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PHOENIX

11TH ANNUAL REPORT

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PHOENIX INTERNATIONAL LIMITED



PHOENIX INTERNATIONAL LTD.

BOARD OF DIRECTORS

MANAGING DIRECTOR

Shri Ajay Kalsi

DIRECTORS

Shri V.B. Oberoi

Shri Vikram Prakash

Shri V.N. Nadkarni

Shri Pramod Manocha

Shri Bhupender Nagpal

Shri M.K. Aggarwal

Shri S.K. Mandal (Nominee of IFCI)

COMPANY SECRETARY AND G.M.

Shri Janak Sachdeva

AUDITORS

Khanna & Annadhanam

BANKERS

State Bank of Patiala

Punjab & Sind Bank

Bank of Tokyo

Oriental Bank of Commerce

Times Bank

Registered Office

3rd/4th Floor, Gopala Tower,

25, Rajendra Place,

New Delhi - 110 008

Works

A-37, Sector-60

Noida 201 301.

Distt. GautamBudh Nagar

(U.P.)



PHOENIX INTERNATIONAL LTD.

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

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PHOENIX INTERNATIONAL LTD.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE ELEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF PHOENIX INTERNATIONAL LIMITED WILL BE HELD ON **TUESDAY THE 22nd SEPTEMBER, 1998 AT 11:30 A.M. AT MPCU, SHAH AUDITORIUM, 2-RAJ NIWAS MARG, DELHI - 110 054** TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider, and adopt the Balance Sheet as at 31.03.98 and the Profit and Loss Account for the year ended 31.03.1998 together with Auditors' & Directors' Reports thereon.
2. To declare the dividend on Equity Shares for the Year ended 31st March, 1998.
3. To appoint a Director in place of Mr. V.B. Oberoi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Vikram Prakash, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the company, and to fix their remuneration.

SPECIAL BUSINESS - ORDINARY RESOLUTION

6. To Consider and if thought fit to pass, with or without modification, the following resolution as Ordinary Resolution:-

"RESOLVED THAT in accordance with the provisions of sections 198, 269 and 309 read with Schedule XIII 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) the consent of the company be and is hereby accorded to the re-appointment of Shri Ajay Kalsi as Managing Director of the company, for a period of 5 years from the expiry of his present term of office, that is on and with effect from 01.12.1998.

FURTHER RESOLVED THAT Shri Ajay Kalsi shall receive the remuneration from the company as specified in the Explanatory Statement forming part of this notice which shall be in conformity with Schedule XIII of the Companies Act, 1956 including any statutory modification or re-enactment thereof, for the time being in force and/or any modifications that may hereafter be made thereto by the Central Govt. in that behalf from time to time and the Board of Directors be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.

FURTHER RESOLVED THAT Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said appointment so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 or any amendments thereto, as may be agreed to between Shri Ajay Kalsi and the company."
7. To Consider and if thought fit to pass, with or without modification, the following resolution as Ordinary Resolution:-

"RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, Shri M.K. Aggarwal, who was appointed by the Board of Directors as an Additional Director of the company and who holds office upto the date of the ensuing Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing from a member proposing the candidature of Shri M.K. Aggarwal for the office of the Director, be and is hereby appointed as Director of the company liable to retire by rotation."
8. To Consider and if thought fit to pass, with or without modification, the following resolution as Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 198, 269 & 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or re-enactment thereof and subject to such other approvals as may be necessary, Mr. Pramod Manocha who was appointed as an Additional Director under Section 260 and who holds office upto the date of this Annual General Meeting and in respect of whom company has received a notice in writing under Section 257 from a member proposing the candidature of Mr. Pramod Manocha for the office of Director, be and is hereby appointed as Whole Time Director of the company for a period of 5 years w.e.f. 01.10.97 on the terms and conditions including remuneration specified in the Explanatory Statement forming part of the notice.

FURTHER RESOLVED THAT Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said appointment so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto, as may be agreed to between Shri Pramod Manocha and the company."
9. To Consider and if thought fit to pass, with or without modification, following resolution as Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 198, 269 & 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or re-enactment thereof and subject to such other approvals as may be necessary, Mr. Bhupender Nagpal who was appointed as an Additional Director under Section 260 and who holds office upto the date of this Annual General Meeting and in respect of whom company has received a notice in writing under Section 257 from a member proposing the candidature of Mr. Bhupender Nagpal for the office of the Director, be and is hereby appointed as Whole Time Director of the company for a period of 5 years w.e.f. 01.10.97 on the terms and conditions including remuneration specified in the Explanatory Statement forming part of the notice.

FURTHER RESOLVED THAT Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said appointment so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 or any amendments thereto, as may be agreed to between Shri Bhupender Nagpal and the company."

By Order of the Board of Directors

PLACE : New Delhi
DATE : 29.06.1998

(Janak Sachdeva)
Company Secretary & G.M.



PHOENIX INTERNATIONAL LTD.

Notes :-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE INSTRUMENT APPOINTING A PROXY MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS PRIOR TO THE TIME OF THE MEETING.
3. Explanatory statement in respect of item nos. 6 to 9 pursuant to the provisions of section 173(2) of the Companies Act, 1956 are annexed herewith and form part of the notice.
4. The Register of Members and Share Transfer Books of the company will remain closed from 15.09.98 to 22.09.98 (both days inclusive).
5. The dividend, if declared at the meeting, will be paid to those shareholders, whose names appear in the register of members as on 22.09.98.
6. In order to avoid fraudulent encashment of dividend warrant(s), members are advised to inform details of their Bank account number and the name and address of the Bank, for incorporating the same in the Dividend Warrant.
7. Members are requested to notify any change in their address immediately to the company at its office at A-37, Sector-60, Noida (U.P.)
8. All documents referred to in the accompanying notice and explanatory statements are available for inspection at the Registered Office of the company on all working days between 11:00 A.M. and 5:00 P.M. upto the date of this Annual General Meeting.
9. As required under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Govt.) Rules 1978, unpaid/unclaimed dividend declared for the Financial Year ended 31.03.95 as Interim Dividend was transferred to General Revenue Account of the Central Govt. on 10.03.98. Shareholders who have not encashed the dividend warrants for the said period are requested to claim the amount from the Registrar of Companies, Delhi and Kanyasa Paryashala Bhawan, 2nd Floor, CGO Complex, Lodi Road, New Delhi. In case of any assistance, members are advised to write to the company.
10. The unpaid dividends that are due for transfer to the General Revenue Account of Central Government are as under:

Year ended	Date of Transfer
31st March, 1995 (Final Dividend)	02.11.1998
31st March, 1996	15.11.1999
31st March, 1997	15.11.2000

Shareholders who have not encashed the dividend warrants for the above referred financial years, are advised to write to company at its address at A-37, Sector - 60, Noida (U.P.)
11. Shareholders seeking any information with regard to Accounts are requested to write to the company at least 10 days before the date of the Annual General Meeting, so as to enable the management to accept the information ready.
12. As usual, no gift will be distributed to the shareholders attending the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF SPECIAL BUSINESS

Item No. 6

Shri Ajay Kalsi, the Managing Director of the company was appointed w.e.f. 01.12.93 for five years with the approval of the Central Govt. pursuant to Section 269 read with Section 198 and 309 of the Companies Act, 1956. The remuneration being paid to him was fixed in accordance with Part-II of Schedule XIII of the Companies Act, 1956. He is holding the said office upto 30th November, 1998. As specified in Section 317 of the Companies Act, 1956 he can be re-appointed for a further period of five years to come into force w.e.f. 01.12.1998. It is necessary to re-appoint him for overall control and supervision of the company.

TERMS AND CONDITIONS FOR APPOINTMENT

- A) **SALARY** : Rs. 50,000/- (Rupees Fifty Thousand only) per month including dearness allowance and all other allowances.



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B) PERQUISITES

Category 'A'

1. **HOUSING** - The expenditure by the Company on hiring furnished accommodation for the Managing Director will be subject to the following ceiling:
 - Housing I** - 60% of the Salary, over and above 10% payable by the Managing Director himself.
 - Housing II** - In case the accommodation provided to the Managing Director is owned by the Company, the Company shall deduct 10% from the salary of the Managing Director.
 - Housing III** - In case no accommodation is provided by the Company to the Managing Director, House Rent Allowance shall be paid by the Company to the Managing Director subject to the ceiling of 60% of the Salary.
2. **GAS, WATER & ELECTRICITY**
The company shall also incur expenditure on gas, electricity, water and furnishing subject to a ceiling of 10% of salary. These will, however, be valued as per Income Tax Rules, 1962.
3. **MEDICAL REIMBURSEMENT**
The company shall incur expenses of Mr. Ajay Kalsi and his family for medical aid subject to a ceiling of one month salary in a year or three months salary once in a period of 3 years.
4. **LEAVE TRAVEL CONCESSION**
Mr. Ajay Kalsi shall be eligible for Leave Travel for self and family once in a year to any part of India. This is in line with the rules framed by the company.
5. **CLUB FEES**
Mr. Ajay Kalsi shall be eligible to payment of fees of two clubs of which he is a member. No admission or life membership fee shall be payable.
6. **PERSONAL ACCIDENT INSURANCE**
Mr. Ajay Kalsi shall be insured by the company against personal accident subject to a ceiling of Rs. 4,000/- per annum as payment of premium.

Category 'B'

7. **PROVIDENT FUND**
Mr. Ajay Kalsi shall be eligible for contribution towards Provident Fund, Superannuation or Annuity Funds by the company.
8. **GRATUITY**
Gratuity shall be payable on the basis of half month salary for each completed year of service.

Category 'C'

9. **CAR & TELEPHONE**
Mr. Ajay Kalsi shall be eligible for company's car alongwith driver for use on company's business and 2 (two) telephones at his residence (owing to business need for international calls/fax). These will not be considered as perquisite. All personal long distance charges on telephone and use of car for personal purposes shall be billable by the company.

C) REIMBURSEMENT

Mr. Ajay Kalsi shall also be eligible for all expenses incurred by him on behalf of the company for its normal business including expenditure on entertainment of business visitors etc.

D) MINIMUM REMUNERATION

Subject to overall limit specified in Schedule XIII read with Section 198 (4) of the Companies Act, 1956 perquisites specified above shall be payable as minimum remuneration to the Managing Director in the event of absence or inadequacy of profits in any financial year.

Your directors recommend the resolution to be passed as Ordinary Resolution. No Director except Shri Ajay Kalsi is interested in the Resolution.

Above mentioned terms and conditions of appointment of Shri Ajay Kalsi as Managing Director be treated as an abstract pursuant to Section 302 (2) of the Companies Act, 1956.



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Item No. 7

Mr. M. K. Aggarwal who was co-opted as an Additional Director w.e.f. 01.12.97 is holding office upto the date of this Annual General Meeting. Mr. M. K. Aggarwal is a retired Managing Director of State Bank of Hyderabad and has very long experience in banking and financial functions. His expert guidance and knowledge shall be very useful for the company's functions. One of the members has sent notice in writing pursuant to Section 257 of the Companies Act, 1956 to the company proposing the candidature of Shri M.K. Aggarwal for the office of the Director. Your Directors recommend to approve the appointment of Mr. M.K. Aggarwal as Director to retire by rotation.

No Director is concerned or interested in the Resolution except Mr. M.K. Aggarwal, a Director of the company.

Item No. 8

Mr. Pramod Manocha was appointed as Additional Director w.e.f. 01.10.1997 and he being the employee was designated as a Whole Time Director on the terms and conditions including remuneration as under which is in accordance with the limits specified in Part - II of Schedule XIII of the Companies Act, 1956. In accordance with Part - III of Schedule XIII of the Companies Act, 1956, approval of the shareholders is necessary in the Annual General Meeting for such appointment and remuneration. Pursuant to Section 257 of the Companies Act, 1956, the company has received a notice from one of the members signifying his intention to propose him as a candidate for the office of the Director and deposited requisite amount with the company as security as required under the said Section. Mr. Pramod Manocha is professionally qualified, FCA, and has very large experience in dealing in all financial matters and fund management. His inclusion on the Board will be in the interest of the company.

TERMS AND CONDITIONS

- a) **SALARY** : Rs.25.000/- (Rupees Twenty Five Thousand Only) per month.
- b) **PERQUISITES** :
In addition to the aforesaid salary, the Whole-Time Director shall be entitled to the following perquisites:-
 - i) **HOUSING** - The expenditure by the Company on hiring furnished accommodation for the Whole-Time Director will be subject to the following ceiling:
 - Housing I** - 60% of the Salary, over and above 10% payable by Whole-Time Director himself.
 - Housing II** - In case the accommodation provided to the Whole-Time Director is owned by the Company, the Company shall deduct 10% from the salary of the Whole-Time Director.
 - Housing III** - In case no accommodation is provided by the Company to the Whole-Time Director, House Rent Allowance shall be paid by the Company to the Director subject to the ceiling of 50% of the Salary.
 - ii) **MEDICAL REIMBURSEMENT**
Expenses incurred for self and family on medical treatment shall be reimbursed to the Whole-Time Director subject to the ceiling of one month's Salary per year.
 - iii) **LEAVE TRAVEL CONCESSION**
Leave Travel Concession for self and family subject to a ceiling of one month's salary per year will be paid to Whole-Time Director.
 - iv) **PROVIDENT FUND**
Company's contribution towards Provident Fund subject to a ceiling of 12% of salary.
 - v) **GRATUITY**
Not exceeding half month's salary for each completed year of service.
 - vi) **CAR AND TELEPHONE**
The Company shall provide car for use of Company's business and telephone at the residence of the Whole-Time Director. However, personal long distance calls on telephone and use of car for private purposes shall be billed by the Company to the Whole-Time Director.
 - vii) **CHILDREN EDUCATION ALLOWANCE**
Children Education Allowance @ Rs.50/- per child per month subject to maximum of two children shall be paid to Whole-Time Director.
 - viii) **DRIVER'S SALARY**
Company shall reimburse salary paid to Driver by the Whole-Time Director.



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c) **LEAVE**

Earned/ Privilege leave, not exceeding fifteen days for every year of service on full salary. Leave accumulated and not availed of during the tenure as Whole-Time Director will be allowed to be encashed at the time of cessation from the Directorship.

d) **REIMBURSEMENTS**

Apart from the aforesaid salary, perquisites, allowances and benefits, the Whole-Time Director will be entitled to reimbursement of expenses incurred in connection with business of the Company.

e) **SITTING FEES**

No sitting fees will be paid to the Whole-Time Director for attending the meetings of the Board of Directors of the Company or Committees thereof.

f) **INCREMENTS**

The Whole-Time Director shall be entitled to an Annual increment of an amount not exceeding Rs.10,000 on basic salary as may be decided by the Board of Directors.

MINIMUM REMUNERATION

Subject to overall limit specified in Schedule XIII read with Section 198 (4) of the Companies Act, 1956, perquisites specified above shall be payable as minimum remuneration to the Whole-Time Director in the event of absence/ inadequacy of profits in any financial year.

Your Directors recommend the Resolution to be passed as Ordinary Resolution. No Director except Shri Pramod Manocha is interested in the Resolution.

Above mentioned terms and conditions of appointment of Shri Pramod Manocha as a Whole Time Director be regarded as an abstract pursuant to Section 302 (2) of the Companies Act, 1956.

Item No. 9

Mr. Bhupender Nagpal was appointed as Additional Director w.e.f. 01.10.1997 and he being the employee was designated as a Whole Time Director on the terms and conditions including remuneration as under which is in accordance with the limits specified in Part - II of Schedule XIII of the Companies Act, 1956. In accordance with Part - III of Schedule XIII of the Companies Act, 1956, approval of the shareholders is necessary in the Annual General Meeting for such appointment and remuneration. Pursuant to Section 257 of the Companies Act, 1956, the company has received a notice from one of the members signifying his intention to propose him as a candidate for the office of the Director and deposited requisite amount with the company as security as required under the said Section. Mr. Bhupender Nagpal is technically qualified Engineer and has large experience in handling all production and sales matters for large industries. His inclusion on the Board will be in the interest of the company.

TERMS AND CONDITIONS

a) **SALARY** : Rs.25,000/- (Rupees Twenty Five Thousand Only) per month.

b) **PERQUISITES** :

In addition to the aforesaid salary, the Whole-Time Director shall be entitled to the following perquisites:-

- i) **HOUSING** - The expenditure by the Company on hiring furnished accommodation for the Whole-Time Director will be subject to the following ceiling:
 - Housing I** - 60% of the Salary, over and above 10% payable by Whole-Time Director himself.
 - Housing II** - In case the accommodation provided to the Whole-Time Director is owned by the Company, the Company shall deduct 10% from the salary of the Whole-Time Director.
 - Housing III** - In case no accommodation is provided by the Company to the Whole-Time Director, House Rent Allowance shall be paid by the Company to the Director subject to the ceiling of 50% of the Salary.
- ii) **MEDICAL REIMBURSEMENT**
Expenses incurred for self and family on medical treatment shall be reimbursed to the Whole-Time Director subject to the ceiling of one month's Salary per year.
- iii) **LEAVE TRAVEL CONCESSION**
Leave Travel Concession for self and family subject to a ceiling of one month's salary per year will be paid to Whole-Time Director.



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iv) **PROVIDENT FUND**

Company's contribution towards Provident Fund subject to a ceiling of 12% of salary.

v) **GRATUITY**

Not exceeding half month's salary for each completed year of service.

vi) **CAR AND TELEPHONE**

The Company shall provide car for use of Company's business and telephone at the residence of the Whole-Time Director. However, personal long distance calls on telephone and use of car for private purposes shall be billed by the Company to the Whole-Time Director.

vii) **CHILDREN EDUCATION ALLOWANCE**

Children Education Allowance @ Rs.50/- per child per month subject to maximum of two children shall be paid to Whole-Time Director.

viii) **DRIVER'S SALARY**

Company shall reimburse salary paid to Driver by the Whole-Time Director.

c) **LEAVE**

Earned/ Privilege leave, not exceeding fifteen days for every year of service on full salary. Leave accumulated and not availed of during the tenure as Whole-Time Director will be allowed to be encashed at the time of cessation from the Directorship.

d) **REIMBURSEMENTS**

Apart from the aforesaid salary, perquisites, allowances and benefits, the Whole-Time Director will be entitled to reimbursement of expenses incurred in connection with business of the Company.

e) **SITTING FEES**

No sitting fees will be paid to the Whole-Time Director for attending the meetings of the Board of Directors of the Company or Committees thereof.

f) **INCREMENTS**

The Whole-Time Director shall be entitled to an Annual increment of Rs.10,000 on basic salary as may be decided by the Board of Directors.

MINIMUM REMUNERATION

Subject to overall limit specified in Schedule XIII read with Section 198 (4) of the Companies Act, 1956, perquisites specified above shall be payable as minimum remuneration to the Whole Time Director in the event of absence/ inadequacy of profits in any financial year.

Your Directors recommend the Resolution to be passed as Ordinary Resolution. No Director except Shri Bhupender Nagpal is interested in the Resolution.

Above mentioned terms and conditions of appointment of Shri Bhupender Nagpal as a Whole Time Director be regarded as an abstract pursuant to Section 302 (2) of the Companies Act, 1956.

By order of the Board

PLACE : New Delhi
DATE : 29.06.1998

(Janak Sachdeva)
Company Secretary & G.M.



PHOENIX INTERNATIONAL LTD.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 11th Annual Report together with Audited Statement of Accounts of the Company for the year ended 31st March, 1998.

Financial Highlights

	1997-98 (Rs. in Lacs)	1996-97 (Rs. in Lacs)
Sales and Other Income	20767.44	11106.70
Profit before Depreciation	2236.01	792.83
Less : Depreciation	304.22	236.66
Profit before taxation	1931.79	556.17
Less : Provision for taxation	4.68	76.57
Net Profits available for Appropriation	1927.11	479.60
Appropriation		
Proposed dividend	167.90	41.77
Tax on proposed dividend	16.79	4.18
Transfer to Debenture Redemption Reserve	10.00	10.00
Balance carried to Balance Sheet	1732.42	423.65
	1927.11	479.60

Operational Performance

During the year 1997-98, the Company achieved turnover of Rs.200.46 crores as against turnover of Rs.108.51 crores in the previous year. Profit after tax increased from Rs.4.79 crores to Rs.19.27 crores. Profitability improved by 302%.

Turnover relating to shoes increased to Rs.99.42 crores from Rs.38.98 crores in the previous year showing an increase of 155%.

The domestic distribution network of the Company has been strengthened. The Company received good response to the introduction of new models of Shoes.

Future outlook / Diversification Plan

The Directors are confident of improving the performance in the current year. Regarding the diversification plans, members are aware that the Company earlier proposed to set-up 3 MT per annum, Cement Plant Project through its subsidiary, Phoenix Cement Limited. Due to slackness in the Cement industry and non availability of land at the earlier location of Satna, M.P., it has been decided to prune the Cement Project capacity to 1.2 MT per annum. The subsidiary Company has decided to shift the site of Cement Plant to cement deficit area in the State of Haryana, where the Company will have substantial freight advantage as compared to the other competitors.

The Directors are pleased to inform the members that the Company has signed two Power Purchase Agreements for setting up 25 MW Liquid Fuel Power Projects in Haryana. Fuel linkage has also been tied-up and a new Power Company promoted by your Company has been incorporated.

Exports

The Company continued to be a net foreign exchange earner for India. Export sales on FOB terms increased from Rs.95 crores to Rs.155 crores. The Company also exported 12500 MT Refined Sugar valuing Rs.20.30 crores and 13648 MT Rice valuing Rs.16.74 crores.

Finance

During the year, the Company has obtained Foreign Currency Loan of US\$ 15 million. The loan has been guaranteed by IFCI and utilised for pre-paying Rupee Term Loan from IFCI.

Particulars of the Employees

The particulars of the employees as per Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 are annexed hereto as Annexure 1 and form part of this report.

Deposits

The Company has repaid in full the deposits, accepted pursuant to Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposit) Rules, 1975 on or before 3rd April, 1998. No unclaimed or unpaid deposits are outstanding as on date. Company has not accepted any deposits thereafter.

Director

During the year under review, Mr. M.K. Aggarwal was appointed as an Additional Director w.e.f. 1st December, 1997. He is proposed to be re-appointed as Director to retire by rotation. Mr. Pramod Manocha and Mr. Bhupender Nagpal were appointed as Whole-Time Directors both w.e.f. 1st October, 1997. Mr. Ajay Kalsi is proposed to be re-appointed as Managing Director for a further period of five years w.e.f. 1st December, 1998. Mr. V.B. Oberoi