

ASSAMBROOK LIMITED ANNUAL REPORT 1999-2000



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ANNUAL REPORT 1999-2000

BOARD OF DIRECTORS

SURENDRA RAMPURIA
Managing Director

SIDDHARTH RAMPURIA
Wholetime Director

GAUTAM RAMPURIA

AMITABHA GHOSH

M. P. WADHAWAN

R. K. KHANNA

G. MOMEN

N. C. SURI

AUDITORS

CLARK, GARDNER, WOLF & CO.

BANKERS

BANK OF INDIA

ALLAHABAD BANK

UNION BANK OF INDIA

THE CATHOLIC SYRIAN BANK LTD.

REGISTERED OFFICE

1, SHAKESPEARE SARANI

CALCUTTA-700 071

NOTICE

NOTICE is hereby given that the 52nd Annual General Meeting will be held at "KALAKUNJ", 48, Shakespeare Sarani, Calcutta-700 017 on Saturday, December 30, 2000 at 10.00 a.m. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2000 and the audited Profit and Loss Account for the relevant year together with the Auditors and Directors report.
2. To declare dividend.
3. (a) To appoint a Director in place of Shri M. P. Wadhawan who retires by rotation and being eligible offers himself for re-appointment.
(b) To appoint a Director in place of Shri N. C. Suri who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint auditors and fix their remuneration.

Registered Office :
1, Shakespeare Sarani
Calcutta-700 071

By Order of the Board of Directors
SURENDRA RAMPURIA
Managing Director

NOTES :

1. A member entitled to attend and vote is entitled to appoint a proxy, need not to be a member, to attend and vote.
2. The proxy form is enclosed. Proxies in order to be effective must be deposited with the Company not less than 48 hours before the meeting.
3. The dividend, if declared, will be payable on or after December 30, 2000 to those members whose name appear in the Register of members as on September 29, 2000 or to their mandatees.
4. Pursuant to the provisions of Section 205A of the Companies Act 1956, as amended, dividends for the financial year ended 31st March, 1995 and thereafter, which remain unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection fund of the Central Government. Members who have not encashed the dividend warrant(s) to date for the financial year ended 31st March, 1995 or any subsequent financial year thereafter are requested to submit their claim.
5. Members desirous of making a nomination under section 109A of the Companies Act, 1956, are requested to submit the prescribed form 2B for this purpose.

Registered Office :
1, Shakespeare Sarani
Calcutta-700 071
Dated : 30th October, 2000

By Order of the Board of Directors
SURENDRA RAMPURIA
Managing Director

DIRECTORS' REPORT

Your Directors take pleasure in presenting their annual report together with the audited accounts of the Company for the year ended March 31, 2000.

1. FINANCIAL RESULTS

	1999-2000 Rs. in lacs	1998-99 Rs. in lacs
Profit before Depreciation & Taxation	403.65	574.34
Deduct : Depreciation	92.12	88.59
Profit before Taxation	311.53	485.75
Deduct : Provision for Taxation	28.00	41.48
Profit after taxation	283.53	444.27
Add/(Less) : Adjustment in respect of previous year	(3.11)	(2.65)
Add : Transfer from reserves :		
Investment Allowance	—	0.50
Balance brought forward from Previous Year	368.31	394.72
Amount available for appropriation	648.73	836.84
APPROPRIATIONS		
General Reserve	150.00	300.00
Proposed Dividend	86.76	151.83
Provision for tax on Proposed Dividend	19.09	16.70
Balance carried forward	392.88	368.31

2. DIVIDEND

Your directors are recommending a dividend at the rate of Rs. 2.00 per Equity share.

3. DEMATERIALISATION OF SHARES

The members will be pleased to note that consequent upon the enactment of Depository Act, 1996 and in view of the advantages of holding of securities in dematerialised form, the Company has entered into an agreement with the Central Depository Services Limited (CDSL) facilitating the Equity Shareholders of the Company to hold their equity holding in the Company in the electronic form. The Company has also entered into an agreement with the National Securities Depository Limited (NSDL) and the formal confirmation is awaited from NSDL. Effective from February 26, 2001, the equity shares of the Company will be for compulsory dematerialised trading by all investors.

4. OPERATION

The performance of the company for the period under review has been severely affected by a steep decline in production and an erosion in selling prices. The impact of the industry-wide wage settlement and the spiraling increase in the input costs have substantially narrowed profit margins.

The fiscal 2000 started with drought, as in the previous year registering a lower production during the first quarter.

The Company's development programmes of the last couple of years are still in their infancy and yet to reach commercial productivity. Given the impetus on quality and productivity, the company has expedited its field development programmes and due to the industry's lengthy gestation period, these are not expected to contribute significantly in the short to medium term. However, costs are to be met

DIRECTORS' REPORT (Contd.)

till the commercial production is arrived at. On completion of the development programme, the company hopes to improve yields & quality significantly, thereby boosting profitability.

5. Y2K COMPLIANCE

Company's operation are fully Y2K Compliant.

6. SUBSIDIARY

The Scheme for Arrangement/Amalgamation of SEPL with our subsidiary Company ABL International Ltd. is currently under implementation and the scheme shall become effective from 1 April, 1999. While the scheme has duly been approved by the members of the respective companies, as well as from the High Court at Calcutta, certain formalities and procedures are in the process of compliance. The amalgamation will result in creation of a stronger entity. Pending these, the accounts for the year ended 31 March 2000 have not yet been prepared and as such copy of the Annual Report and Accounts of the subsidiary have not been annexed to the Report as required under section 212 of the Companies Act, 1956. The copies of Annual Report and accounts of the subsidiary shall be circulated separately.

7. AUDITORS' NOTES

The auditor's observations have been dealt with in the notes which are self explanatory and do not require further clarification.

8. FIXED DEPOSIT

All fixed deposits that became due for repayment during the year have been paid or renewed except deposits amounting to Rs. 12.75 lacs from depositors which remained unclaimed on 31.03.2000. Out of this, deposits amounting to Rs. 11.53 lacs have since been renewed/repaid.

9. DIRECTORS

Shri M. P. Wadhawan and Shri N. C. Suri will retire by rotation and being eligible offer themselves for re-appointment.

Your directors recommend their re-appointment.

10. AUDITORS

M/s. Clark, Gardner, Wolf & Co., Chartered Accountants, retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

11. PERSONNEL

The Board records its appreciation of the cordial relationship maintained with all categories of personnel at all the establishments of the Company throughout the year.

12. ANNEXURE

The statements giving the information in accordance with the provisions of Section 217(2A) and 217(1)(e) of the Companies Act, 1956 are annexed hereto and form part of this report.

Registered Office :
1, Shakespeare Sarani
Calcutta-700 071
Dated : 30th October, 2000

For and on behalf of the Board

SURENDRA RAMPURIA
Managing Director
SIDDHARTH RAMPURIA
Wholtime Director

ANNEXURE TO DIRECTORS' REPORT

Information as per Section 217(1)(e) read with Companies (Disclosure of particulars in the report of Board of Directors' Rules, 1988) and Forming Part of the Directors' Report for the period ended 31st March, 2000.

"FORM A"

	1999-2000	1998-99
A) POWER AND FUEL CONSUMPTION		
1. Electricity		
a. Purchased		
Unit (KWH)	36932.75	34914.05
Total Amount (Rs. in lacs)	123.60	114.18
Rate/Unit (Rs.)	3.35	3.27
b. Own Generation		
(i) Through Diesel Generator Units (in KWH)	7524.37	8199.00
Unit per Ltr. of Diesel Oil (KWH)	2.46	2.54
Cost/Unit (Rs.)	4.77	4.50
(ii) Through Steam Turbine/Generator Units		
Unit per Ltr. of Fuel Oil/Gas		
Cost/Unit (Rs.)		
2. COAL (KHASHI/LEDO-ROM/LECO for drying of Tea)		
Qty. (MT)	896.18	1153.91
Total Cost (Rs. in lacs)	19.60	21.64
Average Rate (Rs.)	2187.00	1875.21
3. Furnace Oil		
Qty. (K. Ltrs.)	884.40	1123.09
Total Cost (Rs. in lacs)	88.38	81.63
Average Rate (Rs.)	9992.97	7268.58
4. Others/Internal Generation		
Firewood for drying of Tea Qty.	4482.67	4126.00
Total Cost (Rs. in lacs)	53.34	44.81
Average Rate (Rs.)	1189.92	1086.00
B. CONSUMPTION PER UNIT OF PRODUCTION		
Product (Tea) (Gross in lac Kgs.)	54.03	61.56
Electricity (KWH/Kg.)	0.82	0.70
Furnace Oil (Ltr./Kg.)	0.16	0.18
Coal (Kg./Kg.)	0.17	0.19
Others	0.83	0.67

ANNEXURE TO DIRECTORS' REPORT (Contd.)

"FORM B"

TECHNOLOGY ABSORPTION

1. Research & Development (R&D)

- a. Specific areas in which R&D carried out by the Company
- b. Benefits derived as a result of the above R&D
- c. Future plan of action
- d. Expenditure on R&D
 - i. Capital
 - ii. Recurring
 - iii. Total
 - iv. Total R&D Expenditure as a percentage of total turnover.

The Company subscribes to Tea Research Association which is registered under Section 35(i)(ii) of the Income Tax Act, 1961.

2. Technology absorption, adaptation and innovation :

- a. Efforts, in brief, made towards technology absorption, adaptation and innovation.
- b. Benefits derived as a result of the above efforts e.g. product improvement cost reduction, product development, import substitution etc.

NOT APPLICABLE

3. Foreign Exchange earnings and outgo :

- a. Activities relating to export initiatives taken to increase exports.
- b. Development of new export markets for products and services and export plan.
- c. Total foreign exchange
 - Used
 - Earned (Gross)

NOT APPLICABLE

Rs. 15.94 Lacs
NIL

**STATEMENT OF PARTICULARS
OF THE EMPLOYEES PURSUANT TO THE PROVISIONS OF SEC. 217(2A) OF THE COMPANIES ACT, 1956**

Name	Age (Years)	Qualification & Experience (Years)	Date of Commencement of Employment	Designation/ Nature of Duties	Remuneration Rs.	Last Employment before joining this Company Name of the Post held Employer
Surendra Rampuria	57	Under Graduate (34)	07.05.1984	Managing Director	1535022	Sudera Enterprises Pvt. Ltd. Managing Director
Siddharth Rampuria	34	General Certificate of Education Examination (London) B.Com (14)	10.06.1988	Wholetime Director	1056449	First Employment

Notes :

1. Remuneration includes salary, taxable value of perquisites and Company's contribution to provident and other funds.
2. The employment is contractual, terminable with appropriate period of notice.
3. The above employees are directors and related to each other.
4. None of the employees by himself or alongwith his spouse and dependent children holds 2% of the equity shares of the Company.