at residence provided that personal long distance calls on telephone and use of car for the private business shall be recovered by the company.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to revise from time to time, during the tenure of the present appointment of Shri Yash Pal Gupta, the remuneration payable to him as Whole-time Director, subject to the condition that payment of salary, perquisites and other allowances shall be within the ceiling laid down in sections 198, 309 and schedule XIII to the Companies Act, 1956, from time to time without further approval of the Members of the company but with such other approvals, sanctions or permissions, if any, as may be required for such revision in the remuneration.

Further resolved that a notice of one month or salary in lieu thereof shall have to be given by either party desiring to terminate this contract before five years."

- 16. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution :

"RESOLVED THAT pursuant to the provisions of schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals, sanctions

or permissions, if any, consent be and is hereby accorded for the appointment of Shri Jai Pal Gupta as Whole-time Director of the Company for a period of 5 (Five) years commencing on and from the 7th day of January, 2002 on the following terms and conditions :-

Basic Salary : Basic Salary of Rs.60,000/- (Rupees Sixty Thousand only) per month in the grade of 60,000 – 10,000 – 1,00,000.

Commission on Net Profit : Two percent of the net profit of the Company for each financial year as computed under the provisions of section 349 & 350 of the Companies Act, 1956.

Perquisites: In addition to the above, he shall be entitled to the perquisites as mentioned below, the value whereof will be restricted to an amount equal to 100% of annual salary subject to the condition that the aggregate of salary and perquisites shall not exceed Rs.1,50,000/- per month.

PERQUISITES:

CATEGORY 'A'

Housing : Residential furnished accommodation (company leased) or in lieu thereof House Rent Allowance @ 60% of the salary over and above 10% payable by him.

Gas, Electricity, Water and Furnishings : The expenditure incurred by the Company on Gas, Electricity, Water and Furnishing shall be valued as per the Income Tax Rules, 1962. This shall however, be subject to a ceiling of 10% of the salary.

Medical Reimbursement: Expenses incurred for self and his family members subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

Leave Travel Concession : For self and his family members once in a year incurred in accordance with the rules specified by the Company.

Club Fees : Fees of clubs subject to a maximum of two clubs. This will not include admission and Life membership fees.

Personal Accident Insurance : Premium not to exceed Rs.4,000/-per annum on any policy, if any,



taken by the company or reimbursement to him in this behalf.

CATEGORY 'B'

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites mentioned above and as permissible under existing law:

- (a) Company's contribution to provident Fund @ 10% of the salary.
- (b) Company's contribution towards superannuation fund as per the rules of the company's superannuation scheme as may be applicable from time to time provided however that the company's contribution to the Superannuation Fund together with contribution to the Provident Fund shall not exceed 25% of the salary or any other higher amount that may be permissible under the law.
- (c) Gratuity in accordance with the rules of the Company as applicable to the senior executives of the Company but not exceeding half a month's salary for each completed year of service.
- (d) Encashment of Leave at the end of the tenure shall not be included in the computation of ceiling on perquisites.

CATEGORY 'C'

Provision of car with driver and telephone at residence provided that personal long distance calls on telephone and use of car for the private business shall be recovered by the company.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to revise from time to time, during the tenure of the present appointment of Shri Jai Pal Gupta, the remuneration payable to him as Whole-time Director, subject to the condition that payment of salary, perquisites and other allowances shall be within the ceiling laid down in sections 198,309 and schedule XIII to the Companies Act, 1956, from time to time without further approval of the Members of the

company but with such other approvals, sanctions or permissions, if any, as may be required for such revision in the remuneration. Further resolved that a notice of one month or salary in lieu thereof shall have to be given by either party desiring to terminate this contract before five years."

17. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution :

"RESOLVED THAT pursuant to the provisions of schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals, sanctions or permissions, if any, consent be and is hereby accorded for the appointment of Shri Mahi Pal Gupta as Whole-time Director of the Company for a period of 5 (Five) years commencing on and from the 7th day of January, 2002 on the following terms and conditions :-

Basic Salary : Basic Salary of Rs.60,000/- (Rupees Sixty Thousand only) per month in the grade of 60,000 – 1,00,000.

Commission on Net Profit : Two percent of the net profit of the Company for each financial year as computed under the provisions of section 349 & 350 of the Companies Act, 1956.

Perquisites: In addition to the above, he shall be entitled to the perquisites as mentioned below, the value whereof will be restricted to an amount equal to 100% of annual salary subject to the condition that the aggregate of salary and perquisites shall not exceed Rs.1,50,000/- per month.

PERQUISITES:

CATEGORY 'A'

Housing : Residential furnished accommodation (company leased) or in lieu thereof House Rent Allowance @ 60% of the salary over and above 10% payable by him.

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Gas, Electricity, Water and Furnishings : The expenditure incurred by the Company on Gas, Electricity, Water and Furnishing shall be valued as per the Income Tax Rules, 1962. This shall however, be subject to a ceiling of 10% of the salary.

Medical Reimbursement: Expenses incurred for self and his family members subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

Leave Travel Concession : For self and his family members once in a year incurred in accordance with the rules specified by the Company.

Club Fees : Fees of clubs subject to a maximum of two clubs. This will not include admission and Life membership fees.

Personal Accident Insurance : Premium not to exceed Rs.4,000/-per annum on any policy, if any, taken by the company or reimbursement to him in this behalf.

CATEGORY 'B'

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites mentioned above and as permissible under existing law:

- (a) Company's contribution to provident Fund @ 10% of the salary.
- (b) Company's contribution towards superannuation fund as per the rules of the company's superannuation scheme as may be applicable from time to time provided however that the company's contribution to the Superannuation Fund together with contribution to the Provident Fund shall not exceed 25% of the salary or any other higher amount that may be permissible under the law.
- (c) Gratuity in accordance with the rules of the Company as applicable to the senior executives of the Company but not exceeding half a month's salary for each completed year of service.
- (d) Encashment of Leave at the end of the tenure shall not be included in the computation of ceiling on perquisites.

CATEGORY 'C'

Provision of car with driver and telephone at residence provided that personal long distance calls on telephone and use of car for the private business shall be recovered by the company.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to revise from time to time, during the tenure of the present appointment of Shri. Mahi Pal Gupta, the remuneration payable to him as Whole-time Director, subject to the condition that payment of salary, perquisites and other allowances shall be within the ceiling laid down in sections 198,309 and schedule XIII to the Companies Act, 1956, from time to time without further approval of the Members of the company but with such other approvals, sanctions or permissions, if any, as may be required for such revision in the remuneration.

FURTHER RESOLVED THAT a notice of one month or salary in lieu thereof shall have to be given by either party desiring to terminate this contract before five years."

18. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution :

"RESOLVED THAT pursuant to the provisions of schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals, sanctions or permissions, if any, consent be and is hereby accorded for the appointment of Shri Raj Pal Gupta as Whole-time Director of the Company for a period of 5 (Five) years commencing on and from the 7th day of January, 2002 on the following terms and conditions :-

Basic Salary : Basic Salary of Rs.60,000/- (Rupees Sixty Thousand only) per month in the grade of 60,000 – 10,000 – 1,00,000.



Commission on Net Profit : Two percent of the net profit of the Company for each financial year as computed under the provisions of section 349 & 350 of the Companies Act, 1956.

Perquisites: In addition to the above, he shall be entitled to the perquisites as mentioned below, the value whereof will be restricted to an amount equal to 100% of annual salary subject to the condition that the aggregate of salary and perquisites shall not exceed Rs.1,50,000/- per month.

PERQUISITES:

CATEGORY 'A'

Housing : Residential furnished accommodation (company leased) or in lieu thereof House Rent Allowance @ 60% of the salary over and above 10% payable by him.

Gas, Electricity, Water and Furnishings : The expenditure incurred by the Company on Gas, Electricity, Water and Furnishing shall be valued as per the Income Tax Rules, 1962. This shall however, be subject to a ceiling of 10% of the salary.

Medical Reimbursement: Expenses incurred for self and his family members subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

Leave Travel Concession : For self and his family members once in a year incurred in accordance with the rules specified by the Company.

Club Fees : Fees of clubs subject to a maximum of two clubs, This will not include admission and Life membership fees.

Personal Accident Insurance : Premium not to exceed Rs.4,000/-per annum on any policy, if any, taken by the company or reimbursement to him in this behalf.

CATEGORY 'B'

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites mentioned above and as permissible under existing law:

- (a) Company's contribution to provident Fund @ 10% of the salary.

- (b) Company's contribution towards superannuation fund as per the rules of the company's superannuation scheme as may be applicable from time to time provided however that the company's contribution to the Superannuation Fund together with contribution to the Provident Fund shall not exceed 25% of the salary or any other higher amount that may be permissible under the law.
- (c) Gratuity in accordance with the rules of the Company as applicable to the senior executives of the Company but not exceeding half a month's salary for each completed year of service.
- (d) Encashment of Leave at the end of the tenure shall not be included in the computation of ceiling on perquisites.

CATEGORY 'C'

Provision of car with driver and telephone at residence provided that personal long distance calls on telephone and use of car for the private business shall be recovered by the company.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to revise from time to time, during the tenure of the present appointment of Shri. Raj Pal Gupta, the remuneration payable to him as Whole-time Director, subject to the condition that payment of salary, perquisites and other allowances shall be within the ceiling laid down in sections 198,309 and schedule XIII to the Companies Act, 1956, from time to time without further approval of the Members of the company but with such other approvals, sanctions or permissions, if any, as may be required for such revision in the remuneration.

RESOLVE FURTHER THAT a notice of one month or salary in lieu thereof shall have to be given by either party desiring to terminate this contract before five years."