

20th ANNUAL REPORT

31st March 2000



K.Dhandapani & Co. Ltd.

The Corporate Office of the Company
is situated at

**Door No. 26, 4th Cross,
Narasimha Raja Road,
Bangalore - 560 002.
Karnataka**

Phone : 080 - 2222825 / 2211286

Shareholders are requested to send all
their correspondence to
the above address

Report  Junction.com

K.Dhandapani & Co. Ltd.**BOARD OF DIRECTORS**

Shri. T.N. Desikan
Chairman

Shri. T.M. Gopalaswamy

Shri. T.N. Gopalan

Shri. B.G. Rudrappa

Shri. T.N. Kishore

Shri. T.N. Kothandapani
Managing Director

Shri. T.N. Sridharan
Joint Managing Director

Shri. T.N. Soundararajan

Shri. Kumar K. Swamy

REGISTERED OFFICE

141, Linghi Chetty Street,
Chennai - 600 001.

CORPORATE OFFICE

26, 4th Cross, N.R. Road,
Bangalore - 560 002.

BANKERS

State Bank of India
Commercial Branch, Chennai - 600 001.

BRANCHES

- | | |
|-------------------------------------|---------------------------------------|
| <input type="checkbox"/> Chennai | <input type="checkbox"/> Bangalore |
| <input type="checkbox"/> Calcutta | <input type="checkbox"/> Cochin |
| <input type="checkbox"/> Coimbatore | <input type="checkbox"/> Secunderabad |
| <input type="checkbox"/> Calicut | <input type="checkbox"/> Quilon |

MANUFACTURING & ENGINEERING DIVISION

- Plot No. 21, 22 & 25,
SIDCO Industrial Estate,
Thirumazhisai, Sriperumbadur Taluk.
Near Chennai
- C 20 & C 31, Industrial Estate,
Guindy, Chennai - 600 032.
- Plot No. 515, 4th Phase,
Peenya Industrial Area,
Bangalore - 560 058.

AUDITORS

M/s. P.B. Vijayaraghavan & Co.
Chartered Accountants
27, Cathedral Garden Road,
Nungambakkam, Chennai - 600 034.

CONTENTS

Five Years at a Glance	3
Notice to the Shareholders	4
Directors' Report	6
Annexure to Directors' Report	8
Auditors' Report	9
Annexure to Auditors' Report	10
Balance Sheet	12
Profit & Loss Account	13
Schedules to the Accounts	14
Notes forming part of Accounts	23
Cash Flow Statement	28
Subsidiary Company's Accounts	31

K.Dhandapani & Co. Ltd.**FIVE YEARS AT A GLANCE**

YEAR ENDED	2000	1999	1998	1997	1996
ASSETS EMPLOYED		(Rupees in Lacs)			
Fixed Assets (Less Depreciation)	555.00	600.82	640.07	636.61	644.72
Investments	335.71	383.63	383.64	386.05	205.15
Net Current Assets	1027.05	931.52	988.36	893.62	1076.92
Other Assets	16.73	19.47	22.61	35.75	40.93
	1934.49	1935.44	2034.68	1952.03	1967.72
FINANCED BY					
Equity Shares	351.17	351.17	351.17	351.17	351.12
Reserves	869.90	862.96	855.29	848.04	814.56
Loans Funds	713.42	721.31	828.22	752.82	802.04
	1934.49	1935.44	2034.68	1952.03	1967.72
PROFIT & APPROPRIATIONS					
Sales & Other Income	3073.08	3060.29	3417.40	4001.00	3754.54
Gross Block	876.31	875.50	864.64	814.72	772.36
Depreciation	321.31	274.68	224.57	178.11	127.64
Net Block	555.00	600.82	640.07	636.61	644.72
Profit After Tax	38.96	55.89	60.08	139.29	155.98
Dividend	29.24	29.24	38.64	77.28	70.23
Retained Earnings	27.89	18.17	17.52	47.08	84.93
Networth	905.45	892.98	879.19	855.61	813.49



K.Dhandapani & Co. Ltd.

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Twentieth Annual General Meeting of the Company will be held on Thursday the 24th August, 2000 at Rani Seethai Hall, 603, Anna Salai, Chennai - 600 006 at 12:00 noon to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2000 and the Profit & Loss Account made upto that date along with the report of the Directors' and Auditor's thereon,
2. To Declare Dividend,
3. To appoint a Director in the place of Shri. T N Desikan who retires by rotation and being eligible offers himself for reappointment,
4. To appoint a Director in the place of Shri. T N Soundararajan who retires by rotation and being eligible offers himself for reappointment,
5. To appoint a Director in the place of Shri. B G Rudrappa who retires by rotation and being eligible offers himself for reappointment,
6. To appoint the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. The retiring auditors M/s. P B Vijayaraghavan & Co., Chartered Accountants being eligible, offer themselves for reappointment.

Report  junction.com

Registered Office :

141, Linghi Chetty Street,
Chennai - 600 001.

By Order of the Board

T.N. Kothandapani
Managing Director

Date : 6th June, 2000

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE VALID MUST BE RECEIVED AT THE CORPORATE OFFICE OF THE COMPANY AT DOOR NO.26, 4TH CROSS, N R ROAD, BANGALORE 560 002, KARNATAKA NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Please bring the admission slip duly filled in and hand it over at the entrance of the meeting hall.
3. Final Dividend if declared, will be paid to those members whose name appears in the register of members on 24th day of August, 2000.
4. The Register of Members and Share Transfer Books will remain closed from Thursday the 17th August, 2000 to Thursday the 24th August, 2000 (Both dates inclusive)
5. Members are requested to immediately notify any change of address (for the purpose of Final Dividend) to the Corporate Office of the Company at Door No.26, 4th Cross, N R Road, Bangalore 560 002 quoting their folio number for the purpose of posting Final Dividend Warrants.
6. Members are requested to quote their folio number in all their correspondence.
7. Shareholders are requested to bring their copy of the Annual Report to the meeting.





K.Dhandapani & Co. Ltd.

DIRECTORS' REPORT

Your Directors present to you the Twentieth Annual Report with the Audited Accounts for the year ended 31st March, 2000 :

1. FINANCIAL RESULTS :

		(Rs. in lacs)	
	Year Ended 31.3.2000		Year Ended 31.3.1999
GROSS INCOME	3073.08		3060.29
Profit Before Interest & Depreciation	211.11		250.00
Less : Interest	125.33	146.47	
Depreciation	46.82	47.64	
	172.15		194.11
PROFIT BEFORE TAX	38.96		55.89
Less : Provision for Taxation	—		—
PROFIT AFTER TAX	38.96		55.89
Add : Balance brought forward from the previous year	18.17		7.52
PROFIT AVAILABLE FOR APPROPRIATION	57.13		63.41
Less : Prior period adjustment for Taxation	—		16.00
	57.13		47.41
Less : Final Dividend on Equity Share Capital	—		29.24
Interim Dividend on Equity Share Capital	29.24		—
Balance transferred to Balance Sheet	27.89		18.17

2. DIVIDEND :

Your Directors declared an Interim Dividend of 7.5% on the equity share capital of the Company absorbing an amount of Rs.29.24 lakhs (Including Dividend Tax) at the Board Meeting held on 29/03/2000 at The Hotel New Woodlands, Dr. Radhakrishnan Salai, Chennai 600 004.

3. REVIEW OF OPERATIONS :

Gross income has remained more or less same during the year under review due to depressed market conditions. However due to increase in expenses on account of Employees Remunerations and also due to reduction in Other Income, the Profit before Tax has steeply come down to 38.96 lakhs from 55.89 lakhs.

a. TRADING DIVISION :

The sales volume has marginally gone up to Rs.2508.09 lakhs from Rs. 2409 lakhs. Though there has been a perceptible improvement in the industrial growth, this has not resulted in direct volume growth to us. This is so because, the industrial revival has only improved the capacity utilisation level, and as yet not resulted in modernisation or new investments. Nearly Fifty to Sixty percent of our business is always generated from such new investments. Hence negligible growth.

b. MANUFACTURING DIVISION :

The Division has posted a gross sale of Rs. 361.25 lakhs, as compared to Rs. 435.42 lakhs in the previous year. We being manufacturers of LT Switch Boards we are almost 100% dependent business generated out of modernization and new investments. Since the improvement in present business scenario is due to expansion and usage of advanced technology in capital goods industries for increase in volumes without major modernization or new investments, this division is badly affected. Also price realization has drastically eroded the industry and the competition includes multinationals who are taking away business at unrealistic prices.

4. DIRECTORS :

Sarvashree T N DESIKAN, T N SOUNDARARAJAN and B G RUDRAPPA retire by rotation at this meeting and being eligible, offer themselves for reappointment.

5. AUDITORS :

M/s. P B Vijayaraghavan & Co. Chartered Accountants, the Statutory Auditors of the Company retire at the ensuing annual general meeting and being eligible offer themselves for reappointment. A certificate under Section 224 (1B) of the Companies Act, 1956 has been received from them.

6. STATUTORY STATEMENT :

- a) Statement pursuant to Section 212 (1) of the Companies Act, 1956 in respect of the subsidiary company is annexed.
- b) The prescribed details as required under Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 are set out in the annexure and forms part of this report.
- c) Particulars of employees pursuant to Section 217 (2A) of the Companies Act, 1956 does not arise since, none of the employees were in receipt of remuneration of Rs.50,000- per month or Rs.6,00,000/- per annum or more during the year.

7. ACKNOWLEDGEMENTS :

Your Directors wish to express their sincere thanks to the Company's Bankers State Bank Of India, Commercial Branch, 232, N S C Bose Road, Chennai 600 001 for their excellent support and assistance in the furtherance of the business.

Your Directors sincerely appreciate the whole hearted effort and co-operation rendered by the employees at all levels.

Registered Office :

141, Linghi Chetty Street,
Chennai - 600 001.

By Order of the Board

T.N. Desikan

Chairman

Date : 6th June, 2000

**K.Dhandapani & Co. Ltd.****ANNEXURE TO DIRECTORS' REPORT**

Statement containing particulars pursuant to Companies (Disclosure of particulars in the Report of the Board of Directors) Rules 1988 and forming part of the Directors' Report under Section 217 (1) (e) of the Companies Act, 1956.

1. CONSERVATION OF ENERGY :

During the period under review, the manufacturing division consumed 168245 Units of Electrical Energy (Previous year 193099 Units)

2. TECHNOLOGY ABSORPTION :

There being no import of technical know-how, the question of technology absorption during the year does not arise.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO :

The Company has not earned any Foreign Exchange during the year (Previous year Rs. NIL). The outgo of Foreign Exchange during the year Rs. 9.48 lakhs (Previous year Rs. 11.20 lakhs)



**AUDITOR'S REPORT
TO THE SHAREHOLDERS OF M/s. K. DHANDAPANI & CO. LTD.**

We have audited the attached Balance Sheet of M/s K Dhandapani & Co Ltd. as at 31st March, 2000 and the Profit & Loss Account for the year ended on that date annexed and report that:

1. As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the annexure, a statement on the matters specified in paragraph 4 and 5 the said order.
2. Further, to our comments in the Annexure referred to in paragraph 1 above.
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit,
 - b) In our opinion, proper books of accounts required by law have been kept by the Company so far as it appears from our examination of such books,
 - c) In our opinion the Profit & Loss A/c and Balance Sheet comply with Accounting Standards referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956,
 - d) The Company's Balance Sheet and Profit & Loss Account dealt with by this Report are in agreement with the books of accounts,
 - e) In our opinion and to the best of our information and according to the explanations given to us, the accounts read with the notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view :
 - i) In the case of the Balance Sheet, of the state of the Company's affairs as at 31st March, 2000
 - ii) In the case of the Profit & Loss Account, of the Profit for the year ended on that date.

For **P.B. VIJAYARAGHAVAN & Co.**
CHARTERED ACCOUNTANTS

(P.B. SANTHANAKRISHNAN)
PARTNER

27, Cathedral Garden Road,
Nungambakkam,
Chennai - 600 034.

DATE : 6th June, 2000