

BRAHM ISPAT LIMITED



TENTH ANNUAL REPORT

1998-99

FOR BRAHM ISPAT LTD.,


Director/Authorized Signatory

TENTH ANNUAL REPORT

BOARD OF DIRECTORS	: SHRI SURESH KUMAR CHOUDHARY SHRI NARESH KUMAR CHOUDHARY SHRI RAJENDRA KUMAR CHOUDHARY SHRI HARISH MAKHARIA
AUDITORS	: Messrs: ASHOK BANSAL & CO. Chartered Accountants, 26, Kakad Corner Kondivita Lane, J. B. Nagar Andheri (E), Mumbai - 400 059.
REGISTERED OFFICE	: 201-204, Vikas Chambers, 2nd Floor, Junction of Link & Marve Road, Malad (W), Mumbai - 400 064.
BARODA OFFICE	: 19, R. C. Patel Industrial Estate, Akota, Baroda - 390 020. (Gujarat)
BARODA WORKS	: 446/447 G.I.D.C. Por, Ramangamdi, Baroda- 391 243. (Gujarat)
SILVASSA WORKS	: Gala No. C-9, Ami Nazar Ind. Estate, 66 KVA Road, Amli, Silvassa, D&NH - 396 230.
SALES DEPOT	: R-707, T.T.C. Industrial Area, Rabale, Thane - 400 701.
REGISTRAR & SHARE TRANSFER AGENTS	: SYSTEM SUPPORT SERVICES 209, Shivai Industrial Estate, Next to Parke Davis, Saki Naka, Andheri-Kurla Road, Mumbai-400 072.

BRAHM ISPAT LIMITED**NOTICE OF MEETING**

NOTICE is hereby given that the Tenth Annual General Meeting of the Shareholders of the Company will be held at Company's Registered Office at 201-204, 2nd Floor, Vikas Chambers, Junction of Link & Marve Road, Malad (West), Mumbai - 400 064 on 30th September, 1999, at 3.30 P.M. to transact with or without modifications as may be permissible, the following business:

1. To consider and adopt the Directors' Report and Audited Balance Sheet and Profit and Loss Account for the year ended 31st March, 1999.
2. To appoint a Director in place of Shri. Naresh Kumar Choudhary who retires from office by rotation, but being eligible offers himself for re-election.
3. 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.
4. To consider and, if thought fit, to pass the following resolution as special resolution relating to the delisting of equity shares of the company from Vadodara Stock Exchange.
"RESOLVED that the consent of the members be and is hereby accorded for the purpose of getting the equity shares of the company delisted from the Vadodara Stock Exchange subject to the fulfillment of requirement of the concerned Stock Exchange and other guidelines in this regard"
5. To consider and, if thought fit, to pass the following resolution as special resolution relating to the buyback of the shares of the company:
"RESOLVED that pursuant to the provisions of section 77 A of the Companies Act, 1956, consent of the Company be and is hereby accorded for the buyback of the shares of the company on such terms and conditions and at such time or times, and in such form and manner, and in such quantities, as it may think fit subject to the fulfillment of legal requirements in this regard and further subject to the limits for such buyback as prescribed under the relevant laws and guidelines"

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 ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.**
- (b) The Register of Members and Share Transfer Books in respect of Equity shares of the Company will remain closed from 27th september, 1999 to 29th september, 1999.
- (c) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folios and send the relevant share certificates to the Company's Registered Office or the company's registrar and share transfer agent M/s. System Support Services, 209, Shivai Industrial Estate, Next to Parke Davis, Sakinaka, Andheri-Kurla Road, Mumbai - 400 072.
- (d) Members are requested to notify change in address, if any, immediately, quoting their folio numbers to the company at its Registered Office.
- (e) Please check whether you have received dividend warrants for the year ended 31st March, 1997. If the Dividend Warrants are lost or have come to be time barred, please apply for duplicate certificate/revalidation for dividend warrants.
- (f) An Explanatory Statement pursuant to the section 173 of the Companies Act, 1956 in respect of item No.4 & item No.5 of the notice as set out above, is annexed hereto.

ANNEXURE TO NOTICE

Explanatory Statement under section 173 of the Companies Act, 1956.

Item No.4

The Company is planning to get its equity shares delisted from the Vadodara Stock Exchange voluntarily as there has been no trading in the equity shares of the company in the said stock exchange and hence as a matter of administrative convenience the delisting of the shares from the said exchange will be in the interest of the company as a whole. The special resolution as in this item of notice is accordingly commended for the acceptance of the members. None of the directors in any way, concerned or interested in the resolution.

Item No.5

The Company is planning to buyback its own shares as per the provisions of section 77 A of the companies Act, 1956 and other rules, regulations and guidelines in this regard. The special resolution as in this item of notice is accordingly commended for the acceptance of the members. None of the directors in any way, concerned or interested in the resolution.

By Order of the Board
NARESHKUMAR CHOUDHARY
Director

Place : Mumbai
Date : 4th September, 1999.

TENTH ANNUAL REPORT

DIRECTORS' REPORT

Dear Shareholders,

Your directors have pleasure in presenting their 10th Annual Report together with the audited accounts of your Company for the year ended 31st March 1999.

Financial Results

	<u>1998 - 99</u>	<u>1997 - 98</u>
	(Rs.in lacs)	(Rs.in lacs)
Gross Turnover & other Income	1057.91	1588.23
Profit before Interest & Depreciation	168.61	141.88
Interest	64.74	38.52
Profit before Depreciation	103.87	103.36
Depreciation	17.22	19.53
Profit before Taxation	86.65	83.83
Provision for Taxation	—	—
Profit After Taxation	86.65	83.83
Add: Surplus brought forward from previous year	202.23	118.40
Profit available for appropriation	288.88	202.23
APPROPRIATION:		
Proposed Dividend	—	—
Tax on Dividend	—	—
Surplus carried to Balance Sheet	288.88	202.23

DIVIDEND :

Keeping in view the need to conserve the company's resources and to meet the enhanced working capital requirements, Your directors are constrained not to recommend any dividend for the year under report.

AUDITORS' REPORT

The remarks in the Auditors' report are self-explanatory and, therefore do not call for any further explanation under Section 217 (3) of the Companies Act, 1956.

FOREIGN EXCHANGE

During the year under consideration, the Company spent/incurred foreign exchange equivalent to Rs.1,01,78,919/ for import of goods and Rs.60,275/- for travelling. There was no foreign exchange earning.

CONSERVATION OF ENERGY ETC.

Particulars regarding conservation of energy is not given as the electricity purchased and consumption per unit of production is negligible keeping in view the nature of business of the company which is labour intensive.

COMPARISON BETWEEN PROJECTED PERFORMANCE AND ACTUAL PERFORMANCE

<u>Particulars</u>	<u>1998-99</u>	
	Projections	Actuals
Turnover	1642.99	1057.91
Profit after Tax	153.47	86.65
Earning Per Share (Rs.)	3.07	1.73

The actuals are lower than projections mainly due to sluggishness in the market, Late realisation from the customers ie. Electricity Boards etc due to Economical as well as Financial crises faced by the Industries adversely affected the Companies' performance.

DELISTING OF EQUITY SHARES AT VADODARA STOCK EXCHANGE :

The Company is planning to get its equity shares delisted from the Vadodara Stock Exchange voluntarily as there has been no trading in the equity shares of the company in the said stock exchange and hence as a matter of administrative convenience the delisting of the shares from the said exchange will be in the interest of the company as a whole. However the equity shares of the company shall continue to be listed at the Mumbai Stock Exchange.

Other particulars required by law to be given in directors' Report are either nil or are not applicable.

For BRAHM ISPAT LIMITED

MUMBAI : 4th September, 1999.

Director