16TH ANNUAL REPORT 1999

Report Junction.com

BURR BROWN (INDIA) LIMITED

BOARD OF DIRECTORS

Mr. Vinay Rai – Chairman Mr. Anil Rai – Co-Chairman

Mr. Amit Rai Mr. H.C. Gandhi Mr. V.C. Rai Mr. J.R. Gupta Mr. S.K. Mittal

Mr. D. Kar - Managing Director

AUDITORS

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

REGISTERED OFFICE

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

BANKERS TO THE COMPANY

Indian Bank Main Branch, New Delhi - 110 001

The United Western Bank Ltd. Alcon Chambers D. Bandokar Marg Panaji, Goa - 403 001

CORPORATE OFFICE

Usha Bhavan, A-41, Mohan Co-operative Estate, Mathura Road, New Delhi - 110 044

SHARE TRANSFER AGENTS

Information Technologies (India) Limited (STA Division)
Lesag House, 11/2, Sher Shah Suri Marg,
Badarpur
New Delhi - 110 044

CONTENTS	PAGE NO.
Notice	1-5
Directors' Report	6
Auditors' Report	7
Balance Sheet	8
Profit & Loss Account	9
Schedules	10-12
Note on Accounts	13-14
Balance Sheet Abstract and Company's General Profile	15
Cash Flow Statement	16
Attendance Slip & Proxy Form	17

BURR BROWN (INDIA) LIMITED

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

NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the Members of Burr Brown (India) Limited will be held on Friday, the 16th June, 2000 at 10.00 A.M. at the Registered Office of the Company at Usha Puram, UPSIDC Industrial Estate, Jagdishpur, District Sultanpur (U.P.) - 227 817 to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Balance Sheet as at 31st December, 1999, the Profit and Loss Account for the peniod ended as on that date and the Reports of the Directors' and the Auditors' thereon.
- 2. To appoint a Director in place of Mr. H.C. Gandhi who retires by rotation and being eligible offers himself for re-appointment.
- 3. To declare dividend.
- To appoint Auditors and fix their remuneration.

. SPECIAL BUSINESS

- To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution: "RESOLVED THAT Mr. Vinay Rai be and is hereby appointed as a director of the Company."
- To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution: "RESOLVED THAT Mr. Anil Rai be and is hereby appointed as a director of the Company."
- 7. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution: "RESOLVED THAT Mr. Amit Rai be and is hereby appointed as a director of the Company."
- 8. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution: "RESOLVED THAT Mr. Sushil Kumar Mittal be and is hereby appointed as a director of the Company."
- To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution: "RESOLVED THAT Mr. Vineet Chand Rai be and is hereby appointed as a director of the Company."
- 10. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution: "RESOLVED THAT Mr. Jeevan Ram Gupta be and is hereby appointed as a director of the Company."
- 11. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution: "RESOLVED THAT Mr. D. Kar be and is hereby appointed as a director of the Company."
- 12. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 198, 269, 309,317 and other applicable provisions, if any, read with Schedule XIII to the Companies Act, 1956, Article 117 of the Articles of Association of the Company, Mr. D. Kar, Director of the Company, be and is hereby appointed as Managing Director of the Company with effect from 28.04.2000 for a period of five years on the following terms and conditions:

- A) Basic Salary : Rs. 50,000/- (Rupees Fifty Thousand) per month in the grade of Rs. 50,000-1,00,000. The annual increment will be decided by the Board of Directors every year and will be performance based.
- B) Perquisites

Category - A

House rent allowance or leased accommodation including turnishing together with utilities such as gas, water, electricity, gardener, watchman, sweeper, helper and any other allowances as may be mutually agreed upon. The value of all such perquisites per month shall be restricted to one month's basic salary. Medical Reimbursement: Reimbursement of medical expenses actually incurred for self and family, subject to a ceiling of one month's basic salary in a year or three months' basic salary over a period of three years.

Leave travel Concession for self and family once in a year.

Personal Accident Insurance: Premium not to exceed Rs. 1000/- per annum,

Fees of clubs, subject to a maximum of two clubs, which will not include admission or life membership fees.

Earned/privilege leave: Leave on full pay and allowances as per the rules of the Company

Leave Encashment: Encashment of leave as per rules of the Company.

Category - E

Contribution towards Provident Fund and Pension/Superannuation Fund, provided however that the contribution to Provident Fund, Pension/Superannuation Fund shall not be considered or included for the computation of ceilings on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act.

Gratuity not exceeding half a month's salary for each completed year of service.

Category - C

Provision of car with driver and telephone at residence for official and personal use, provided however that the provision of car for use on Company's business and telephone at residence shall not be considered perquisites.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the above terms and conditions of appointment of Mr. D. Kar as it may from time to time, in its discretion deem fit, in terms of Section 269 read with Schedule XIII, Section 198, 309, 310 and other applicable provisions of the Companies Act, 1956 or in pursuance of any amendments to the said Sections and Schedule XIII of the said Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company, Mr. D. Kar be paid remuneration by way of salary, perquisites and any other allowances, not exceeding the limits prescribed in Section II of the Schedule XIII of the Companies Act, 1956."

13. To consider and if thought fit to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED AS A SPECIAL RESOLUTION THAT in pursuance of Section 17 of the Companies Act, 1956, approval of the shareholders of the Company be and is hereby accorded to the alteration of the Main Objects under Clause III in the Memorandum of Association of the Company in the following manner:

- The following existing sub-clause 2 of Clause IIIA be and is hereby deleted:
 - 2. To undertake and carry on all or any of the trade and business of shippers, ship owners, ship brokers, shipping agents and ship managers, tug owners, loading brokers, freight contractors, carriers by land and water, transport, haulage and general contractors, barge owners, lightermen, dock owners, engineers, ship store merchants, stevedores, warehousemen, wharfingers, salvors, ship repairers, including coastal shipping, maintenance of inland water ways, roads, bridges, sailing of vessels of all types in Inland Waterways and costal waters.
- ii) The existing sub-clauses 3 & 4 of Clause IIIA be and are hereby renumbered as sub-clause 2 and 3.

- iii) The following new sub-clauses be and are hereby inserted after sub-clause 3 of Clause IIIA:
 - 4. To create, process and distribute content for various kinds of media, including electronic media, innovative digital technology, multimedia and Animation Software services, production and precessing of video, audio and cinematographic contents and all other related business including services such as medical, legal and other transcription.
 - To produce, buy, sell, import, export or otherwise deal in television films, video and cinematographic films, video and cinematographic software, content development and distribution of entertainment software, computer generated and electronic games. To employ persons to write, compose, adopt or arrange plays, cinematograph and moving pictures, plays, sketches, songs, music, dances and other theatrical musical or variety compositions and to enter into agreement with authors, composers, and lyric writers or such other persons for the dramatic or other rights of operas, stage plays, operettas, revues, burlesques, vende villas, ballets, pantomimes, spectacular pieces, musical compositions, cinematographics and moving pictures, plays, scenarios and other musical and dramatic performance and entertainment for the representation thereof in any part of the world.
 - To provide online solution for training, evaluation and documentation and automation of educational systems over the internet through e-commerce sites and other media, custom software development and internet/intranet and extranet development.
 - 7. To design, plan, engineer, install, commission and commercially operate as an Internet Service Provider, Telecom and Multimedia Services and all kinds of services on internet telephony and other means of inter exchanges including conventional means of distribution and display/exhibition through cinema houses, concert halls, theatres etc.
 - B. To buy/sell all types of goods and provide services using electronic media including internet, television, radio or any such other media to consumers and/or to business whether in India and abroad."
- 14. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) and relevant Articles of the Articles of Association of the Company, consent of the shareholders be and is hereby given to increase the Authorised Share Capital of the Company from the present Rs. 40,00,00,000/- (Rupees Forty Crores) divided into 4,00,00,000 (Four Crores) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 55,00,00,000/- (Rupees Fifty Five Crores) by creation of additional 1,50,00,000 (One Crore Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT consequent to the increase of Authorised Capital of the Company, the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and the following new clause V be substituted therefor:

- V. The Authorised Capital of the Company is Rs. 55,00,0000/- (Rupees Fifty Five Crores) divided into 5,50,00,000 (Five Crores Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten) each with power to increase or reduce the capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to very, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may, for the time being, be provided by the Articles of Association of the Company."
- 15. To consider and if thought fit to pass, with or without modification(s), the following resolution as Special Resolution

"RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of Section 31 and other applicable previsions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby aftered in the following manner:

- i) The first paragraph beginning with the words "Unless the context" and ending with the words "on the company" of the existing Article 1A be substituted with the following paragraph:
 - "Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act and/or the Depositories Act, 1996 or any statutory modification thereof in force at the date at which the Articles become binding on the Company."
- ii) The following new definitions be inserted after the definition of 'Proxy' in Article 1A:

"Member" means the duly registered-holder from time to time of the shares of the Company of any class and includes the subscriber(s) of the Memorandum of the Company and also every person whose name is entered as the beneficial owner of any share in the records of the Depository, but does not include the bearer of a share warrant of the Company issued in pursuance of Section 114 of the Act.

"Beneficial Owner" shall have the meaning <mark>assigned the</mark>reto by Section 2(1) of the Depositories Act, 1996.

"Depository" shall have the meaning assigned thereto by Section 2(1)(e) of the Depositories Act, 1996.

"Depositories Act, 1996" shall mean Depositories Act, 1996 and include any Statutory modification or re-enactment thereof for the time being in force. "Securities & Exchange Board of India" means the Securities & Exchange Board of India Act, 1992.

- iii) Existing Article 3 of the Articles of Association of the Company be and is hereby substituted with the following:
 - "The Authorised Capital of the Company is Rs. 55,00,00,000/- (Rupees Fifty Five Crores) divided into 5,50,00,000 (Five Crores Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten) each with power to increase or reduce the capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to very, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may, for the time being, be provided by the Articles of Association of the Company."
- iv) The following new Article be inserted as Article 3A after Article 3:

Non voting shares

"Subject to the provisions of the Act and all other provisions of Law, as may be applicable, the Company may issue from time to time shares either equity or any other kind with non-voting rights and the resolutions authorising such issue shall prescribe the terms and conditions of the issue."

- v) The existing Article 4 be re-numbered as Article 4(1) and the following new Article be inserted as Article 4(2) after Article 4(1):
 - Intimation to Depository

"Notwithstanding anything contained in this Article, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to depository immediately on allotment of such securities."

vi) Existing Article 9 be substituted with the following Article:

The Company not bound to recognise any interest in share other than that of Registered holder or Beneficial owner

"Save as herein otherwise provided, the Company shall be entitled to treat the person whose name(s) appears on the Register of Members/Debentures as the holders of any share/debenture in the records of the Depository as the absolute owner thereof and accordingly shall not (except as may be ordered by a Court of competent jurisdiction or as may be required by law) be bound to recognise any benami trust or equitable, contingent, future or other claim or interest or partial interest in any such share/debenture on the part of any other person, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto on the part of any other person whether or not it shall have express or implied notice thereof, but the Board shall be at liberty and at its sole discretion decide to register any share/debenture in the joint names of any two or more persons or the survivor or survivors of them."

vii) The following new Article be inserted as Article 11(b)(i) after Article 11(b):

The Company to recognise interest in securities other than that of registered holder under Depositories Act

"The Company or the investor may exercise as option to issue, deal in, hold the securities (including shares) with the Depository in electronic form and the certificates in respect thereof shall be demterialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto, shall be governed by the provisions of the Depositories Act, 1996."

viii) The following new Articles be inserted as Articles 11(1), 11(2), 11(3) and 11(4) after article 11:

Power to company to dematerialise and rematerialise

"11(1) – The Company shall be entitled to dematerialise its existing shares, debentures, and other securities and rematerialise its such shares, debentures and other securities held by it with the Depository and/or offer its fresh shares and debentures and other securities in a dematerialised form pursuant to the Depositories Act, 1996 and the Rules framed thereunder, if any."

Option for Depositors

"11(2) – Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. A beneficial owner of any security can at any time opt out of a Depository, if permitted by law, in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates of Securities."

Securities in Depositories and Beneficial owner

"11(3)-All securities held by a Depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners."

Rights of Depositories and beneficial owner

"11(4) – (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.

- (b) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities attached to such of his securities which are held by a Depository."
- ix) The following new Article be inserted as Articles 40A and 40B after Article 40:

'Nomination'

"40A-(1) Every shareholder or debenture holder of the Company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be prescribed under the Act.

- (2) Where the shares or debentures of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be, shall vest in the event of death of all the joint holders in such manner as may be prescribed under the Act.
- (3) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares or debentures, the nominee shall, on the death of the shareholder or debentureholder or, as the case may be, on the death of the joint holders become entitled to all the rights in such shares or debentures, or, as the case may be, all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be prescribed under the Act.
- (4) Where the nominee is a minor, it shall be lawful for the holder of the shares, or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of the Company in the manner prescribed under the Act, in the event of his death, during the minority."

Transmission of securities

"40 B-(1) A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either:

- a) to register himself as holder of the share or debenture, as the case may be, or
- to make such transfer of the share or debenture, as the deceased shareholder or debenture holder as the case may be, could have made.
- (2) If the nominee elects to be registered as holder of the share or debenture, himself as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder, as the case may be.
- (3) A Nominee shall be entitled to the share dividend and other advantages to which he would be entitled if he were the registered holder of the share or debenture. Provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to meeting of the Company. Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys in respect of the share or debenture, until the requirements of the notice have been complied with."
- x) Existing Article 96 be substituted with the following Article:
 - Rotation and retirement of directors

At each Annual General Meeting of the Company one third of such Directors for the time being as are liable to retire by rotation, if their number is not three or multiple of three, then the number nearest to one-third shall retire from office.

xi) The existing Articles 106(1) and 106(2) be and are hereby deleted and the following new Articles 106(1), 106(2) and 106(3) be inserted after Article 105:

Chairman

(1) The Board may elect a Chairman of its meetings and determine the period for which he is to hold office. If no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the Co-Chairman, appointed under the Article 106(2) shall be the Chairman of the meeting. If both Chairman and Co-Chairman are not present within five minutes after the time appointed for holding the meeting, the Vice Chairman appointed under Article 106(3) shall be the Chairman of the meeting. If Vice-Chairman is also not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their member to be the Chairman of the Meeting.

Co-Chairman

(2) The Board may elect one of their members to be the Co-Chairman of its meetings and determine the period for which he is to hold office.

Vice-Chairman

- (3) The Board may elect of their members to be the Vice-Chairman of its meeting and determine the period for which he is to hold office.
- xii) The following new Articles be inserted as Articles 109(c) after Article 109(b):

How question to be decided

Subject to the provisions of Section 316, 372A and 386 of the Act, questions arising at any meeting shall be decided by a majority of votes, and in case of equality of votes, the Chairman shall have a second or casting vote.