

Cimmco Birla Limited

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Annual Report 1999 - 2000

Cimmco Birla Limited

BOARD OF DIRECTORS

Sri Lalit Bhasin
Sri Arvind C. Dalal
Sri M.D. Dixit
Sri N.L. Hamirwasia
Sri J.M. Seth
Sri R.R. Bhansali
Managing Director
Sri H.S. Basur
Executive Director
Sri J.P. Gupta
Director (Works)
Sri R.S. Kuchhal
Director (Finance) & Secretary

REGISTERED OFFICE

Birlanagar, Gwalior - 474 004

CORPORATE OFFICE

C-159, Okhla Industrial Area, Phase-I
New Delhi - 110 020

WORKS

Bharatpur Works
Bharatpur - 321 001

MANAGEMENT TEAM

Sri R.R. Bhansali
Managing Director
Sri H.S. Basur
Executive Director & Chief Operating Officer
Sri J.P. Gupta
Director (Works) & President, Bharatpur Works
Sri R.S. Kuchhal
Director (Finance) & Secretary

BANKERS

Central Bank of India
Bank of Baroda
Punjab & Sind Bank
UCO Bank

AUDITORS

M/s Lodha & Co.
Calcutta - 700001

REGISTRARS & SHARE TRANSFER AGENTS

MCS Limited
Sri Venkatesh Bhavan
212 A, Shahpurjat
New Delhi - 110049

EQUITY SHARES LISTED ON

Calcutta, Delhi, M.P., Mumbai &
National Stock Exchanges

Cimmco Birla Limited

NOTICE

TO THE SHAREHOLDERS

Notice is hereby given that the Fifty Fifth Annual General Meeting of Cimmco Birla Limited will be held at the Registered Office of the Company at Birlanagar, Gwalior-474004, on Monday, the 30th day of October, 2000 at 12.30 p.m. to transact the following business:

1. To consider and adopt the Balance Sheet as at June 30, 2000, Profit & Loss Account for the period ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Sri Lalit Bhasin, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in place of Sri N L Hamirwasia, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Director in place of Sri J M Seth, who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass with or without modification the following resolution :

"RESOLVED that M/s. Lodha & Co., Chartered Accountants, Calcutta be and are hereby re-appointed Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and the Board of Directors be and is hereby authorised to fix their remuneration for the said period."

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification the following resolution :

6. AS A SPECIAL RESOLUTION

"RESOLVED that pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the existing Articles of Association of the Company be and are hereby amended and/or altered to the extent and in the manner as hereinafter stated :

- i. In Article 2, the following interpretations shall be inserted :
 - "Beneficial Owner" means a person or persons whose name is recorded as such with a Depository.
 - "Bye-laws" means bye-laws made by a Depository under Section 26 of the Depositories Act, 1996.
 - "Depositories Act" means the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.

- "Depository" means a Company formed and registered under the Act and which has been granted a certificate of registration to act as a Depository under the Securities & Exchange Board of India Act, 1992.

- "SEBI" means the Securities & Exchange Board of India.

- "Record" includes, the records maintained in the form of books or stores in a computer or such other form as may be determined by regulation made by SEBI Board.

- "Security" means such security as may be specified by SEBI from time to time.

- ii. After the existing Article 5, the following Article 5A along with the marginal note be inserted :

Allotment of Securities dealt with in a Depository

- 5A. Notwithstanding anything contained in the Act or the Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.

- iii. After the existing Article 23, the following Article 23A along with the marginal note be inserted :

Register and Index of Beneficial owners

- 23A. The Register and Index of beneficial owners maintained by a Depository under the Depositories Act shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

- iv. After the existing Article 45, the following Articles 45A, 45B, 45C and 45D along with the marginal notes be inserted :

Dematerialisation of Securities

- 45A. Notwithstanding anything contained in the Articles, the Company shall be entitled to dematerialise/rematerialise its securities held in the Depository and/or to offer its fresh securities in the dematerialised form pursuant to the Depository Act and the rules framed thereunder, if any.

Option for Investors

- 45B. Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required security certificates.

If a person opts to hold his securities with a Depository, the Company shall intimate the

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details of allotment of the securities to such Depository and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the securities.

Securities in Depositories to be in fungible form

- 45C. 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. No certificate shall be issued for the securities held by the Depositories.

Distinctive Numbers of Securities held in a Depository

- 45D. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a Depository.

- v. After the existing Article 50, the following Article 50A along with the marginal note be inserted :

Transfer of Securities

- 50A. Nothing contained in Section 108 of the Act or the Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.

- vi. After the existing Article 59, the following Article 59A along with the marginal note be inserted :

Right of Nomination

- 59A.a. Notwithstanding anything contained in these Articles, every holder of Shares or Debentures of the Company may, at any time, nominate a person to whom his Shares or Debentures shall vest in the event of his death and the provisions of Sections 109A and 109B of the Act shall apply in respect of such nomination.

- b. No person shall be recognised by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the Shares or Debentures of the Company in the manner specified u/s 109A of the Act.

- c. The Company shall not be in any way responsible for transferring the Shares and/ or Debentures consequent upon such intimation.

- d. If the holder(s) of the Shares or Debentures survive the nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.

- vii. After the existing Article 103, the following Article 103A along with the marginal notes be inserted :

Voting Rights of Depositories and Beneficial owners

- 103A. a. Notwithstanding anything contained in the Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities on behalf of a beneficial owner.

Save as otherwise provided above, the Depository as a registered owner of the securities shall not have any voting rights or any other rights in respect of securities held by it.

- b. 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 shall be entitled to all the rights and benefits and shall be subject to all the liabilities in respect of his securities which are held by a Depository.

- viii. After the existing Article 193, the following Article 193A alongwith the marginal note be inserted :

Service of Documents

- 193A. Notwithstanding anything contained in the Act or the Articles to the contrary, where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs."

By Order of the Board

Registered Office:
Birlanagar, Gwalior-474004
Dated: October 3, 2000

R.S. KUCHHAL
Secretary

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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Proxy Form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time of holding the meeting.
3. The Register of Members and Share Transfer Books will remain closed from October 23, 2000 to October 30, 2000 (both days inclusive).
4. Member(s)/Investor(s) are advised to avail nomination facilities pursuant to Section 109A of the Companies

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(Amendment) Act, 1999. Member(s) may at any time nominate a person in prescribed manner i.e. by sending Form 2B, under Rule 4CCC and 5D duly filled and signed by the Member(s)/Investor(s) to whom his/her shares shall vest in the event of his/her death.

5. Securities and Exchange Board of India (SEBI) has mandated that trading shall be compulsorily in the dematerialised form for all investors w.e.f. October 30, 2000, for which necessary agreements are proposed to be entered into with National Securities Depository Ltd.(NSDL) and Central Depository Services(India) Ltd.(CDS).
6. The Equity Shares of the Company are at present listed on the Stock Exchanges at Mumbai, Delhi, Calcutta, Indore & The National Stock Exchange, Mumbai. Pursuant to Clause 38 of the Listing Agreement, payment of the Annual Listing Fee has been made to all the above Stock Exchanges.
7. Members are requested to notify the change in their registered addresses, if any, alongwith the Pin Code number immediately to the Company's Registrars & Share Transfer Agents, MCS Limited, 212-A, Shahpurjat, New Delhi-110049 quoting their folio numbers.
8. Pursuant to Section 205A of the Companies Act, 1956, Unclaimed Dividend upto the Financial Year 1993-94 has been transferred to the General Revenue Account of the Central Government. The concerned Shareholders have been duly informed by the Company individually about the particulars of the unclaimed Dividend transferred to the General Revenue Account. Shareholders who have not encashed the Dividend Warrants for the said year are requested to claim the amount from the Registrar of Companies, Madhya Pradesh, Sanjay Complex (3rd Floor), 'A' Block, Jayendra Ganj, Gwalior-474009, by submitting an application in the prescribed form.

In view of the amended provisions of section 205A of the Companies Act, 1956, the unclaimed Dividend from the Financial Year 1994-95 & thereafter will be transferred to the Investor Education and Protection Fund, established by the Central Government in accordance with Section 205C of the Companies Act, 1956, after the expiry of 7 years from the date of transfer of Dividend to the unpaid Dividend Account of the Company. Members who have so far not encashed their Dividend Warrant(s) for the Financial Year ended 31st March, 1995 or any subsequent year are advised to send their Dividend Warrant(s) to the Company immediately.
9. Members holding more than one Share Certificate in the same name under different Ledger Folios, are requested to apply for consolidation of such folios and send relevant Share Certificates to the Company's Registrars and Share Transfer Agents at New Delhi as stated in Note No.7 above.
10. Shareholders of the erstwhile Xpro India Limited (XIL),

Indian Plastics Limited (IPL) and Biax Limited (BL), which merged with the company w.e.f. 1.7.1985, 1.4.1993 & 1.4.1994 respectively, who have not yet surrendered the Share Certificates of the said erstwhile companies, viz. XIL, IPL & BL held by them are requested to surrender the same (or Letter of Allotment, if not exchanged with share certificate earlier in the case of BL) immediately to the Company's Registrars and Share Transfer Agents at New Delhi as stated in Note No.7 above to enable them to send Share Certificates of the Company in lieu thereof.

11. MEMBERS ATTENDING THE MEETING ARE REQUESTED TO COMPLETE THE ENCLOSED SLIP AND DELIVER THE SAME AT THE ENTRANCE OF THE MEETING HALL.
12. Members seeking any information on the accounts are requested to write to the Company at least ten days in advance so as to enable the Management to keep the information ready.
13. EXPLANATORY STATEMENT
(PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956)

Item No. 6

The Companies (Amendment) Act, 1999 has provided the facility of nomination to the share/debenture holders. The introduction of the nomination facility will enable nomination of any person in whom the interest of the holder of the shares and/or debentures shall vest in the event of the death of the holder. Consequently, it is proposed to insert Article 59A in the Articles of Association of the Company to provide for the facility of nomination in respect of the shares and debentures issued by the Company.

Securities and Exchange Board of India (SEBI) vide its Circular bearing reference No.SMDRP/POLICY/CIR-23/2000 dated May 29, 2000 has mandated that delivery of shares of the Company shall be compulsorily in the dematerialised form for all investors w.e.f. October 30, 2000. After the introduction of Depository System by the Depositories Act, 1996, some of the provisions of the Companies Act, 1956 & other related laws pertaining to the issue, holding, transfer & dealing in securities have been amended so as to facilitate the introduction & implementation of the new system. It is, therefore, proposed that the Articles of Association of the Company be suitably altered, as set out in the Resolution to enable dematerialisation of securities issued by the Company and to spell out the rights of the beneficial owner of the securities in such a system.

DIRECTORS' INTEREST

Directors have no interest in the aforesaid resolutions, except as Shareholders generally.

By Order of the Board

Registered Office:
Birlanagar, Gwalior-474004
Dated : October 3, 2000

R.S. KUCHHAL
Secretary

Cimmco Birla Limited

DIRECTORS' REPORT TO THE SHAREHOLDERS

We present herewith our Annual Report along with the Audited Accounts of your Company for the 15 months period ended June 30, 2000. In view of the fact that the development work relating to flat container wagons was successfully completed and necessary financial arrangements were firmed-up, it was considered appropriate to extend the Accounting Year by 3 months with a view to giving a more balanced view of performance, as reasonable quantity of supplies were expected to be effected during April-June quarter.

AN OVERVIEW

The turnover during the period under review stood at Rs. 220.14 Crores. The Company's business activities continued to be adversely affected by reduction in Government controlled capital spending, fall in value additions and inadequate working capital availability. All these have resulted in very depressed results.

FINANCIAL RESULTS

	Rs.Lacs
Operations yielded a	
Loss before Depreciation of	3,559.46
Add: Depreciation	585.87
Provision for tax	1.25
Loss after tax	4,146.58
Less:	
Surplus brought forward	483.35
Debenture Redemption Reserve written back	95.00
Investment Allowance Reserve written back	139.64
Transfer from General Reserve	514.76
Leaving a Balance of Loss Carried Forward of	2,913.83

Since the net-worth of the company stands wholly eroded, it has become a Sick Industrial Company within the meaning of clause (o) of sub section (I) of section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985.

In the absence of profits, no dividend is being recommended.

REVIEW OF KEY OPERATIONAL MATTERS

The reasonable expectation of the management as well as that of the Capital Goods Industry in general that infrastructure spending would increase in line with economic growth, has not materialised thus far. The finances of the Indian Railways as well as that of key industrial sectors such as cement remain highly depressed and this has severely affected the Company's markets. In particular the organised wagon manufacturing industry is passing through what perhaps is its worst ever phase. To

improve viability under competitive conditions, it is essential to rationalise manpower. However, over the past few years, the Company has not had sufficient resources to invest in this area over and above the reductions already achieved.

As a consequence, the wagon output of the Company was a mere 1,678 FWU's in 15 months, compared to 3,100 FWU's in the last 12 months period. Indian Railways have considerably reduced their requirements of Wagons under Rolling Stock Procurement Program during the period under review. This resulted in an order intake for the Company which afforded a work load for less than 3 months. Further, delay in getting the free supply items, particularly steel, from Indian Railways had completely jeopardised the production plan and rendered the work force idle. Against the current year's tender, though the Company was allocated a quantity of 1457.5 FWU's (about 5 months' work-load) orders were released only for 457.5 FWU's. The Company has made representations to the Railway Board for immediate release of the quantity withheld, but to no avail. Your Company made all attempts to procure orders of upto Rs.250 Crores under OYW/BOLT scheme from the Indian Railways, this has not met with a positive response despite the Railway's obvious needs. Progress in execution of CONCOR contract has been slower than planned for want of adequate working capital support from Banks despite the best efforts put in by the management. The Company has procured an export order for wagons worth US \$3.2 million from West Africa for manufacture and supply of phosphoric acid tank wagons.

In essence, the workload available has been completely inadequate to maintain viability, yet not low enough to justify suspension of operations in any manner. Thus regrettably and despite best efforts of all concerned under the circumstances, the results have been very poor in this period leading to the situation in hand.

We are nevertheless pleased to report that the Company has order book as on date worth over Rs. 350 Crores which speaks well of the Company's inherent capabilities and strengths, and would help improve performance, if necessary support continues from stakeholders.

Employee strength has been reduced from 4623 (as on April 1, 1996) to 2914 (as on June 30, 2000). The reduction represents 1111 employees from discontinued operations and 598 from continuing operations.

We continue to maintain cordial relations with our technical collaborators, including M/s KHD Humboldt Wedag AG, and Gebr. Pfeiffer AG, and are constantly exploring possibilities of forming further alliances. We continue to be hopeful, due to assistance and co-operation being received by the Company from Cuban and Indian authorities, of evolving a solution for liquidating overdues. There are no significant matters in regard to remaining operations.

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FINANCES

Shareholders are aware from the accounts that a severe liquidity crunch is being experienced by the Company for last few years. This has been due to several factors, including due to substantial overdue receivables with Cuban authorities against exports of merchandise and projects made in the mid 1980's, because of externalisation problems in that country. Many government undertakings in India are facing a funds crunch and therefore, payments are needlessly delayed for long periods. For example, outstanding with PWD Rajasthan where needlessly delayed through litigation; when the Hon'ble High Court of Rajasthan finally held in favour of the Company the amounts are still not being paid. A significant amount is outstanding with Railway Board against claims for over two years.

A number of industry sectors, such as steel and cement, are facing troubled times and some of our valued clients are unable to make our payments for contracts executed or goods manufactured. Some of these are in the process of some kind of rehabilitation making legal recourse difficult for the Company.

Pertaining to the events of a few years ago, there have been outflows on account of meeting payment obligations of workman and others against permanent closure of Textile Machinery and Steel Foundry units at Gwalior. Some of our insurers have not yet paid claims against losses in the floods in 1996, and refund from PWD, Uttar Pradesh against unjust encashment of Bank Guarantees remain unresolved. The Company has approached National Consumer Dispute Redressal Commission for recovery of insurance claim and has invoked arbitration proceedings against PWD-UP, where hearings are in progress.

Despite all the problems the management has been able to exercise discipline in managing the overall current assets and current liabilities position and an improvement in both can be noted. Further, the annualised interest burden stands lower in the period under review as compared to the previous year.

To address the present situation, a revival package is being worked out through independent financial advisors who have been asked to suggest appropriate financial restructuring in consultation with Financial Institutions and Banks. A memorandum seeking the support of the Rajasthan Government has also been submitted to them and is under active follow up.

CORPORATE GOVERNANCE

As reported last the Company is committed to adopting, besides any of its obligations under relevant laws or regulations, the best relevant practices for corporate governance. The Company has already adopted a Code to introduce greater transparency and accountability.

STATUTORY INFORMATION AND OTHER MATTERS

Information pertaining to Energy Conservation, Employees, Absorption of Technology and inflow and outflow of Foreign

Exchange, as per the requirements of the Companies Act, 1956 is given in Annexures hereto and forms part of this Report.

In respect of fixed deposits 496 deposits involving Rs 97.38 lacs are lying unpaid at the close of the year, except unclaimed deposits.

The relations with employees generally remained cordial except go-slow resorted to on a few occasions by workmen at Bharatpur works.

DIRECTORS

During the year Sri H.S.Basur President & Chief Operating Officer of the company, has joined the Board and been appointed as a whole time director. The said appointment has been duly approved by the shareholders. Sri J.P.Gupta and Sri R.S.Kuchhal, the President Bharatpur works and Senior Vice President (F&A) & Secretary respectively have also joined the Board and been appointed whole time Directors subject to approval of the shareholders.

Sri Sidharth Birla, Sri Jahar Sengupta, Sri V.C.Vaidya and Sri Suman J. Khaitan Directors resigned from the Board at various times over the period under review. We place on record our sincere appreciation of the valuable services rendered by them during their tenures.

Sri Lalit Bhasin, Sri N.L.Hamirwasia and Sri J.M.Seth Directors retire by rotation and being eligible offer themselves for re-election.

Observations in the Auditors' report read together with the relevant notes to the Accounts are self-explanatory and do not require any further comments.

M/s' Lodha & Co., Chartered Accountants, retire as Auditors and being eligible offer themselves for re-appointment.

ACKNOWLEDGEMENTS

We would like to express our grateful appreciation for the continuing co-operation, guidance and help received from our financial Institution- IDBI and all other Institutions and Banks during the period.

We are also grateful to our Shareholders and Depositors for their continued support and are also thankful to the Employees of the Company at all levels for their dedication and loyalty.

For and on Behalf of the Board

R.R. Bhansali
Managing Director

N.L.Hamirwasia
Director

New Delhi
September 15, 2000

Cimmco Birla Limited

ANNEXURE TO THE DIRECTORS' REPORT

(Information as per the Companies (Disclosure of Particulars in the Directors' Report) Rules, 1938).

A. CONSERVATION OF ENERGY:

(a) Energy Conservation measures taken :

- Better load Management.
- Installation of Automatic Power Factor control unit.
- Installation of power saving equipments.

(b) Additional Investments and Proposals, if any, being implemented for reduction of consumption of energy :

- High efficiency motors for saving in motive power.
- Installation of electronic meters & power capacitors for recording and improving power factor.
- Replacement of old machines run on air pressure by hydraulic High frequency machines.

(c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:

- Steps taken so far in this regard have resulted in an improvement in energy efficiency.

(d) Total Energy Consumption and Energy Consumption per Unit of production as per prescribed Form A.

- As per Annexure enclosed.

B. TECHNOLOGY ABSORPTION

1. RESEARCH & DEVELOPMENT

(a) Specific areas in which R&D carried out by the Company:

- Technology upgradation/modification of products and process.
- Development of tailor-made products to meet specified end-use/customer requirements.
- Developed prototype of Tank Wagons.
- Developed Bogie Container Flat Wagons

(b) Benefits derived as a result of above R & D:

- Development of new products to expand existing range.
- Improved product quality and customer satisfaction.
- Cost reduction.

(c) Future Plan of action:

- Continuous improvement
- Continuous product development for specialised applications.
- Assimilation of substantial engineering skills connected with process technology, process engineering & system engineering.

(d) R & D Expenditure:

- Not Quantified

2. TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION:

(a) Efforts, in brief, made towards technology absorption, adaptation & innovation:

- Focused on improvement of productivity, process efficiency and yield.
- Constant monitoring of process and technology upgradation taking place in advanced countries and to offer similar products through progressive manufacturing activities.
- Upgradation and modification projects are executed through performance evaluation of existing units and new technological trends by adaptation of innovative technological developments in areas viz., slag grinding system, roller press circuit and pyroprocess advancements and with focus towards indigenisation to the extent possible.
- Regular interaction with foreign equipment designers & manufacturers and major raw material suppliers abroad for improvements to processing and operating parameters.

(b) Benefits derived as a result of the above efforts:

- Ability to offer improved products to meet specialised market requirements.
- Competitive advantage in the market & market expansion.
- Increase in productive capacity.
- Enhanced quality.
- Improved levels of productivity

(c) Information regarding technology imported during last five years:

- Entered into a collaboration agreement with Metalair, UK for designing Covered Hopper wagons having air fluidised unloading system.
- Technical collaboration with KHD Humboldt Wedag AG Germany for transfer of technology for cement plant, technical collaboration with Gebr Pfeiffer AG, Germany for manufacture of Vertical Mills.

C. FOREIGN EXCHANGE EARNINGS & OUTGO:

(a) Activities relating to exports, initiatives taken to increase exports; development of new export markets for products & services and export plans :

- The company is a recognised trading house.
- Intensive efforts are continuing by sustaining existing markets and entering new markets in South East Asia, Africa and Middle East for projects, products and technical services.
- The collaboration agreement with KONECRANES covers territorial rights for Sri Lanka and Bangladesh and is expected to yield business from these countries.

(b) Total foreign exchange used & earned:

	1999-2000 Rs.	1998-99 Rs.
Total foreign exchange used	29,84,43,781	26,45,05,420
Total foreign exchange earned	13,50,62,443	17,10,30,242