



MD	<input checked="" type="checkbox"/>		BKC	<input checked="" type="checkbox"/>
CS	<input checked="" type="checkbox"/>		DPY	<input checked="" type="checkbox"/>
RO	<input checked="" type="checkbox"/>		ENV	<input checked="" type="checkbox"/>
TR A	<input checked="" type="checkbox"/>		SC	<input checked="" type="checkbox"/>
AGM	<input checked="" type="checkbox"/>		CHI	<input checked="" type="checkbox"/>
YE	<input checked="" type="checkbox"/>			

ANNUAL REPORT 1996 - 97

Report  junction.com

ALSA CONSTRUCTIONS AND HOUSING LIMITED



CONTENTS

NOTICE TO SHAREHOLDERS	...	2
DIRECTORS' REPORT	...	8
AUDITORS' REPORT	...	12
BALANCE SHEET	...	15
PROFIT AND LOSS ACCOUNT	...	16
SCHEDULES TO ACCOUNTS	...	17
NOTES FORMING PART OF ACCOUNTS	...	22
SIGNIFICANT ACCOUNTING POLICIES	...	23
CASH FLOW STATEMENT	...	24
BALANCE SHEET ABSTRACT & BUSINESS PROFILE	...	26

FIFTH ANNUAL GENERAL MEETING

DATE : 22.09.97

TIME : 3.30 P M

VENUE : SATHGURU GNANANANDA HALL
NARADA GANA SABHA,
254.TTK ROAD,
CHENNAI - 600 018.

A REQUEST

The practice of distributing copies of Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing. Shareholders are, therefore, requested to bring their copy of the Annual Report to the meeting.

ALSA CONSTRUCTIONS AND HOUSING LIMITED

ALSA CONSTRUCTIONS AND HOUSING LIMITED

ANNUAL REPORT 1996 - 97

BOARD OF DIRECTORS

ALTAF PASHA	Chairman
SALIM PASHA	Managing Director
G. CHIDAMBAR	Director
VIKRAM REDDY	Director
R. KANNAN	Director
ELIAS SAIT	Director
A.V. RAMANA NAIDU	Whole-Time Director

COMPANY SECRETARY

S. SARAVANAN

REGISTERED OFFICE

No.5, Raghava Veera Avenue
Poes Garden, Chennai - 600 086
Tel. : 4990059

AUDITORS

M/s. SELVAM & SUKU
Chartered Accountants
Alsa Towers, C-1, First Floor
186/187, Poonamallee High Road
Kilpauk, Chennai-600 010



NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Fifth Annual General Meeting of ALSA CONSTRUCTIONS AND HOUSING LIMITED will be held on Monday the 22nd September, 1997 at 03.30 p.m. at Narada Gana Sabha, 254, T.T.K. Road, Chennai - 600 018, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 1997 and the Profit and Loss Account for the year ended that date together with the Report of the Directors' and Auditors' thereon.
2. To elect a director in the place of Mr. Elias Sait who retires by rotation and being eligible, offers himself for re-election.
3. To elect a director in the place of Mr. R. Kannan who retires by rotation and being eligible, offers himself for re-election.
4. To appoint the Statutory Auditors and fix their remuneration.

"RESOLVED that M/s SELVAM & SUKU, Chartered Accountants, the retiring auditors of the Company be and are hereby re-appointed from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company."

"RESOLVED further that the Board of Directors be and is hereby authorised to determine the remuneration payable to the auditors "

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION :

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and of the Articles of Association of the Company and subject to other approvals, if any, required in this connection, approval of the Company be and is hereby accorded to the re-appointment of Mr. Salim Pasha, Managing Director of the Company for a period of five years with effect from 19th October, 1997 to 18th October, 2002 with the remuneration and perquisites, as set out in the annexure to Explanatory Statement."

6. To consider and if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and of the Articles of Association of the Company and subject to other approvals, if any, required in this connection, approval of the Company be and is hereby accorded to the re-appointment of Mr. A.V.Ramana Naidu, Whole-Time Director of the Company for a period of five years with effect from 19th October, 1997 to 18th October, 2002 with the remuneration and perquisites, as set out in the annexure to Explanatory Statement."

7. To consider and if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to the provisions of Section 370 and other enabling provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactments thereof),

ALSA CONSTRUCTIONS AND HOUSING LIMITED

the Board of Directors of the Company be and is hereby authorised to give any Guarantee(s) / letter(s) of Comfort and / or provide any Security in connection with loans made by any other person to, or to any other person by, any body corporate whether or not under the same management of the Company, on such terms and conditions as the Board may deem fit, from time to time, up to a limit of Rs.15 crores (Rupees Fifteen Crores Only) at any point of time."

8. To consider and if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that subject to necessary approvals of the appropriate authorities as may be required and pursuant to the provisions of Section 293 (1, a) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded for the sale/transfer/ lease or otherwise disposing of the assets and liabilities of Resort Projects and transfer all other rights, licences, trademark and privileges in this connection to ALSA HOTELS AND RESORTS LIMITED, Chennai at or for a price to be determined by the Board of Directors and on the terms, conditions and stipulation as may be agreed between the Board of Directors of the Company and the said ALSA HOTELS AND RESORTS LIMITED."

"RESOLVED further that the Board of Directors of the Company be and is hereby authorised and empowered to enter into, sign, seal and execute and deliver such agreements, assignments, conveyances, contracts, deeds, writings and other instruments and to do all such acts, deeds and things in the name and on behalf of the Company as the Board may consider expedient, usual, proper or desirable for effectuating the above said sale, transfer, lease or disposal of the Resort Projects which may be beneficial and convenient for the Company."

9. To consider and if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that pursuant to Section 372 and other applicable provisions if any of the Companies Act, 1956 and subject to the approval of the Central Government and such other approvals as may be necessary the approval of the Company be and is hereby accorded to the Board of Directors of the Company for investment of a sum not exceeding Rupees Twenty Crores by way of subscription and / or purchase of equity shares preference shares/ convertible Debentures / convertible Bonds, in ALSA HOTELS AND RESORTS LIMITED notwithstanding that such investment or such investments together with the Companies existing investment in all bodies corporate shall be in excess of any or all of the percentage prescribed Under Section 372 (2) of the Companies Act, 1956."

"RESOLVED further that the Board of Directors of the Company be and is hereby authorised to determine the actual sums to be so invested and all other matters arising out of or incidental to the proposed investment and to do all such acts, deeds and things as may be necessary to implement this Resolution."

By Order of the Board
For ALSA CONSTRUCTIONS AND HOUSING LIMITED

Chennai
31st July, 1997

S. SARAVANAN
Company Secretary



NOTES FOR MEMBERS' ATTENTION

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- b) The Register of Members and the Share Transfer Books of the Company shall remain closed from 16th September, 1997 to 22nd September, 1997 both days inclusive.
- c) Members / Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.
- d) Members are requested to notify any changes in their addresses immediately to the Company.
- e) The practice of distributing copies of Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing. Shareholders are, therefore, requested to bring their copy of the Annual Report to the meeting.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

AGENDA 5 & 6

Mr. Salim Pasha, Managing Director and Mr. A. V. Ramana Naidu, Whole - Time Director of the Company were appointed at the Extra Ordinary General Meeting held on 19th October 1992. Their present term of office ends on 18th October, 1997. The Board of Directors have recommended them to be re-appointed for a further period of 5 years from 19th October, 1997 to 18th October 2002 on similar terms of remuneration as approved in the AGM dated 11.09.95 and as set out below. The necessary resolutions are placed before the shareholders for their approval.

Mr. Salim Pasha and Mr. A. V. Ramana Naidu are interested in the resolutions as beneficiaries.

I MR. SALIM PASHA :

CATEGORY A

- I Salary : Rs. 60,000/- p.m.
- II Commission : 1 % of Net Profit of the Company

PERQUISITES :

Housing

If the accommodation is provided by the Company, the expenditure on hiring furnished accommodation subject to 60 % of the salary over and above 10 % payable by the Managing Director.

If the accommodation provided to the Managing Director is owned by the Company, 10 % of the salary of the Managing Director shall be deducted by the Company.

In case no accommodation is provided by the Company, the Managing Director is entitled to House Rent Allowance of 60 % of the salary.

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

ALSA CONSTRUCTIONS AND HOUSING LIMITED

Medical Reimbursement

The Managing Director and his family shall be entitled to full Medical Reimbursement.

Leave Travel Concession

The Managing Director and his family can avail Leave Travel Concession for self and family once in a year in accordance with the rules specified by the Company.

The Managing Director is entitled to fees for two clubs (this will not include any admission or life membership fee).

Personal Accident Insurance - premium not exceeding Rs. 4000/- per annum.

CATEGORY B

I Provident Fund and Superannuation Fund.

The Managing Director shall be entitled to Provident Fund and Superannuation Fund contribution as per the rules of the Company but not exceeding 25 % of the salary.

II Gratuity

The Managing Director shall be entitled to Gratuity @ half month's salary for each completed year of service.

III Encashment of leave at the end of tenure.

CATEGORY C

Provision of Car

The Company shall provide car with driver to the Managing Director for use on Company's business.

Telephone

The Managing Director is entitled for a telephone at residence. However personal long distance calls shall be logged in and paid over to the Company.

In the event of inadequacy of profits or no profits in any financial year, the Company may pay to Mr. Salim Pasha remuneration by way of salary, perquisites and other allowances not exceeding the ceiling limits in terms of Section II of Part II of Schedule XIII to the Companies Act, 1956.

The above statement may be regarded as an abstract of the terms and memorandum of interest under Section 302 of the Companies Act, 1956.

II Mr. A.V. Ramana Naidu

I Salary : Rs.40,000/- p.m.

II Commission : 1% of Net Profit of the Company.

PERQUISITES :

Housing

If the accommodation is provided by the Company, the expenditure on hiring furnished accommodation subject to 60% of the salary over and above 10 % payable by the Whole - Time Director.

If the accommodation provided to the Whole Time Director is owned by the Company, 10% of the salary of the Whole-Time Director shall be deducted by the Company.



In case no accommodation is provided by the Company, the Whole-Time Director is entitled to House Rent Allowance of 60% of the salary.

The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be valued as per the Income Tax Rules, 1962 subject to a ceiling of 10% of the salary of the Whole-Time Director.

Medical Reimbursement

The Whole-Time Director and his family shall be entitled to full Medical Reimbursement.

Leave Travel Concession

The Whole-Time Director and his family can avail Leave Travel Concession for self and family once in a year in accordance with the rules specified by the Company.

The Whole-Time Director is entitled to fees for two clubs (this will not include any admission or life membership fee).

Personal Accident Insurance - premium not exceeding Rs. 4000/- per annum.

CATEGORY B

I Provident Fund and Superannuation Fund.

The Whole-Time Director shall be entitled to Provident Fund and Superannuation Fund contribution as per the rules of the Company but not exceeding 25% of the salary.

II Gratuity

The Whole-Time Director shall be entitled to Gratuity @ half month's salary for each completed year of service.

III Encashment of leave at the end of tenure.

CATEGORY C

Provision of Car

The Company shall provide car with driver to the Whole-Time Director for use on Company's business.

Telephone

The Whole-Time Director is entitled for a telephone at residence. However personal long distance calls shall be logged in and paid over to the Company.

In the event of inadequacy of profits or no profits in any financial year, the Company may pay to Mr. A. V. Ramana Naidu remuneration by way of salary, perquisites and other allowances not exceeding the ceiling limits in terms of Section II of Part II of Schedule XIII to the Companies Act, 1956.

The above statement may be regarded as an abstract of the terms and memorandum of interest under Section 302 of the Companies Act, 1956.

AGENDA 7

The Board of Directors of the Company from time to time is required to give Guarantee(s) / letter(s) of comfort or provide Securities in connection with the loans made by any other person to, or to any other person by, any bodies corporate whether or not under the same management during the course of the business. In order to provide such guarantees and securities / letters of comfort as and when they are

ALSA CONSTRUCTIONS AND HOUSING LIMITED

required for any financial assistance, the Board considered it necessary to obtain the consent of the members by a Special Resolution upto an aggregate limit of Rs. 15 crores (Rupees Fifteen Crores Only). Accordingly, the above Resolution is recommended for the approval of the shareholders.

Your Directors may be deemed to be interested or concerned to the extent they may hold shares/ directorships in such other companies.

AGENDA 8

Your Company was planning to diversify into Resorts and related activities. In view of specialised and divergent activities involved in this projects as well as the growth potential of these activities on their own and the financial requirements of these activities, it is felt necessary to float a new Company with the main object of resort activities.

Alsa Constructions and Housing Limited acquired some of the immovable properties for purposes of resort business. These assets /liabilities will be transferred to Alsa Hotels and Resorts Limited. Alsa Hotels and Resorts Limited will issue equity shares towards purchase consideration of assets / liabilities transferred from Alsa Constructions and Housing Limited .

Sec 293 (1) a of the Companies Act 1956, provides inter alia that the Board of Directors shall not without the consent of the members in a General Meeting sell ,transfer . lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. The sale / transfer / lease of the undertaking requires the approval of the Members under Section 293 (1)(a) and accordingly, the resolution has been set forth under agenda no.9.

Your Directors may be deemed to be interested or concerned to the extent they may hold shares/ directorships in such other companies.

AGENDA 9

The members are informed that the Company proposes to transfer the Resort Projects lands at the various locations and all other licences, agreements, rights, liabilities and privileges to Alsa Hotels and Resorts Limited. The consideration for the said transfer is by allotment of shares in Alsa Hotels and Resorts Limited to Alsa Constructions and Housing Limited.

As the proposed investment would be in excess of the Limits prescribed Under Section 372 (2) of the Companies Act,1956, it is necessary to obtain the prior approval of the Members and Central Government before making the investment. Accordingly, the resolution has been set out under agenda No.9 for the approval of the members.

Your Directors may be deemed to be interested or concerned to the extent they may hold shares/ directorships in such other companies.

By Order of the Board
For ALSA CONSTRUCTIONS AND HOUSING LIMITED

Chennai
31st July, 1997

S. SARAVANAN
Company Secretary