

MD	✓		BKC	✓
CS	✓		DPY	NA
RO	✓		DIV	NA
TRA	✓		AC	✓
AGM	✓	✓	SHI	✓
YE	✓	✓		

14TH  
ANNUAL REPORT  
1996-97

Report  junction.com

**BURR BROWN (INDIA) LIMITED**

**BURR BROWN (INDIA) LIMITED****BOARD OF DIRECTORS**

Mr. R.K. Gupta  
 Sqd. Ldr K.C. Katoch  
 (Wholetime Director)  
 Mr.G. Chidambar  
 Mr. R.D. Kitson  
 Mr. H.C. Gandhi  
 Mr. J.P. Gupta  
 Mr. S.M. Venkataraman

**CORPORATE OFFICE**

Usha Bhavan  
 A-41, M.C.I.E.  
 Delhi Mathura Road,  
 New Delhi - 110 044

**COMPANY SECRETARY**

Mr. K.K. Sharma

**AUDITORS**

M/s.Bansal & Co.,  
 Chartered Accountants,  
 E-95 A, Himalaya House,  
 23, Kasturba Gandhi Marg,  
 New Delhi - 110 001

**SHARE TRANSFER AGENTS**

Information Technologies (India) Limited  
 (R & T Division)  
 Usha House, B-II/100  
 Delhi Mathura Road, Badarpur  
 New Delhi - 110 044

**REGISTERED OFFICE**

Usha Puram,  
 UPSIDC Industrial Estate,  
 Jagdishpur, Distt. Sultanpur,  
 Uttar Pradesh Pin - 227817

**SHARE DEPARTMENT**

Usha House,  
 B-II/100, M.C.I.E.,  
 Delhi Mathura Road,  
 Badarpur  
 New Delhi - 110 044

**BANKERS OF THE COMPANY****INDIAN BANK**

New Delhi Main

New Delhi

**STATE BANK OF TRAVANCORE**

3, Bhikajicama Place

R.K. Puram, New Delhi

**SYNDICATE BANK**

Ballard Estate Branch

Bombay

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**BURR BROWN (INDIA) LIMITED****BURR BROWN (INDIA) LIMITED**

Regd. Office : Usha Puram, UPSIDC Industrial Estate, Jagdishpur, Distt. Sultanpur, U.P.- 227 817.

**NOTICE**

To  
The Shareholders,  
Burr Brown (India) Limited

**NOTICE** is hereby given that the 14th Annual General Meeting of the Shareholders of the Company will be held on Saturday, the 20th day of June, 1998 at 11.00 A.M. at the Registered Office of the Company at USHA PURAM, UPSIDC INDUSTRIAL ESTATE, JAGDISHPUR, DISTT. SULTANPUR, U.P.-227 817 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Balance Sheet as on 31st December, 1997, the Profit & Loss Account for the year ended on that date and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri J.P. Gupta who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Shri R.K. Gupta who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till 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(s), the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to Section 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 the remuneration payable to Sqn.Ldr. K.C. Katoch, Whole time Director of the Company, shall with effect from 01.10.1997 be revised as under :

Basic Salary	:	Rs.9,700/- p.m.
Special Allowance	:	Rs.4,600/- p.m.
Leased Accommodation	:	Rs.8,000/- p.m.

**Perquisites** : In addition to the salary Sqn. Ldr. K.C. Katoch shall be entitled to other perquisites such as Medical Reimbursement, Leave Travel Concession, Earned/Privileged Leave etc.

**RESOLVED FURTHER THAT** all other terms and conditions as approved by the Shareholders in the Annual General Meeting held on 9/6/1997 shall remain unaltered."

By order of the Board  
For Burr Brown (India) Limited

Place : New Delhi  
Date : 30/3/1998

**K.K. SHARMA**  
**COMPANY SECRETARY**

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON HIS BEHALF, IN CASE OF POLL. THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS IN ORDER TO BE EFFECTIVE SHALL BE SUBMITTED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Register of the Company shall remain closed from 16th June, 1998 to 20th June, 1998 (both days inclusive).
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 pertaining to Item No. 5 is enclosed.
4. Unpaid dividend for the year 1993-94 has been transferred to the General Revenue Account of Central Govt. pursuant to Section 205 A (5) of the Companies Act, 1956.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956.****ITEM NO.5**

Sqn.Ldr.K.C.Katoch was appointed as Whole time Director of the Company with effect from 1st July, 1995 on terms and conditions approved by the shareholders at the Annual General Meeting held on 10th October, 1995. Taking into account the need to compensate Sqn.Ldr.K.C. Katoch for the rising cost of living in the absence of a time scale in the existing remuneration package, the Board of Directors by Circular Resolution passed on 21.11.1997 decided subject to approval of the Shareholders, to revise with effect from 01.10.1997, the remuneration payable to Sqn.Ldr. K.C. Katoch as per the details set out in the resolution. The revised remuneration is in accordance with Schedule XIII of the Companies Act, 1956. The resolution is recommended for the consideration of Shareholders.

None of the Directors except Sqn.Ldr. K.C.Katoch, shall be deemed to be concerned or interested in the resolution.

**BURR BROWN (INDIA) LIMITED****DIRECTORS' REPORT**

To  
The Shareholders  
Burr Brown (India) Limited

Your Directors have pleasure in presenting the 14th Annual Report and Audited Statement of Accounts of the Company for the period ended 31st December, 1997 together with the Report of the Auditors thereon.

**FINANCIAL RESULTS AND FUTURE OUTLOOK**

During the year under review the financial sector has been adversely affected due to slackness in the economy and capital market. The Company had incurred a loss of Rs. 54.92 lacs. With the expected improvement in the market conditions, the company hopes to improve its operations in the current year.

**DIRECTOR**

Shri J.P. Gupta and Shri R.K. Gupta retire by rotation at this Annual General Meeting and being eligible offer themselves for re-appointment. During the period under review the following Directors have resigned from the Board :

1. Mr. Vinay Rai - w.e.f. 16/06/1997
2. Mr. Anil Rai - w.e.f. 06/06/1997
3. Mr. M.L. Wadhwa - w.e.f. 23/06/1997
4. Capt. G.P.S. Bhalla - w.e.f. 12/12/1997
5. Mr. K.P. Narasimhan - w.e.f. 24/01/1998

The Board while noting the resignation placed on record its appreciation of the contribution made by all the above Directors in the deliberation of the Board during their tenure.

**DEPOSITS**

The Company has not accepted any deposits from the public.

**PARTICULARS OF EMPLOYEES UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956**

The particulars of employees required to be given pursuant to Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975, as amended upto date are appended as Annexure 'A' and form part of this Report.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE INFLOW AND OUTFLOW**

In the absence of any manufacturing activity no details have been given as required under Section 217(1)(e) of the Companies Act, 1956 and the Rules framed thereunder. There has been no inflow or outgo of foreign exchange during the year.

**AUDITORS**

M/s Bansal & Co., the retiring Auditors being eligible offer themselves for re-appointment as Auditors of the Company. The Company has received a letter from M/s Bansal & Co., that the re-appointment, if approved by the members, will be in accordance with the provisions of Section 224(1B) of the Companies Act, 1956.

**ACKNOWLEDGEMENT**

Your Directors wish to place on record their deep appreciation for the continued support of shareholders, and the devoted services rendered by the Executives, Staff and Workers of the Company at all levels. Your Directors also acknowledge with gratitude the co-operation and assistance given by the Financial Institutions, Banks and Business Constituents during the year under review.

For and on behalf of the board

PLACE : New Delhi  
DATE : 30th March, 1998

K.C.KATOCH  
WHOLE-TIME DIRECTOR

R.D. KITSON  
DIRECTOR

**ANNEXURE 'A'**

Particulars of employees under Section 217(2A) of the Companies Act, 1956 and forming part of the Directors' Report for the period ended 31.12.1997.

Srl. No.	Name	Designation	Gross Remuneration	Qualification & Experience	Date of Joining	Age (years)	Last Employment
1.	Mr. D.S. Bisht	Chief Executive (Shipping Division)	Rs. 1,08,200/-	M.A., 39 Years in Shipping	01.06.95	62	Shipping Corporation of India Ltd., Bombay

\* Employed for part of the Year i.e. upto 31/03/1997.

**NOTES:**

1. Gross Remuneration includes Salary, Special Allowances, Leased Accomodation, Medical Allowance, LTA, Leave Encashment, Watchman and Gardner's Salary etc.
2. Mr. Bisht is not a relative of any Director of the Company.

For and on behalf of the Board

PLACE : New Delhi  
DATE : 30th March, 1998

K.C. KATOCH  
WHOLE-TIME DIRECTOR

R.D. KITSON  
DIRECTOR