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For AMTEK INDIA LTD.
Company Secretary

19th ANNUAL REPORT 2001-2002

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AMTEK INDIA LIMITED

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AMTEK INDIA LIMITED

19TH ANNUAL REPORT 2001-02

BOARD OF DIRECTORS

Shri ARVIND DHAM	Director
Smt ANITA DHAM	Director
Shri D.S. MALIK	Director
Shri B. LUGANI	Director
Shri V.K. SHARMA	Director
Shri A.L. BONGIRWAR	Director (Nominee IDBI)
Shri AJAY KHANNA	Director

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Regd. Office & Works (Unit-I)
Village Narsinghpur, Old Manesar Road,
District Gurgaon (Haryana)
Ph : (0124) 6373406, 6373407, 6373151, 6373152, 6370769
Fax : (0124) 6373028
E-mail : amtek@bol.net.in

Unit - II (Foundry Division)
SPA 1195, Phase IV, RIICO Industrial Area,
District Bhiwadi, (Rajasthan)
Ph : (01493) 22028, 22029
Fax : (01493) 22030
e-mail : amtekfdy@satyam.net.in

Corporate Office
4, Bhanot Apartments,
Local Shopping Centre, Pushp Vihar,
New Delhi - 110062
Ph : (011) 6092281 / 82 / 83, 6088219
Fax : (011) 6084554 / 6087867
E-mail : amtek@stayam.net.in
Web : http\\:www.amtek-group.com

Company Secretary
Mr. Dinesh K. Chaudhary

Bankers
UCO Bank
New Delhi

Auditors
M/s Manoj Mohan & Associates
Chartered Accountants

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NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of the Company will be held as under :

DAY	:	Monday
DATE	:	30th December, 2002
TIME	:	9.30 A.M.
VENUE	:	Plot No. 16, Industrial Estate, Rozka-Meo, Sohna, Distt. Gurgaon, (Haryana)

to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet of the Company as at 30th June, 2002 and the Profit & Loss Account for the year ended on that date together with Directors' and Auditor's Reports thereon.

2. To appoint a Director in place of Mrs. Anita Dham, who retires by rotation and being eligible offers herself for re-appointment.

3. To declare dividend

4. To appoint auditors and to fix their remuneration

SPECIAL BUSINESSS

5. To consider and if thought fit, to pass with or without modifications the following resolution as an ordinary Resolutions :-

   " RESOLVED THAT MR. B Lugani, who was appointed as an additional Director of the Company by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956 be and is hereby appointed a Director of the Company liable to retire by rotation."

6. To consider and if thought fit, to pass with or without modifications the following resolution as an ordinary Resolutions :-

   " RESOLVED THAT MR. V. K. Sharma, who was appointed as an additional Director of the Company by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956 be and is hereby appointed a Director of the Company liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modifications the following resolution as an ordinary Resolutions :-

   " RESOLVED THAT MR. D. S. Malik, who was appointed as an additional Director of the Company by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956 be and is hereby appointed a Director of the Company liable to retire by rotation."

By Order of the Board
for AMTEK INDIA LIMITED

Place : New Delhi
Date : 5th October, 2002

(ARVIND DHAM)
DIRECTOR

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AMTEK INDIA LIMITED

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. The proxy form duly completed, stamped and signed should reach the Company's office at least 48 hours before the time of the meeting.

3. Relevant explanatory Statement pursuant to Section 173(2) of Companies Act, 1956 in respect of item No. 5 to 7 is annexed hereto.

4. All documents referred to in the notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. TO 1.00 P.M.

5. The Register of Members and the Share Transfer Books will remain closed from 27th December, 2002 to 30th December, 2002 (both days inclusive)..

6. Members are requested to furnish bank details by 27th December, 2002 in order to enable the Company to print the same on the dividend warrants, In respect of members holding shares in electronic mode, bank details as are furnished by the depositories to the Company will be printed on the dividend warrant.

7. No tax will be deducted at source if the dividend amount payable to an individual shareholder does not exceed Rs. 1,000/- . Shareholders who are entitled to receive dividend/interest in the aggregate not exceeding Rs. 50,000/- during the `Financial Year 2002-2003 and who desire to receive dividend without deduction of tax may file with the Company a declaration in Form 15 G, in duplicate, on or before 27th December, 2002.

8. In terms of Section 139A(5A) & (5B) of the Income Tax Act, 1961, the Company will be able to Issue Tax Deduction Certificate wherever applicable, only if Permanent Account Number (PAN) together with designation and particulars of the Ward/Circle or Range of the Assessing Officer is furnished.

9. The Members are requested to bring their copies of Annual Report to the Meeting, as the same will not be redistributed at the venue of Annual General Meeting.

10. The Members attending the General Meeting are requested to bring the enclosed attedance slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission at the Annual General Meeting venue will be allowed only after verification of the signatures in the attendance slip (Duplicate) Attendance Slip will be issued at the Registered Office of the Company up to a day preceding the day of Annual General Meeting.

11. Members who hold shares in demateralised form are requested to bring their client ID and DP ID number for the purpose of identification of attendance at the meeting.

12. The dividend, if declared at the Annual General Meeting shall be paid to those Shareholders whose names appear in the Register of Members as on 30th December, 2002.

INFORMATIONS REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:

As required under the listing agreement, the particulars of Directors who are proposed to be appointed/re-appointed are given below :-

1.	Name	:	Mrs. Anita Dham
2.	Date of Birth	:	15th March 1961
3.	Qualification	:	B. Arch.
4.	Profession	:	Industrialist
5.	Expertise	:	Setting up of new projects
6.	Other Directorship	:	Amtek Auto Limited

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			Benda Amtek Limited
			Amtek Siccardi India Limited
			Amtek Casting India Limited
			B.S. Holdings & Credit Limited
1.	Name	:	Mr. Desh Pal Singh Malik
2.	Date of Birth	:	13TH May, 1950
3.	Qualification	:	B. E. (Mechanical)
4.	Profession	:	Service
5.	Expertise	:	Specialisation in Project Engineering, production of Scooters, tractors and auto ancillary products, Industrial Engineering, Process engineering and Material Management.
6.	Other Directorship	:	Amtek Auto Limited
			WHF Precision Forgings Limited
			B.S. Holdings & Credit Limited
1.	Name	:	Mr. B. Lugani
2.	Date of Birth	:	27th July, 1955
3.	Qualification	:	Chartered Accountant
4.	Profession	:	Practicing Chartered Accountant
5.	Expertise	:	Accounting and financial matters.
6.	Other Directorship	:	Amtek Auto Limited
			Benda Amtek Limited
			Amtek Siccardi India Limited
			Raghu Consultants (P) Limited
			Vishal Mahancal Works (P) Ltd.
1.	Name	:	Mr. V.K. Sharma
2.	Date of Birth	:	17th April, 1941
3.	Qualification	:	B.E. (Mechanical)
4.	Profession	:	Service
5.	Expertise	:	Setting up and successfully managing world class Automobile Foundries.
6.	Other Directorship	:	Nil

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

ITEM NO. 5

Mr. B. Lugani was co-opted as an Additional Director in the Board Meeting held on 29th January, 2002 and he holds office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing under section 257 of the Companies Act, 1956 from a member alongwith requisite deposit, signifying his intention to propose the name of Mr. B. Lugani as a condidate for the office of Director of the Company. Mr. B. Lugani aged about 50 years is a Chartered Accountant by Profession and has a vast experience of more than 25 years in the field of accounts and finance.

The Board considers it desirable that the Company should continue to avail services of Mr. B. Lugani as a Director and accordingly recommends this resolution for your approval.

None of the Directors except Mr. B. Lugani is concerned or interested in the said resolution.

ITEM NO. 6.

Mr. V. K. Sharma was co-opted as an Additional Director in the Board Meeting held on 29th January, 2002 and he holds office upto the date of the forthcoming Annual General Meeting. The Company has received a notice in writing under section 257 of the Companies Act, 1956 from a member alongwith requisite deposit, signifying his intention to propose the name of Mr. V. K. Sharma as a candidate for the office of Director of the Company. Mr. V.K. Shrama is aged about 60 years is a Machancial Engineer by professsion having more than 40 years experience in the auto industry. He has worked with various reputated companies in senior positions. He has specialisation in setting up and successfully managing world class automobile foundries. He has served reputed companies like Heavy Engineering Corporation and DCM Limited.

The Board considers it desirable that the Company should continue to avail services of Mr. V. K. Sharma as a Director and accordingly recommends this resolution for your approval.

None of the Directors except Mr. V. K. Sharma is concerned or interested in the said resolution.

ITEM NO. 7.

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Mr. D. S. Malik was co-opted as an Additional Director in the Board Meeting held on 29th January, 2002 and he holds office upto the date of the forthcoming Annual General Meeting. The Company has received a notice in writing under section 257 of the Companies Act, 1956 from a member alongwith requisite deposit, signifying his intention to propose the name of Mr. D.S. Malik as a condidate for the office of Director of the Company. Mr. D. S. Malik aged about 52 years Mechanical Engineer by profession having more than 25 years experience in the field of Project Engineering, production of Scooters, tractors and auto ancillary products, Industrial Engineering, Process engineering and Material Management. He has served reputed companies like Escorts Limited, Vespa Car Co. Ltd., Eicher Goodearth Ltd.

The Board considers it desirable that the Company should continue to avail services of Mr. B. Lugani as a Director and accordingly recommends this resolution for your approval.

None of the Directors except Mr. B. Lugani is concerned or interested in the said resolution.

By Order of the Board
For AMTEK INDIA LIMITED

Place : New Delhi
Date : 5th October, 2002

(ARVIND DHAM)
DIRECTOR

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DIRECTORS' REPORT

To
THE MEMBERS,
AMTEK INDIA LIMITED

Your Directors have pleasure in presenting the Nineteenth Annual Report and the Audited Accounts of the Company for the year ended 30th June, 2002.

FINANCIAL RESULTS

(Rupees in Millions)

PARTICULARS	Yr. Ended 30. 06. 02	Yr. Ended 30. 06. 01
Sales and other Income	1399.73	605.64
Less: Expenditure	1135.95	495.04
Gross Profit Before Depreciation	263.78	110.60
Less : Depreciation	70.23	30.32
Profit Before Tax	193.55	80.28
Less: Provisions for Taxation	14.45	6.06
Net Profit after Tax	179.10	74.22
Provision for Deferred Tax	48.16	---
Profit after Deferred Tax	130.94	74.22
Accumulated Profit (Loss) B/F	14.27	9.28
Amount available for appropriation	145.21	83.50
Appropriation:		
General Reserve	63.00	57.62
Provision for Dividend	23.68	10.54
Provision for Dividend Tax	---	1.07
Net Profit Transferred to Balance Sheet	58.53	14.27

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PERFORMANCE

During the year under review, the company has posted a turnover of Rs. 1377.35 Millions reflecting an increase of 129.02% over the previous year figure of Rs. 601.41 Millions. Cash profit has been recorded at Rs. 249.33 Millions as against previous year figure of Rs. 104.54 Millions reflecting an increase of 138.50%. As on 30th June, 2002 your Company has a strong reserve position of Rs. 946.70 Millions.

The Company has commissioned state of art foundry/machining at Bhiwadi (Rajasthan) with an installed capacity of 30000 TPA. The foundry has best of equipments imported from George Fischer Disa, Switzerland. The operations of the foundry have contributed towards the major growth in sales and profits. The full impact of the operations of the foundry will be realised in the financial year 2002-2003.

DIVIDEND

Considering the excellent growth in turnover and profits your Directors recommend a dividend @ 20% for the year ended 30th June, 2002 payable on the equity share capital of the Company.

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SHARE CAPITAL

The Company's share Capital structure underwent certain changes during the year under review:

The Subscribed Capital of the Company increased from Rs. 8,13,97,850/- comprising 81,39,785 Equity shares of Rs. 10/- each to Rs. 11,83,97,850/- comprising 1,18,39,785 Equity shares. This was on account of allotment of 3700000 Equity shares Rs. 10/- each at a premium of Rs. 90/- per share.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under clause 45VA of the Listing Agreement, Management Discussion and Analysis Report is annexed and forms part of this report.

COMPLIANCE CERTIFICATE

The Company has received a certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance, as required under clause 45 VIII of the Listing Agreement, which is annexed and forms part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm :-

(I) That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departures.

(II) That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year ended on that date.

(III) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(IV) That the Directors have prepared the Annual Accounts on a going concern basis.

FIXED DEPOSITS

During the year, the Company continued to accept deposits under section 58-A of the Companies Act, 1956.

CORPORATE GOVERNANCE

The provisions of Corporate Governance pursuant to Clause 49 of the Listing Agreement are applicable to the Company and all the mandatory disclosures mentioned in the Corporate Governance Reporting System have been furnished in the Annexure to the Directors' Report under the heading 'Corporate Governance'.

LISTING AT STOCK EXCHANGE

The shares of Company are listed on The Delhi Stock Exchange Association Limited & The Stock Exchange, Mumbai.

The Company has paid the annual listing fee to The Stock Exchanges for the year 2002 - 2003.

DIRECTORS

Mrs. Anita Dham retires at the ensuing Annual General meeting and being eligible offers herself for reappointment.

Mr. D. S. Malik, Mr. V. K. Sharma and Mr. B. Lugani being additional directors vacate office on the date of ensuing Annual General Meeting. The Company has received representations from the members of the Company under section 257 of the Companies Act,1956 expressing their intentions to propose the appointment of Mr. D.S. Malik, Mr. V. K. Sharma and Mr. B. Lugani as Directors of the Company.

During the year under review, Mr. A. L. Bongirwar joined the Board of Directors of the Company as nominee of IDBI.

AUDITORS

M/s Manoj Mohan & Associates, Chartered Accountants, the Auditors of the Company retire at the conclusion of this Annual General Meeting and being eligible offer themselves for reappointment.

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CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company constantly endeavours to cut down energy consumption and utilise energy in an optimum manner.

The report required under section 217 (1) (e) of the Companies Act, 1956 is Annexed.

PARTICULARS OF EMPLOYEES

Particulars of employees under section 217 (2A) - nil.

INDUSTRIAL RELATIONS

During the year under review, the relations between the Management and the workmen were highly cordial.

ACKNOWLEDGEMENT

Your Directors wish to place on record the sincere and dedicated efforts of all the members of the Company team which has made it possible to achieve excellent growth. Your Directors also take this opportunity to offer their sincere thanks to the Financial Institutions, Banks and other Government Agencies, our valued customers and the investors for their continued support and assistance.

The Employees of your Company continued to display their unstinted devotion, Co-operation and commitment towards the pursuit of excellence, Your Directors take this opportunity to record their appreciation of the dedicated work and contribution made by every member of Amtek family for enabling the Company to realise its corporate objective.

Your Directors also express their profound thanks to the share holders for their faith and continued support to the endeavours of the Company.

BY ORDER OF THE BOARD
For **AMTEK INDIA LIMITED**

Place : New Delhi
Date : 5th October, 2002

(ARVIND DHAM)
Chairman

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AMTEK INDIA LIMITED

ANNEXURE TO THE DIRECTORS' REPORT 2001 - 2002

INFORMATION REQUIRED UNDER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956.

I. Research & Development (R & D)

A)	Specific area in which (R&D) Carried out by the company	i)	Product design & development
		ii)	Process design & improvements for various products
b)	Benefits derived as a result	i)	Reduction in process time
		ii)	Higher productivity
		iii)	Consistent Quality
c)	Future plan of action in Mfg. Process & operation.		To achieve better yield by way of cost reduction through higher level of automation

II. Technology Absorption :

a)	Efforts in brief towards Technology absorption	:	Nil
b)	Benefits derived as a result of the above efforts e.g. Product	:	Nil
c)	In case of Imported technology (import during the last 6 years reckoned from beginning of the financial years)	:	Nil

III. Foreign Exchange Earnings & Outgo :

Foreign Exchange Earned	:	Nil
Foreign Exchange Used	:	Rs. 57.93 Lacs.

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IV. Conservation of Energy:

A. Power & Fuel Consumption :	**Current Year**	Previous Year
1. Electricity Purchased		
Units	**11,35,971**	8,03,093
Total Amount	**53,16,344**	36,20,976
Rate/Unit	**4.68**	4.51
2. Own Generation through Generator :		
Units	**46,19,822**	3,89,807
Units/Ltr.	**2.00**	2.00
Rate/Unit	**6.07**	6.16
B. Consumption per unit of production Products :		
Auto Components	**55,79,495**	37,15,335
Cost/Pc.	**5.98**	1.66

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