



CRC CARRIER Limited

**13th
Annual Report
1998-99**

CRC CARRIER Limited**BOARD OF DIRECTORS**

Ghanshyam Agarwal
S.R.Agarwal
K.R.Agarwal
R.R.Agarwal
A.R.Agarwal
M.P.Mehrotra
G.N.Mehra
D.B.Lal

Chairman & Managing Director
Managing Director
Executive Director
Executive Director
Executive Director

COMPANY SECRETARY

R.K.Jain

BANKERS

The Bank of Rajasthan Ltd.

AUDITORS

M/s. Golecha & Golecha
Chartered Accountants
Mumbai

REGISTERED OFFICE

D-37/4, T.T.C., MIDC Industrial Area,
Turbhe,
Navi Mumbai 400 613.

IN HOUSE SHARE DEPARTMENT

D-37/4, T.T.C., MIDC Industrial Area,
Turbhe,
Navi Mumbai 400 613.

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NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting of members of CRC CARRIER LTD. will be held at its registered office at D-37/4, T.T.C., MIDC Industrial Area, Turbhe, Navi Mumbai - 400 613, on Saturday, the 28th day of August, 1999, at 1.00 p.m. to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the audited Profit and Loss Account of the Company for the year ended 31st March, 1999 and the Balance Sheet as on that date together with the Directors' and Auditors' Reports thereon.
- 2) To appoint a Director in place of Shri Ramesh Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint a Director in place of Shri D. B. Lal, 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 until 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 in accordance with the provisions of Sections 198, 269, 309, 310 read with Schedule - XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the limits specified in Schedule XIII to the said Act, the Company hereby approves the re-appointment of Shri G. D. Agarwal as Managing Director of the Company for a period of 2 (two) years with effect from 1st April, 1999, on the existing terms and conditions including remuneration as are set out in the agreement entered into between the Company and Shri G. D. Agarwal, the copy whereof is placed before this meeting and is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the term(s) and condition(s) of the said appointment and/or Agreement so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 including any statutory modification or re-enactment thereof, for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government in that behalf subject to the condition that any such amendment/s or alteration/s in the terms of agreement referred hereinabove are agreed upon by Shri G. D. Agarwal and the Board of Directors on behalf of the Company.

RESOLVED FURTHER THAT wherein in any financial year, the Company has no profits or its profits are inadequate, the Company may pay Shri G. D. Agarwal by way of salary, perquisites and other allowances not exceeding the limits specified in the Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and to take such steps as may be necessary to give effect to this resolution."

- 6) 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 Sections 198, 269, 309, 310 read with Schedule - XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the limits specified in Schedule XIII to the said Act, the Company hereby approves the re-appointment of Shri Suresh Agarwal as Managing Director of the Company for a period of 2 (two) years with effect from 1st April, 1999, on the existing terms and conditions including remuneration as are set out in the agreement entered into between the Company and Shri Suresh Agarwal, the copy whereof is placed before this meeting and is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the term(s) and condition(s) of the said appointment and/or Agreement so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 including any statutory modification or re-enactment thereof, for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government in that behalf subject to the condition that any such amendment/s or alteration/s in the terms of agreement referred hereinabove are agreed upon by Shri Suresh Agarwal and the Board of Directors on behalf of the Company.

CRC CARRIER LIMITED

RESOLVED FURTHER THAT wherein in any financial year, the Company has no profits or its profits are inadequate, the Company may pay Shri Suresh Agarwal by way of salary, perquisites and other allowances not exceeding the limits specified in the Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and to take such steps as may be necessary to give effect to this resolution."

- 7) 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 Sections 198, 269, 309, 310 read with Schedule - XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the limits specified in Schedule XIII to the said Act, the Company hereby approves the re-appointment of Shri Ramesh Agarwal as Wholetime Director (designated as Executive Director), of the Company for a period of 2 (two) years with effect from 1st April, 1999, on the existing terms and conditions including remuneration as are set out in the agreement entered into between the Company and Shri Ramesh Agarwal, the copy whereof is placed before this meeting and is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the term(s) and condition(s) of the said appointment and/or Agreement so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 including any statutory modification or re-enactment thereof, for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government in that behalf subject to the condition that any such amendment/s or alteration/s in the terms of agreement referred hereinabove are agreed upon by Shri Ramesh Agarwal and the Board of Directors on behalf of the Company.

RESOLVED FURTHER THAT wherein in any financial year, the Company has no profits or its profits are inadequate, the Company may pay Shri Ramesh Agarwal by way of salary, perquisites and other allowances not exceeding the limits specified in the Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and to take such steps as may be necessary to give effect to this resolution."

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

"RESOLVED THAT in terms of section 17 and all other applicable provisions if any, of the Companies Act, 1956, the Objects Clause III (B) of the Memorandum of Association of the Company be and is hereby amended by inserting the following new sub-clause 29(A) after the existing sub-clause 29.

29(A) To amalgamate or to merge or to enter into arrangements for business co-operations / joint ventures with any other company or body of persons having same or similar objects.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as necessary to give effect to this resolution."

**By Order of the Board
For CRC CARRIER LIMITED**

Date : July 16, 1999

R. K. JAIN
Company Secretary

REGISTERED OFFICE :

D-37/4, T.T.C., MIDC Industrial Area,
TURBHE,
NAVI MUMBAI 400 613.

13th ANNUAL REPORT**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The instrument appointing proxy should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.
3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Special Business set out in the Notice is annexed hereto.
4. The Register of Members and Share Transfer Books in respect of equity shares of the Company will remain closed from 24th August, 1999 to 28th August, 1999 (both days inclusive) for the purpose of 13th Annual General Meeting.
5. Members/Proxies should bring the attendance slip duly filled in for attending the meeting and are also requested to bring their copies of ANNUAL REPORTS.
6. Members are requested to notify the change in their address to the Company and always quote their Folio Numbers in all correspondence with the Company.
7. Members desiring any information at the Annual General Meeting of the Company are requested to write to the Company at least 10 days in advance so as to enable the Company to keep information ready.
8. Members who have not yet encashed the Dividend Warrants for the financial years 1995-96 and 1996-97 may kindly approach the Company for revalidation of the Dividend Warrants.

9. **IT IS NOTIFIED THAT WITH EFFECT FROM 1ST SEPTEMBER, 1999, M/S. CONSOLIDATED SHARE SERVICES PRIVATE LIMITED HAVE CEASED TO BE OUR REGISTRARS & SHARE TRANSFER AGENTS. ALL THE SHARE TRANSFER JOBS WILL NOW BE HANDLED / CARRIED OUT BY OUR INHOUSE SHARE DEPARTMENT AT THE COMPANY'S REGISTERED OFFICE. ALL FUTURE CORRESPONDENCE, ENQUIRIES, ADVICES IN RESPECT OF SHARE TRANSFERS, CHANGE OF ADDRESS ETC. SHOULD BE SENT TO OUR "COMPANY SECRETARY" AT THE REGISTERED OFFICE ADDRESS GIVEN ABOVE.**

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS AS REQUIRED UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956.

Item No. 5, 6 & 7

S/Shri G. D. Agarwal, Suresh Agarwal and Ramesh Agarwal were appointed as Wholtime Directors of the Company for a period of 5 years with effect from 01/04/94. Their appointments and remuneration were duly approved by Shareholders in their meeting held on 24/08/94. Subsequently, the Shareholders of the Company in their meeting held on 30/11/97 revised their remuneration with effect from 01/04/97.

Since the period of the appointments of above Wholtime Directors expired on 31/03/99, subject to the approval of the Shareholders in the General Meeting, the Board of Directors have re-appointed them for a period of 2 years with effect from 01/04/99 on their existing terms and conditions and entered into separate agreements with them accordingly.

The above appointments and the terms and conditions thereof are within the limits specified by Schedule XIII and in consonance with the provisions of the Companies Act, 1956. Your approval for the appointments and for the terms and conditions thereof is sought as per applicable provisions of the said Act.

The separate agreements entered into by the Company with S/Shri G. D. Agarwal, Suresh Agarwal and Ramesh Agarwal, inter alia, contain the following main terms and conditions:

SALARY

	Monthly salary (Rs.)
1. Shri G. D. Agarwal, Managing Director	40,000/-
2. Shri Suresh Agarwal, Managing Director (initially designated as Executive Director and subsequently redesignated as Managing Director with effect from 1/7/98)	35,000/-
3. Shri Ramesh Agarwal, Executive Director	35,000/-

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PERQUISITES

The perquisites shall be allowed to all the above three Wholtime Directors in addition to salary restricting to amount equal to the annual salary.

CATEGORY A :

This will comprise house rent allowance, medical reimbursement, leave travel concession, fees on clubs and personal accident insurance. These will be provided for as under:-

- (i) **Housing I:-** The expenditure by the company on hiring furnished accommodation for the Wholtime Directors will be subject to the following ceiling :-

Sixty percent of the salary, over and above ten percent payable by the Wholtime Directors.

Housing II:- In case the accommodation is owned by the Company, ten percent of the salary of the Wholtime Directors shall be deducted by the Company.

Housing III:- In case no accommodation is provided by the Company, the Wholtime Directors shall be entitled to house rent allowance subject to the ceiling laid down in Housing I.

Explanation - The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent of the salary of the Wholtime Directors.

- (ii) **MEDICAL REIMBURSEMENT**

One month's salary per year or three months' salary in three years for self and family.

- (iii) **LEAVE TRAVEL CONCESSION**

Leave Travel Concession for self and family, once a year incurred as per the rules of the company.

- (iv) **CLUB FEES**

Annual Membership Fees for maximum two clubs, excluding admission fee and life membership fee.

- (v) **PERSONAL ACCIDENT INSURANCE**

Annual Premium not to exceed Rs.4,000/- per annum.

Explanation 1 - For the purpose of Category-A, "Family" means the spouse, the dependent children and dependent parents of the Wholtime Directors.

Explanation 2 - It is clarified here that the provision of car for use on Company's business and telephone at residence used for the purpose of business of the Company, will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Wholtime Directors.

CATEGORY B :

- (1) Contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (2) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- (3) Encashment of leave at the end of the tenure.
- (4) The agreement may be terminated by either party by giving to the other party three months' notice.

The above remuneration will be paid as minimum remuneration in the event of loss or inadequacy of profits.

The Agreements entered into between the Company and S/Shri G. D. Agarwal, Suresh Agarwal and Ramesh Agarwal are available for inspection by the members at the Registered office of the Company on any working day between 11.00 a.m. and 1.00 p.m. and at the meeting.

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S/Shri G. D. Agarwal, Suresh Agarwal and Ramesh Agarwal are interested or concerned in their respective resolutions and they are deemed to be interested or concerned in the other two resolutions being relatives of each other. Shri Kamlesh Agarwal and Shri Arvind Agarwal being relatives of S/Shri G. D. Agarwal, Suresh Agarwal and Ramesh Agarwal are deemed to be interested or concerned in the aforesaid resolutions. None of the other Directors of the Company is interested in the resolutions.

This explanatory statement together with accompanying Notice may be treated as an abstract of terms of contracts/appointments between the Company and S/Shri G. D. Agarwal, Suresh Agarwal and Ramesh Agarwal and a Memorandum as to the nature of the concern or interest of the Directors pursuant to Section 302 of the Companies Act, 1956.

Keeping in view the experience of S/Shri G. D. Agarwal, Suresh Agarwal and Ramesh Agarwal, the Directors consider their appointments in the interest of the Company. The Board commends the resolutions for approval of the Shareholders.

Item No. 8

The amendment proposed by way of addition to the Objects Clause of the Memorandum of Association as set out in the resolution, will enable the Company to consider for its greater interest any favourable proposals and beneficial business opportunities that may arise in future for amalgamation/merger/joint ventures or similar arrangements with other companies/body of persons.

As per section 17 of the Companies Act, 1956 the Objects Clause can be amended by special resolution and accordingly your Directors recommend the resolution for consent of shareholders.

None of the Directors of the Company is in any way concerned or interested in the resolution.

A copy of Memorandum of Association of the Company showing the proposed alteration is available for inspection at the Company's Registered Office during business hours on any working day until the Annual General Meeting.

**By order of the Board
for CRC CARRIER LIMITED**

Date : July 16, 1999

R. K. JAIN
Company Secretary

REGISTERED OFFICE :

D-37/4, T.T.C., MIDC Industrial Area,
TURBHE,
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