

BOMBAY WIRE ROPES LIMITED



**ANNUAL REPORT
1999-2000**

**BOMBAY
WIRE ROPES
LIMITED**



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BOARD OF DIRECTORS

KANTI KUMAR KANORIA	Chairman
KASHI NATH RAJGARIA	
PRAKASH KHAITAN	
J. P. BAIRAGRA	
R. K. GUPTA	Nominee Director, Punjab National Bank
M. K. CHAKRABORTY	Executive Director

BANKER

PUNJAB NATIONAL BANK

REGD. OFFICE

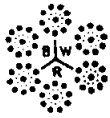
401/405, JOLLY BHAVAN NO.1
10, NEW MARINE LINES
MUMBAI - 400 020

FACTORY

KOLSHET ROAD
THANE - 400 607

AUDITORS

SINGHI & CO.



**BOMBAY
WIRE ROPES
LIMITED**

NOTICE

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the members of Bombay Wire Ropes Limited will be held at Kasliwal Board Room, The Maharashtra Chamber of Commerce, 6th Floor, Orion House, 12, Rampart Row, Fort, Mumbai - 400 023 on Tuesday, the 31st October, 2000 at 3.00 P.M. to transact the following business :

Ordinary Business :

1. To receive, consider and adopt the Audited Statement of Accounts for the year ended 31st March, 2000 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Prakash Khaitan who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri J.P. Bairagra who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Special Business :

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

"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 and all other applicable provisions of the Companies Act, 1956, read with Schedule XIII to the said Act, the reappointment of Shri Mihir Kumar Chakraborty, as whole time Director designated as Executive Director, from 1st October, 1999 for a further period of 3 (three) years be and is hereby approved on the terms and conditions including remuneration as are set out in the agreement to be entered into between the company and Shri Mihir Kumar Chakraborty, a draft whereof is placed before this meeting duly initialed by the Chairman of the meeting for the purpose of identification and that the said draft agreement be and is also hereby approved".

"RESOLVED FURTHER THAT even if in any financial year during the tenure of Shri Mihir Kumar Chakraborty the Company has no profits or its profits are inadequate, the company shall pay to Shri M.K.Chakraborty the remuneration by way of salary, perquisites and other allowances pursuant to the agreement approved as aforesaid, as minimum remuneration".

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary or increase the remuneration, including salary, perquisites, allowances etc. of Shri M.K.Chakraborty within the limits prescribed under the aforesaid Schedule XIII or any modification thereof and the aforesaid draft Agreement between the Company and Shri M.K.Chakraborty be suitably amended to give effect to such variation or increase".

Mumbai, the 6th day of October, 2000

Registered Office :

401/405, Jolly Bhavan No. 1

4th Floor, 10, New Marine Lines

Mumbai - 400 020.

By Order of the Board of Directors
For BOMBAY WIRE ROPES LIMITED

K. K. KANORIA

Chairman

Notes :

- a) A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself, and such proxy need not be a member of the Company.
- b) Members are requested to notify change in their addresses, if any, to the Company.
- c) The Register of members and the Transfer Book of the Company will be closed from 10th November, 2000 to 15th November, 2000 (Both days inclusive.)



**BOMBAY
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ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING ON 31ST OCTOBER, 2000.

Regarding Item No. 5

Shri M.K. Chakraborty was appointed as Whole Time Director designated as Executive Director for a period of 3 years with effect from 1.10.96. His tenure of office as Whole-Time Director expired on 30.9.99 and as such, the Board of Directors in their meeting held on 31st January, 2000 reappointed Shri M.K.Chakraborty as Whole-Time Director designated as Executive Director for a further period of 3 years with effect from 1.10.1999 pursuant to sections 198, 269 and 309 of the Companies Act, 1956 read with Schedule XIII to that Act and is subject to approval of the shareholders.

His terms of remuneration have been fixed within the limits specified under the said schedule XIII and the same are as follows :-

a) Salary : Rs. 7,000/- per month.

Perquisites :

- a) Housing : Furnished accommodation or House Rent Allowance in lieu thereof.
- b) Bonus : As per rules of the Company.
- c) Medical : Re-imbursement of expenses for self and family subject to a maximum of Rs. 400/- in a year.
- d) Leave Travel Concession : For self and family once in a year subject to a maximum of Rs. 3,000/- in a year.
- e) Provident Fund : As per rules of the Company on full Salary.
- f) Gratuity : Not exceeding half a month's salary for each completed year of service subject to a maximum of 20 months salary.
- g) Earned Leave : Leave for 30 days in a year on full pay as per the rules of the Company. Encashment of leave at the end of the tenure will be permitted and the same will not be included in the computation of the limit on perquisites.
- h) Conveyance : Re-imbursement of Conveyance expenses incurred for the Company's business.
- i) Telephone : Provision of one telephone at residence. However, personal long distance calls will be billed by the Company.

The appointment may be terminated by either party by giving to the other party three months' notice.

The draft Agreement to be entered into between the Company and Shri M.K.Chakraborty in the matter is available for inspection at the Registered Office of the Company on any working day excluding Saturdays upto the date of the 39th Annual General Meeting between 11.00 a.m. to 1.00 p.m.

Directors recommend the Resolution set out at item 5 of the Notice for approval of the shareholders.

The above may be treated as an abstract of the terms of contract/appointment between the Company and Shri M.K. Chakraborty pursuant to Section 302 of the Companies Act, 1956, when executed.

Shri M.K. Chakraborty may be deemed to be concerned or interested in the Resolution which pertains to the remuneration payable to him.

None of the other Directors of the Company is concerned or interested in the Resolution.

Mumbai. the 6th day of October, 2000

Registered Office :

401/405, Jolly Bhavan No. 1
4th Floor, 10, New Marine Lines
Mumbai - 400 020.

By Order of the Board of Directors
For BOMBAY WIRE ROPES LIMITED

K. K. KANORIA
Chairman



**BOMBAY
WIRE ROPES
LIMITED**

DIRECTORS' REPORT **TO THE SHAREHOLDERS**

Your Directors hereby present the Thirty Ninth Annual Report of the Company alongwith the audited statement of accounts for the year ended 31st March, 2000.

FINANCIAL RESULTS :

	<u>1999-2000</u> Rs. in Lakhs
Deficit for the year	153.56
Add : Previous Years' deficit	976.47
Total deficit in the Profit & Loss A/c.	1130.03
Less : General Reserve	67.40
Balance deficit carried over to Balance Sheet	1062.63

DIVIDEND :

Your Directors regret their inability to recommend any dividend on account of there being a carry forward loss as mentioned in the aforesaid paragraph.

OPERATIONS :

The lock-out declared by the Company with effect from 30.3.95 continues as on date. As directed by the BIFR, the Operating Agency viz. Punjab National Bank had submitted a revised Draft Rehabilitation Scheme (DRS) to the BIFR which was considered by it in its hearing of 8.3.2000. On account of certain objections being raised by one of the labour unions of the factory against the long term labour agreement which form a part of the above DRS, the BIFR was constrained to observe on 8.3.2000 that the Company had a long history of labour problems which had proved to be major impediment in the successful implementation of its revival scheme. The BIFR, accordingly, whilst granting a period of one month to the existing management to renegotiate matters with its labour force and submit their proposal, if any to the OA, also directed the OA to advertise for a change in management and report back to the BIFR thereafter. Under the circumstances, the next hearing of the BIFR is awaited wherein the BIFR would take a further decision in the matter.

THE SICK INDUSTRIAL COMPANIES (SPECIAL PROVISIONS) ACT, 1985 :

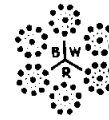
The Company continues to be a Sick Industrial Company under the Sick Industrial Companies (Special Provisions) Act, 1985.

FIXED DEPOSITS :

At the end of the financial year 1999-2000, unclaimed fixed deposits with the Company amounted to Rs. 41,000/-. There are no overdue fixed deposits with the Company other than unclaimed deposits.

PARTICULARS OF EMPLOYEES :

No employee of the Company is covered under Section 217 (2A) of the Companies Act, 1956.



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DIRECTORS :

In accordance with the Articles of Association of the Company, Shri Prakash Khaitan and Shri J. P. Bairagra, Directors of the Company retire by rotation and are eligible for re-election.

INSURANCE :

All property and insurable interests of the Company, including plant and machinery and stock, are adequately insured.

AUDITORS :

Auditors are to be appointed to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and their remuneration is to be fixed.

AUDITORS REPORT :

With regard to the Notes given in their report by the Auditors, your Directors are of the opinion that the same are self explanatory and no further explanations are deemed necessary.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :

In accordance with the requirements of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Directors) Rules, 1988 a Statement showing particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is annexed hereto and form a part of this Report.



By Order of the Board of Directors
For BOMBAY WIRE ROPES LIMITED

Mumbai,

Dated : the 6th day of October, 2000

K. K. KANORIA
Chairman