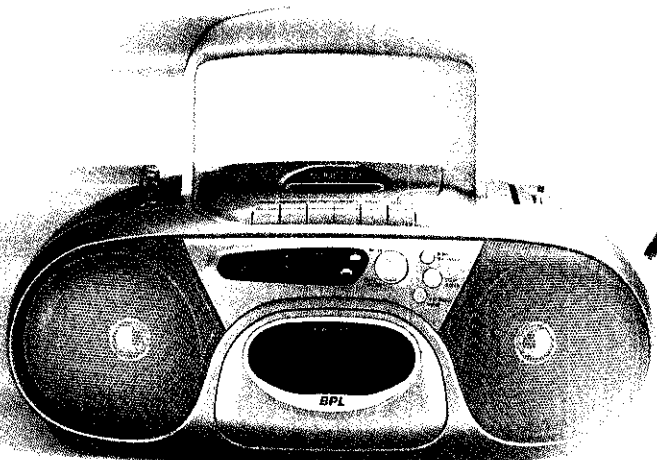


future © BPL



BPL Sanyo Technologies Limited
ANNUAL REPORT 1999-2000

Artificial
Report 1999-2000

BELIEVE IN THE FUTURE.
BELIEVE IN THE BEST.



Believe in the Best

MISSION STATEMENT

BPL is committed to achieve a leadership position in all its business groups through utilisation of the best and most appropriate technologies, applying the finest manufacturing disciplines and most efficiently marketing high quality products and services to consistently give its customers the best value for their money.

GUIDING PRINCIPLES

- To ensure customer confidence through product quality, efficient marketing and effective service.
- To continually enhance the Company's worth to its shareholders and investors through sound investments and profitable operations.
- To demonstrate a real concern for its employees and to constantly improve the quality and value of their jobs and career advancement.
- To be a good corporate citizen who contributes positively to its community by protecting the environment and working for public welfare.
- To respect the laws, rules and customs of the land and to ensure the conduct of all company activities will always be to the highest ethical standards.

CONTENTS

TPG Nambiar
Chairman

	Page Nos.
Directors' Report	2
Auditors' Report	5
Balance Sheet	6
Profit and Loss Account	7
Schedules	8
Notes on Accounts	13
Balance Sheet Abstract	18
Cash Flow Statement	19
Shareholders' Diary	20

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of BPL Sanyo Technologies Limited, will be held on Wednesday, the 20th September, 2000 at 4.00 p.m., at Shri Parvathi Mandapam, Chandranagar, Palakkad - 678 007, Kerala, to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the Profit and Loss Account for the year ended 31st March, 2000 and the Balance Sheet as at that date and the Report of the Directors' and Auditors thereon.
2. To appoint a Director in place of Mr. T P G Nambiar, who retires by rotation and being eligible, offers himself for re-election.
3. To appoint a Director in place of Mr. T C Chauhan, who retires by rotation and being eligible, offers himself for re-election.
4. To appoint Auditors to hold office from the conclusion of the Nineteenth Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modifications, the following Resolution :
(Proposed as an Ordinary Resolution)

RESOLVED THAT Mr. Ajit G Nambiar be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retirement by rotation

6. To consider and if thought fit, to pass with or without modifications, the following Resolution :
(Proposed as an Ordinary Resolution)

RESOLVED THAT Mr. L H Bhatia be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT subject to the provisions of Section 198, 269 and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval granted by the Central Government vide its Letter No. 1/76/2000-CL-VII dated 14th June, 2000, Mr. L H Bhatia, be and is hereby appointed as the Managing Director for a period of 5 years with effect from January 25, 2000 and that he shall not be liable to retire by rotation whilst in service, on the terms and conditions as set out below:

A. SALARY : Rs.2,00,000/- per month

B. PERQUISITES

1. The Managing Director shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, education allowance, city compensatory allowance, together with re-imbursement of expenses for utilisation of gas, water, re-imbursement of ordinary medical expenses and leave travel concessions for self and his family including dependents, club fees, premiums towards personal accident insurance and medi-claim and all other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to a ceiling of Rs.7,50,900/- per annum.

EXPLANATION

"Family" here means the spouse, dependent children and dependent parents of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

Use of Company Car for official purposes and Telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Apart from the re-imbursement of ordinary medical expenses, in case of hospitalisation of the Managing Director and his family, the Board of Directors shall have the discretion to reimburse the actual expenses incurred by him, including on travel, notwithstanding that the total perquisites will exceed the limit of Rs.7,50,000/- per annum, in any financial year.

II Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

III Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

IV The Managing Director shall however be entitled to re-imbursement of expenses incurred by him in connection with the business of the Company.

MINIMUM REMUNERATION

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company may pay to Mr. L H Bhatia, Managing Director, remuneration by way of salary and perquisites as specified supra, subject to the approval of the Central Government or in the alternative, in accordance with the limits laid down in Section II, Part II of Schedule XIII to the Companies Act, 1956 as in force, from time to time.

7. To consider and if thought fit, to pass with or without modifications, the following Resolution :
(Proposed as a Special Resolution)

RESOLVED THAT, subject to the approval of the Central Government under Section 21 of the Companies Act, 1956, the name of the Company be changed from BPL Sanyo Technologies Limited to BST Limited from the date of issue of new Certificate of Incorporation.

RESOLVED FURTHER THAT the name of the Company, BPL Sanyo Technologies Limited, be substituted, wherever they appear in the Memorandum of Association and Articles of Association of the Company, by BST Limited.

By Order of the Board

Bangalore
June 21, 2000

SRINATH MANIYAL M
Company Secretary

Registered Office :
Audio House, 7/711,
N H Bypass Road,
Palakkad - 678 007

NOTES :

1. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, pertaining to special businesses contained in Item Nos. 5 to 7 of the Notice, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE LODGED WITH THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING. PROXIES, ONCE ISSUED, WILL HOLD GOOD FOR ANY ADJOURNMENT OF THIS ANNUAL GENERAL MEETING.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 1st September, 2000 to 20th September, 2000 (both days inclusive).
4. Shareholders intending to require information about the *Accounts to be explained at the Meeting are requested to inform the Company atleast a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.*
5. Members are requested to notify any change in their address immediately to the Company's Investors Service Cell at 4th Floor, Shubharam Complex, 144 M.G. Road, Bangalore - 560 001.
6. The Unclaimed dividends for the years 1991-92 to 1994-95 declared by the Company have been transferred to the Central Government Account. The concerned members may claim the dividend from the Registrar of Companies, Kerala, M.G. Road, Ernakulam, Cochin - 682 011.

ANNEXURE TO NOTICE

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

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 5

Mr. Ant G Nambiar, was co-opted as an Additional Director of the Company by the Board of Directors at their meeting held on 21st June, 2000 pursuant to Article 31 of the Articles of Association of the Company.

Mr. Ant G Nambiar has rich experience in the consumer durable industry and in particular television industry in which your company is making a strong entry and he has worked in various capacities in BPL Group of Companies. Mr. Nambiar is a director on the Board of several Companies in the BPL Group and carries with him vast experience of managing industrial enterprises and is currently the Chairman and Managing Director of BPL Limited.

The Company has received a Notice from a member under Section 257 of the Companies Act, 1956, signifying his intention to propose the appointment of Mr. Ant G Nambiar as a Director of the Company.

The Directors recommend the proposed resolution set out in Item No. 5 of the Notice for approval.

Except Mr. T P G Nambiar, no other Director of the Company is in any way concerned or interested in the resolution.

Item No. 6

Mr. T. H Bhatia was co-opted as an Additional Director of the Company by the Board of Directors at their meeting held on 25th January, 2000 pursuant to Article 31 of Articles of Association of the Company. On the same day, he was appointed as the Managing Director of the Company for a period of five years, with effect from 25th January, 2000 on the terms of remuneration as set out in the resolution at Item No. 6 of the Notice.

Mr. T. H Bhatia, aged 54, is an Electrical Engineer and holds a Post Graduate Diploma in Marketing Management from the Jamnalal Institute, Mumbai. He is currently a director on the Board of few BPL group of Companies and has a wide and varied experience of nearly three decades in various capacities in the areas of Marketing, Commercial and Administration in BPL Group of Companies.

The appointment and payment of remuneration to Mr. T. H Bhatia requires the consent of members in the General Meeting. The Central Government has already granted its approval for appointment and payment of remuneration vide its letter No. 176/2000 CI-VII dated 14th June, 2000. The Directors feel that Mr. Bhatia's appointment as Managing Director would be in the best interest of the Company and, therefore, recommend the passing of Ordinary Resolution set out in Item No. 6 of the Notice.

The Company has received a Notice from a member under Section 257 of the Companies Act, 1956, signifying his intention to propose the appointment of Mr. T. H Bhatia as a Director of the Company.

Except for Mr. T. H Bhatia, no other Director of the Company is in any way concerned or interested in the Resolution.

Item No. 7

BPL Sanyo Technologies Limited has been witnessing strong competition in the market in view of dumping of audio products by MNCs. The competition has led to lower turnover and considerably lower margins.

For sometime, the Company has been giving thought to changing the name of the Company. It is now proposed to change the name of the Company from BPL Sanyo Technologies Limited to BSL Limited.

The new name proposed i.e. BSL denotes signifies an abbreviated form the words comprised in the existing name BPL Sanyo Technologies. The Company will diversify into many related areas not necessarily confined to the present main business viz. manufacturing audio products.

In a nutshell, the company would like to establish prominently in the new name. It is expected that the Company with a new name and an additional new brand name for its products will be able to move the market aggressively.

The change of name will be subject to the approval of the shareholders of the Company and the Central Government.

A copy of the Name Availability Letter received from the Registrar of Companies, Kerala may inspected during the office hours of the Company at the Registered office.

None of the directors of the company is in any way concerned or interested in the resolution.

By Order of the Board

Bangalore
June 21, 2000

SRINATH MANIYAL, M
Company Secretary

Registered Office : Audio House, 7/711, N H Bypass Road
Palakkad - 678 007

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of BPL Sanyo Technologies Limited, will be held on Wednesday, the 20th September, 2000 at 4.00 p.m., at Shri Parvathi Mandapam, Chandranagar, Palakkad - 678 007, Kerala, to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the Profit and Loss Account for the year ended 31st March, 2000 and the Balance Sheet as at that date and the Report of the Directors' and Auditors thereon.
2. To appoint a Director in place of Mr. T P C Nambiar, who retires by rotation and being eligible, offers himself for re-election.
3. To appoint a Director in place of Mr. T C Chauhan, who retires by rotation and being eligible, offers himself for re-election.
4. To appoint Auditors to hold office from the conclusion of the Nineteenth Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modifications, the following Resolution :
(Proposed as an Ordinary Resolution)

RESOLVED THAT Mr. Ajit G Nambiar be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retirement by rotation.

6. To consider and if thought fit, to pass with or without modifications, the following Resolution :
(Proposed as an Ordinary Resolution)

RESOLVED THAT Mr. L H Bhatia be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT subject to the provisions of Section 198, 269 and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval granted by the Central Government vide its Letter No. 1/76/2000-CL-VII dated 14th June, 2000, Mr. L H Bhatia, be and is hereby appointed as the Managing Director for a period of 5 years with effect from January 25, 2000 and that he shall not be liable to retire by rotation whilst in service, on the terms and conditions as set out below:

A. SALARY : Rs.2,00,000/- per month

B. PERQUISITES

1. The Managing Director shall be entitled to perquisites like furnished accommodation or house rent allowance in lieu thereof, education allowance, city compensatory allowance, together with re-imbursement of expenses for utilisation of gas, water, re-imbursement of ordinary medical expenses and leave travel concessions for self and his family including dependents, club fees, premiums towards personal accident insurance and medi-claim and all other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to a ceiling of Rs.7,50,000/- per annum.

EXPLANATION

"Family" here means the spouse, dependent children and dependent parents of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

Use of Company Car for official purposes and Telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Apart from the re-imbursement of ordinary medical expenses, in case of hospitalisation of the Managing Director and his family, the Board of Directors shall have the discretion to reimburse the actual expenses incurred by him, including on travel, notwithstanding that the total perquisites will exceed the limit of Rs.7,50,000/- per annum, in any financial year.

II Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

III Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income Tax Act.

IV The Managing Director shall however be entitled to re-imbursement of expenses incurred by him in connection with the business of the Company.

MINIMUM REMUNERATION

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company may pay to Mr. L H Bhatia, Managing Director, remuneration by way of salary and perquisites as specified supra, subject to the approval of the Central Government or in the alternative, in accordance with the limits laid down in Section II, Part II of Schedule XIII to the Companies Act, 1956 as in force, from time to time.

7. To consider and if thought fit, to pass with or without modifications, the following Resolution :
(Proposed as a Special Resolution)

RESOLVED THAT, subject to the approval of the Central Government under Section 21 of the Companies Act, 1956, the name of the Company be changed from BPL Sanyo Technologies Limited to BST Limited from the date of issue of new Certificate of Incorporation.

RESOLVED FURTHER THAT the name of the Company, BPL Sanyo Technologies Limited, be substituted, wherever they appear in the Memorandum of Association and Articles of Association of the Company, by BST Limited.

By Order of the Board

Bangalore
June 21, 2000

SRINATH MANIYAL M
Company Secretary

Registered Office :
Audio House, 7/711,
NH Bypass Road,
Palakkad - 678 007

NOTES :

1. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, pertaining to special businesses contained in Item Nos. 5 to 7 of the Notice, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE LODGED WITH THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE MEETING. PROXIES, ONCE ISSUED WILL HOLD GOOD FOR ANY ADJOURNMENT OF THIS ANNUAL GENERAL MEETING.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 1st September, 2000 to 20th September, 2000 (both days inclusive).
4. Shareholders intending to require information about the Accounts, to be explained at the Meeting are requested to inform the Company atleast a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
5. Members are requested to notify any change in their address immediately to the Company's Investors Service Cell at 4th Floor, Shubharam Complex, 144, M.G. Road, Bangalore - 560 001
6. The Unclaimed dividends for the years 1991-92 to 1994-95 declared by the Company have been transferred to the Central Government Account. The concerned members may claim the dividend from the Registrar of Companies, Kerala, M.G. Road, Ernakulam, Cochin - 682 011.

ANNEXURE TO NOTICE

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

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM NO. 5

Mr. Ajit G Nambiar, was co-opted as an Additional Director of the Company by the Board of Directors at their meeting held on 21st June, 2000 pursuant to Article 31 of the Articles of Association of the Company.

Mr. Ajit G Nambiar has rich experience in the consumer durable industry and in particular television industry in which your company is making a strong entry and he has worked in various capacities in BPL Group of Companies. Mr. Nambiar is a director on the Board of several Companies in the BPL Group and carries with him vast experience of managing industrial enterprises and is currently the Chairman and Managing Director of BPL Limited.

The Company has received a Notice from a member under Section 257 of the Companies Act, 1956, signifying his intention to propose the appointment of Mr. Ajit G Nambiar as a Director of the Company.

The Directors recommend the proposed resolution set out in Item No.5 of the Notice for approval.

Except Mr. T P G Nambiar, no other Director of the Company is in any way concerned or interested in the resolution.

ITEM NO. 6

Mr. L. H Bhatia was co-opted as an Additional Director of the Company by the Board of Directors at their meeting held on 25th January, 2000 pursuant to Article 31 of Articles of Association of the Company. On the same day, he was appointed as the Managing Director of the Company for a period of five years, with effect from 25th January, 2000 on the terms of remuneration as set out in the resolution at Item No.6 of the Notice.

Mr. L. H Bhatia, aged 54, is an Electrical Engineer and holds a Post Graduate Diploma in Marketing Management from the Jamnalal Institute, Mumbai. He is currently a director on the Board of few BPL group of Companies and has a wide and varied experience of nearly three decades in various capacities in the areas of Marketing, Commercial and Administration in BPL Group of Companies.

The appointment and payment of remuneration to Mr. L. H Bhatia requires the consent of members in the General Meeting. The Central Government has already granted its approval for appointment and payment of remuneration vide its letter No. 1/76/2000-CL-VII dated 14th June, 2000. The Directors feel that Mr. Bhatia's appointment as Managing Director would be in the best interest of the Company and, therefore, recommend the passing of Ordinary Resolution set out in Item No. 6 of the Notice.

The Company has received a Notice from a member under Section 257 of the Companies Act, 1956, signifying his intention to propose the appointment of Mr. L. H Bhatia as a Director of the Company.

Except for Mr. L. H Bhatia, no other Director of the Company is in any way concerned or interested in the Resolution.

ITEM NO. 7

BPL Sanyo Technologies Limited has been witnessing strong competition in the market in view of dumping of audio products by MNCs. The competition has led to lower turnover and consequently lower margins.

For sometime, the Company has been giving thought to changing the name of the Company. It is now proposed to change the name of the Company from BPL Sanyo Technologies Limited to BST Limited.

The new name proposed i.e., "BST" denotes/signifies in abbreviated form the words comprised in the existing name BPL Sanyo Technologies. The Company will diversify into many related areas not necessarily confined to the present main business viz., manufacturing audio products.

In a nutshell, the company would like to establish prominently, in the new name. It is expected that the Company with a new name and an additional new brand name for its products will be able to move the market aggressively.

The change of name will be subject to the approval of the shareholders of the Company and the Central Government.

A copy of the Name Availability Letter received from the Registrar of Companies, Kerala may inspected during the office hours of the Company at the Registered office.

None of the directors of the company is in any way concerned or interested in the resolution.

By Order of the Board

Bangalore
June 21, 2000

SRINATH MANIYAL M
Company Secretary

Registered Office : Audio House, 7/711, N H Bypass Road,
Palakkad - 678 007

ANNUAL REPORT

1999 - 2000

BPL SANYO TECHNOLOGIES LIMITED

BOARD OF DIRECTORS

TPG Nambiar, *Chairman*

Ajit G Nambiar, *Vice-Chairman*

Viswanath Nambiar

MA Uppal

TC Chauhan

KS Jayanth Kumar

Shashi Nambiar

PJV Sarma, Nominee *ICICI*

PS Gopalakrishnan, Nominee *UTI*

LH Bhatia, Managing Director

COMPANY SECRETARY

Srinath Maniyal M

AUDITORS

M/s. T Velu Pillai & Co.,

Chartered Accountants, Bangalore

BANKERS

Bank of Baroda

Citibank N A

Indian Bank

State Bank of Travancore

REGISTERED OFFICE

Audio House, 7/711, N H Bypass Road
Palakkad 678 007

FACTORIES

Audio House, 7/711, N H Bypass Road
Palakkad 678 007

No.1, KIADB Ind. Area, Doddaballapur,
Bangalore 561 203