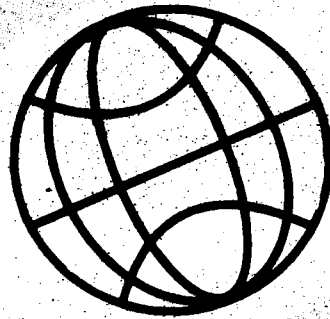


CLC GLOBAL LTD



**11TH ANNUAL REPORT
2002-03**

Report  junction.com

(FORMERLY KNOWN AS APRO BIOCHEM & ENGINEERING LIMITED)

A-60, OKHLA INDUSTRIAL AREA, PHASE II, NEW DELHI 110 020

CLC Global Ltd.**11th Annual Report****Board of Directors**

Shri Ajay Kumar Choudhary	Chairman
Shri Mukund Choudhary	Managing Director
Shri Kapil Choudhary	Whole Time Director
Shri Deepak Diwan	Director
Shri S C Grover	Director
Shri S P Setia	Director

Chief Finance Officer & Company Secretary

Shri Amrit Agrawal

Auditors

M/s Sunil Jain & Co.
Chartered Accountants

Bankers

Canara Bank, Kaison House, Chandni Chowk Branch, Delhi 110 006
Vysya Bank, Chandni Chowk Branch, Delhi 110 006

Registrars & Share Transfer Agents

Beetal Financial & Computer Services (P) Ltd.
321-S, Chirag Delhi, New Delhi 110 017

Equity Shares Listed

The Stock Exchange, Mumbai
The Delhi Stock Exchange Association Ltd., New Delhi
The Stock Exchange, Ahmedabad

Contents :-

	P. No.
Notice of Annual General Meeting	
Director's Report	1
Corporate Governance	3
Management Discussion And Analysis Report	12
Auditor's Report	14
Balance Sheet	17
Profit & Loss A/c	18
Schedules	19
Notes to Accounts (Sech-21)	
Cash Flow Statement	26
Company's Business Profile	27
Attendance Slip / Proxy Form	

NOTICE

The Eleventh Annual General Meeting of the Members of CLC Global Limited (formerly known as Apro Biochem & Engineering Limited) will be held on Thursday the 28th August, 2003 at 10.30 A.M. at Registered Office of the Company at A-60, Okhla Industrial Area, Phase II, New Delhi 110 020 to transact the following business :

ORDINARY BUSINESS :

1. To receive and adopt the Audited Profit & Loss Account for the year ended 31st March, 2003 and Balance Sheet as at that date and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Ajay Kumar Choudhary, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Shri Kapil Choudhary, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors 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 in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, Shri Suraj Parkash Setia, an Additional Director who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. 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 293 (1) (c) and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors be and are hereby authorized to invest/purchase of Yarn Manufacturing Unit having capacity to produce yarn upto 4500 MT. per annum situated in the State of Maharashtra."

"FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to invest/purchase any manufacturing unit of Yarn/Fabric and related products and negotiate/execute/modify/sign all necessary documents from time to time in the interest 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 pursuant to Section 292 (1) (d) and other applicable provisions, if any, of the Companies Act, 1956, Shri Mukund Choudhary and/or Shri Kapil Choudhary be and are hereby severally authorized to negotiate/execute/modify/sign all necessary documents to purchase of Yarn Manufacturing Unit situated in the State of Maharashtra from time to time in the interest of the Company.”

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

“RESOLVED THAT pursuant to Section 372 A and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors of the Company be and are hereby authorized to give Guarantee/Corporate Guarantee or provide security in connection with loans made by any other Person/Body Corporate upto a limit of Rs. 350 lakhs (Rupees Three hundred and Fifty lakhs only) outstanding at any time in such terms and conditions as the Board may think fit, provided that such giving of guarantee or providing of security is in the opinion of the Board made only for furthering the business interest of the Company.”

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

“RESOLVED THAT supercession of earlier resolution passed by the members of the Company on 30-9-2002 and pursuant to Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 the Board of Directors of the Company be and are hereby authorised to borrow money notwithstanding that money to borrowed, together with the moneys already borrowed by the Company (a part from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but so that the total amount upto which the money may be borrowed shall not exceed Rs. 40.00 Crores (Rupees Forty Crores only) from the Paid up Capital of the Company and its Free Reserves.”

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

“RESOLVED THAT in supercession of earlier Resolution passed by the members in accordance with the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves of the variation in the terms of remuneration of Shri Mukund Choudhary, Managing Director for remaining tenure of his service with liberty to the Board of Directors to alter and vary terms and conditions thereof in such manner as may be agreed between Board of Directors and Shri Mukund Choudhary within the limits approved by the members.”

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

“RESOLVED THAT in supercession of earlier Resolution passed by the members in accordance with the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves of the variation in the terms of remuneration of Shri Kapil Choudhary, Whole Time Director for remaining tenure of his service with liberty to the Board of Directors to alter and vary terms and conditions thereof in such manner as may be agreed between Board of Directors and Shri Kapil Choudhary within the limits approved by the members.”

NOTES :

- a. The Explanatory Statements, pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the business under Item Nos. 5 to 11 accompanying notice is as under.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. The Proxy Form should be lodged with the Company at its Registered Office at least 48 hours before the time of the Meeting.
- c. The Register of Members and Share Transfer Books of the Company will remain closed from 23-08-2003 to 27-08-2003 (both days inclusive).
- d. All documents referred in the notice are open for inspection at the Registered Office of the Company between 10.00 A.M. to 1.00 P.M. on any working day upto the date of Annual General Meeting and also at the meeting.
- e. Members are requested to intimate the change, if any, in their registered address immediately.
- f. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.
- g. Members desiring any information as regards to the Accounts are requested to write to Company at an early date so as to enable the management to keep the information ready at the meeting.
- h. As per provisions of the Companies Act, 1956, facility for making nominations is now available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company.
- i. For any queries on the Depository System, members may contact any Depository participant or the Share Department at the Registered Office of the Company.

CLC Global Ltd.**11th Annual Report**

- j. In terms of Clause 49 of the Listing Agreement executed with Stock Exchanges, a brief resume of directors who are proposed to be appointed at this meeting is given in Corporate Governance.

Place : New Delhi
Dated : 19-07-2003

BY ORDER OF THE BOARD

**AMRIT AGRAWAL
CHIEF FINANCE OFFICER &
COMPANY SECRETARY**

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO. 5.

Shri Suraj Parkash Setia was appointed as an Additional Director by the Board w.e.f. 28th April, 2003 in terms of Section 260 of the Companies Act, 1956. Shri Suraj Parkash Setia holds office as Director until this Annual General Meeting but eligible for re-appointment. Notice have been received from member as required by Section 257 of the Company Act, 1956 proposing his candidature as a Director of the Company liable to retire by rotation.

Shri Suraj Parkash Setia born on 04th February, 1942 and he is Science graduate and Gold Medalist in Textiles and also having good experience in textile since 1962.

None of the Directors except Shri Suraj Parkash Setia deemed to be concerned or interested in the resolution.

Shri Suraj Parkash Setia is being taken on the Board as an Independent Director and with the above said appointment there will be 3 Independent Directors and 3 Promoter Directors in the Board.

ITEM NO. 6

Presently Company is doing trading in Textile and Structural Steel/Ferro Alloy and related products, to carry the manufacturing of Yarn, Company is planning to purchase Yarn Manufacturing Unit having 25000 to 30000 spindles, which can produce approximately 4500 MT. per annum situated in the State of Maharashtra.

The members approval also sought for acquiring/purchasing any manufacturing plant of Yarn/Fabric and related products in future.

Directors recommend the resolution for adoption by the members.

None of the Director of the Company may be deemed to be concerned or interested in the resolution.

ITEM NO. 7

Since the Company is planning to acquire/purchase the Yarn Manufacturing Unit, it is required to authorize Shri Mukund Choudhary and/or Shri Kapil Choudhary to negotiate/execute/modify/sign all necessary documents to purchase of Yarn Manufacturing Unit for the value upto Rs. 3000 lakhs.

The member's approval also sought for authorizing Shri Mukund Choudhary and/or Shri Kapil Choudhary for negotiate/execute/modify/sign all necessary documents to purchase/acquire any manufacturing plant of Yarn/Fabric and related products in future.

Directors recommend the resolution for adoption by the members.

None of the Director of the Company may be deemed to be concerned or interested in the resolution.

ITEM NO. 8

Company is planning to diversify its business activities by acquiring various manufacturing plants of yarn/fabric and hydel power generation units and it is necessary to the Company to provide Corporate Guarantee up to limit of Rs. 350 lakhs to any Persons/Body Corporate obtaining loan/financial assistance from time to time.

Directors recommend the resolution for adoption by the members.

None of the Director of the Company may be deemed to be concerned or interested in the resolution.

ITEM NO. 9

The Company at its 10th Annual General Meeting held on 30th September, 2002 has empowered the Board of Directors of the Company to borrow and raise money not exceeding 15.00 crores (Rupees Fifteen crores only). Since then the Company is planning to diversifying its business activities by purchase/acquire the manufacturing units of Yarn/Fabric and related products manufacturing units. To purchase/acquire of such plants Company required to obtain financial assistance from Financial Institutions/Banks, accordingly it is necessary to increase the borrowing power of the Board of Directors not exceeding of Rs. 40.00 crores (Rupees Forty crores only) from Paid up Capital of the Company or its Free Reserves (excluding the temporary loan obtained in the ordinary course of business).

Directors recommend the resolution for adoption by the members.

None of the Director of the Company may be deemed to be concerned or interested in the resolution.

ITEM NO. 10 & 11.

At the Extra Ordinary General Meeting of the Company held on 29-7-2002 the members had approved the appointment of Shri Mukund Choudhary, as Managing Director and Shri Kapil Choudhary as Whole Time Director of the Company on the respective remunerations as were specified in the explanatory statements annexed to the Notices of the said meeting.

It is to inform the Members that Shri Mukund Choudhary and Shri Kapil Choudhary each has drawn the remuneration of Rs. 50,000/- w.e.f. 01-04-2000 in the demerged Company. Since then, there are no upward revisions in their salary and it is required to revise the remuneration payable to Managing Director and Whole Time Director.

The Board of Directors of the Company has, therefore, subject to confirmation by the members, revised the Salary Scales of Managing Director and Whole Time Director as under.

Terms & condition of appointment and remuneration each payable to Shri Mukund Choudhary/ Shri Kapil Choudhary :

Overall Remuneration

Subject to the provision of Section 198,269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, remuneration payable to Chairman, Managing Director and Directors in a financial year does not exceed 10% (Ten percent) of the net profit of the Company.

Wherein any financial year, during the tenure of Shri Mukund Choudhary/Kapil Choudhary, the Company has no profit or its profit are inadequate, the remuneration payable to Shri Mukund Choudhary/ Shri Kapil Choudhary will be according to Schedule XIII of the Companies Act, 1956.

Within the aforesaid ceiling remuneration payable to each to Shri Mukund Choudhary/Shri Kapil Choudhary shall be as follows:

- I. Salary: Rs. 55,000/- (Rupees fifty five thousand only) per month with an annual increase upto 40%.
- II. Perquisites
 - a). Rent free unfurnished accommodation and reimbursement of telephone and fax expenses, the value of such accommodation being evaluated in accordance with the provisions of the Income Tax rules.
 - b). Conveyance: Company car with chauffeur or alternatively Company to maintain personal car and provide him with chauffeur. Monetary value of private use to be evaluated in accordance with the Income Tax Rules.
 - c). Medical Benefits: Reimbursement of medical expenses for himself and his family actually incurred during the continuance of his employment as per rules of the Company up to a limit of one month's salary in a year or three month salary over a period of 3 Years.

CLC Global Ltd.**11th Annual Report**

- d). Leave: 27 working days (Traveling time included) once in every year of service, with encashment of unavailed leave.
- e). Leave Travel Assistance: once in every year of Service or as per rules of the Company.
- f). Club Fees: will be subject to maximum of two clubs. No admission or life membership fees will be paid.
- g). Contribution of provident fund, Superannuation Fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- h). Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of unavailed leave at the tenure shall not be included in the computation of the ceiling on remuneration in terms of Schedule XIII to the Companies Act, 1956.
- i). No sitting fees will be paid for attending meeting of Board/Committee attended by him.
- j). Personal Accident Insurance : Premium not to exceed Rs. 1000/- p.a.
- k). Medical Insurance for himself and his family members.

The resolution for the revision in the remunerations of Shri Mukund Choudhary and Shri Kapil Choudhary recommended for acceptance by the Members.

The earlier resolutions relating to their appointment and remuneration are open for inspection of the members at the registered office of the Company between 9.30 A.M. to 1.30 P.M. on any working day of the Company.

Shri Mukund Choudhary and Shri Kapil Choudhary are interested in their respective resolutions pertaining to the revision in the terms of their remuneration as aforesaid.

None of the directors except Mukund Choudhary and Shri Kapil Choudhary are interested or concerned in the proposed resolutions.

Place : New Delhi
Dated : 19-07-2003

BY ORDER OF THE BOARD

**AMRIT AGRAWAL
CHIEF FINANCE OFFICER &
COMPANY SECRETARY**



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