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40th ANNUAL REPORT 1998

NESTLÉ INDIA LIMITED





NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTIETH ANNUAL GENERAL MEETING OF NESTLE INDIA LIMITED will be held at Air Force Auditorium, Subroto Park, New Delhi - 110 010 on Tuesday, 4th May, 1999, at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Balance Sheet as at 31st December, 1998 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors and the Auditors thereon.
2. To declare Final Dividend and confirm the two interim dividends of Rs.2.50 and Rs.2.00, per equity share, already paid.
3. To appoint a Director in place of Mr. Lim Khing Fong, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Ravinder Narain, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED that pursuant to the provisions of Section 198, 269,309 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby accords its approval to the appointment of Mr. Carlo M.V. Donati as the Managing Director of the Company for a period of five years effective 1st July, 1998 on the terms, conditions and stipulations of appointment and remuneration as contained in the draft Agreement, a copy whereof initialled by the Chairman for the purposes of identification is placed before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule XIII to the Companies Act, 1956 or any statutory modifications thereof, as may be agreed to by the Board of Directors and Mr. Carlo M.V. Donati."

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

"RESOLVED that pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby amended and/or altered by inserting the following Heading and Article as Article 91A after Article 91:

DEMATERIALISATION OF SECURITIES

Definitions

91A. (1) For the purpose of this Article :

"Beneficial Owner" means a person whose name is recorded as such with a Depository;

"Depository" means a company formed and registered under the Companies Act, 1956, and which has been granted a certificate of registration under the Securities and Exchange Board of India Act, 1992;

"Depositories Act" means the Depositories Act, 1996 or any statutory modification or re-enactment thereof;

"Registered Owner" means a Depository whose name is entered as such in the records of the Company;

"Security" means such security as may be specified by the Securities and Exchange Board of India from time to time.

Dematerialisation/
Rematerialisation
of Securities

(2) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise/rematerialise its securities and to offer securities in the dematerialised form pursuant to the Depositories Act.

Securities in fungible form	(3)	All securities held by a Depository shall be dematerialised and shall be in fungible form. No Certificate shall be issued for the securities held by the Depository.
Transfer of Securities	(4)	Nothing contained in these Articles shall apply to transfer of securities held in Depository.
Allotment of Securities	(5)	Where the securities are dealt with in a Depository, the Company shall intimate the details of allotment of relevant securities to the Depository on allotment of such securities.
Register and Index of Beneficial Owners	(6)	The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a Register and Index of members and other security holders.
Rights of Depository and Beneficial Owners	(7)	As a registered owner, Depository shall not have any voting rights or any other rights in respect of the securities held by it. Every person whose name is entered as the beneficial owner of shares in the records of the Depository shall be deemed to be a member of the Company. Every beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by the Depository."

By Order of the Board

Registered Office:
M-5A, Connaught Circus
New Delhi 110 001
February 26, 1999

B. Murli
Secretary

IMPORTANT NOTES:

1. The Register of Members of the Company will remain closed from 16th April, 1999 to 4th May, 1999, both days inclusive, in connection with the Annual General Meeting. The book closure would also determine entitlement to the Final Dividend for 1998 and Interim Dividend for 1999, if any, that may be decided to be paid by the Board of Directors at a later date.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL ONLY TO VOTE INSTEAD OF HIM. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. The amount of unclaimed dividend for and upto the Interim Dividend for 1995, paid on 5th July, 1995 has already been transferred to the General Revenue Account of the Central Government in terms of the provisions of Section 205A of the Companies Act, 1956. Those members who have so far not claimed their dividends for the said periods may claim the same by submitting an application in prescribed Form II to the Registrar of Companies, N.C.T. of Delhi and Haryana, Paryavaran Bhawan, CGO Complex, Lodhi Road, New Delhi - 110 003.

Consequent upon amendment in Section 205A of the Companies Act, 1956 and introduction of Section 205C, by The Companies (Amendment) Ordinance, 1999, now the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund.

Members who have not encashed the dividend warrant(s) so far for Second Interim Dividend, 1995 or any subsequent dividend payment(s) are requested to make their claims to the Company.
4. The Shares Department at the Registered Office of the Company is open for public dealings between 10.00 a.m. and 12.30 p.m. from Monday to Friday excluding public holidays.
5. For any queries on the Depository System of shares, members may contact any Depository Participant or the Shares Department at the Registered Office of the Company.
6. Explanatory Statement under Section 173(2) of the Companies Act, 1956 relating to Special Business to be transacted at the meeting, is annexed hereto.



ANNEXURE TO THE DIRECTORS' REPORT

PART - B

Information under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the year ended 31st December, 1998.

Employee Name, Designation, Qualifications, Remuneration (Rs.), Experience, Date of Employment, Age, Previous Employment Details (Organisation, Designation, Years).

AGGARWAL J.K., HR - Manager, Sr. Cambridge, 621,898, 37, 15/04/62, 56	CHHINA G S, Production Executive, B.A., 486,416, 35, 26/12/63, 60
AMALANATHAN D.C.J., Area Sales Manager, B.Sc., 592,409, 37, 14/04/69, 57, Southern Railways, Inspector, 5	CHHONKER A.K., Agricultural Services Executive, M.Sc., Ph.D., 412,422, 24, 25/10/74, 44
ANAND P.C., Head of Purchase, M.Com., PGD in Mkt.Fin.Per., 1,342,644, 36, 01/06/63, 54	CHOPRA A.K., Engineering Executive, Diploma in Instrumental Tech, 604,197, 25, 25/04/74, 45
ARDESHIR D.E., Managing Director, B.A., 2,196,086, 35, 01/11/68, 57, Caltex India Ltd., Sales Rep, 5	CHOPRA A.P., Quality Assurance Executive, B.Sc., 366,430, 32, 01/08/66, 55
ARORA S.S., Agricultural Services Executive, B.Sc., 363,819, 16, 22/09/82, 39	CHOUDHARY B, Senior Sales Officer, B.Sc., 330,121, 22, 02/08/76, 44
ARUN P., Factory Manager - Choladi, M.Sc., 909,809, 15, 16/08/88, 37, TTK Pharma Ltd., Food Technologist, 4	CHOUDHARY S R, Senior Systems Analyst, M.C.A., 521,482, 8, 10/06/96, 33, Price Waterhouse, 2
ASOKAN K., Area Sales Manager, M.A., 593,754, 27, 15/03/72, 54	CORNELIUS G., Production Executive, B.A., 495,716, 37, 13/11/61, 58
AVES ANTHONY, Executive Vice President - Marketing, B.A., 2,914,028, 22, 01/02/96, 43, Nestle U.K., Marketing Manager, 17	D'SOUZA E.G., Field Operation Manager, B.Sc., 470,940, 14, 01/08/84, 34
AYER C., Production Manager - Moga, Chemical Engg., 1,275,897, 8, 12/03/98, 32, Nestle Vevey, International Trainee, 2	DAMODHARAN S, Internal Audit Executive, B.Com, 325,745, 11, 09/03/87, 33
BABU A.N., Sr.Sales Officer, P.U.C., 314,292, 29, 17/03/72, 52, Charge Pharmaceuticals, Sales, 1	DARIRA DEEPALI, Area Sales Manager, M.B.A., 441,509, 4, 01/06/94, 27
BAIDWAN S.S., Brand Manager, M.B.A., 567,694, 6, 27/04/92, 29	DAS ANIRUDH*, Legal Executive, LLB, 260,591, 5, 11/03/88, 30, Escorts Limited, Legal Manager, 1
BAJAJ AJAY, Accounts Executive, C.A., 432,270, 4, 11/03/96, 29, ITC Ltd., Asst. Manager, 2	DAS D., Sales Officer, B.Com., 314,781, 33, 08/08/88, Eastern Railway
BAJPAI SHRUTI, Brand Manager, M.B.A., 502,286, 5, 01/06/93, 28	DAS P.C., Area Sales Manager, B.A., 573,247, 31, 02/01/73, 52, Temple View Stores, Salesman, 3
BALAJI L., Manager Co-ordination, B.Sc., 614,577, 18, 10/05/82, 38, Kirloskar Cummins Ltd., Trainee Service Engineer, 1	DAS PRAKASH SIVAGURU A.C., Production Executive, B.E.(Chem.), 346,463, 24, 01/08/80, 47, Leo Oils, Factory Engineer, 5
BALAKRISHNAN K., Sr.Accounts Officer, B.Sc., 311,352, 33, 01/03/66, 58	DAS PUSHITA, Branch Secretary, B.A., 334,332, 9, 26/06/91, 40
BALAKRISHNAN O., Area Sales Manager, B.Sc., 489,618, 29, 01/07/74, 50	DASGUPTA SUSANTA, IS Support Executive, B.E., 326,006, 9, 12/12/96, 33, HCL HP, Sr. Engineer, 7
BALASUBRAMANIAM N.K., Sr.Sales Officer, B.Com., 344,088, 29, 07/02/70, 54,	DE SURANJAN, Area Sales Executive, M.Sc., 328,877, 13, 02/12/85, 37
BALASUBRAMANIAM R.H., Area Sales Manager, S.S.L.C., 558,679, 25, 01/07/74, 51	DELVADAVALA TINA R., Brand Manager, M.B.A, 439,078, 6, 17/04/95, 28, Tata Administration, Brand Exec., 2
BANDOPADHYAY RANA, Sales Promotion Manager, B. Pharma, 593,101, 16, 01/07/83, 38	DEOSTHALE JAIDEEP, Branch Controller, PGDBM, 694,658, 11, 01/08/88, 33
BANERJEE ATANU, Area Sales Manager, B.Sc., 447,358, 12, 16/06/86, 33	DESIKAN G., Senior Sales Officer, P.U.C., 305,952, 29, 01/10/69, 54
BANERJEE S.B., Senior Sales Officer, B.Sc., 311,441, 29, 10/06/70	DEY SUDIPTA, Accounts Executive, A.C.A., 566,205, 12, 19/07/93, 33, Shaw Wallace & Co. Ltd., Accountant, 4
BANERJEE JAYANTA DEB, Administrative Executive, B.A.(Hons.), L.L.D., 393,219, 30, 20/06/68, 57	DHALIWAL K.S., Agricultural Services Manager, B.Sc., 784,036, 32, 16/05/67, 53
BANERJEE K.K., Sr.Sales Officer, B.Sc., 387,466, 32, 14/02/66, 47, Lynx Machinery Ltd.	DHARUMARAJHAN G., Sales Development Manager, S.S.C., 839,690, 39, 11/11/65, 58, Kiran Office Equipments, Sales Rep, 1
BANERJEE PAAVNI, Executive Secretary, B.A., 782,765, 23, 11/06/90, 44, World Bank, Secretary, 1	DHAWAN VIKRANT*, Legal Executive, LLB, 232,797, 4, 23/03/98, 30, Modi Xerox, Deputy Manager, 1
BANSAL P.S., Engineering Services Manager, B. E. (Mech.), 777,819, 32, 28/05/84, 53, Hindustan Copper Ltd., Dy. C.E. 11	DHILLON P.P.S., Manufacturing Services Manager, B.Sc., 1,130,123, 39, 01/01/69, 58, Hindustan Lever Ltd., Foreman, 4
BANSAL S., Engineering Executive, B.E., 590,066, 15, 12/10/87, 35, Jagatjit Industries Ltd., Jr. Engineer, 4	DHIMAN SUMEET, Quality Assurance Executive, B.Sc., 433,604, 9, 01/06/89, 31
BAPOO Z.M.P., Plant Manager, B E Mech., 1,336,916, 18, 01/11/96, 43, Nestle Malaysia, Mfg. Mgr., 4	DHINGRA A.P., Warehouse Executive, B.A., 365,668, 37, 16/10/61, 54
BARBLAN A., Production Manager, Engr ETS Engenie Chimique, 1,463,377, 7, 01/09/93, 28, Nestec Ltd., Stagiaire Technique, 2	DHINGRA T.C., Accounts Executive, B.Sc., 378,473, 27, 16/08/71, 49
BAWA N.S., Accounts Executive, ACA, 498,420, 8, 15/11/94, 31, Ranbaxy Lab. Ltd., Finance Exec., 4	DIKSHIT ANURAG, Marketing Controller, M.B.A., 859,430, 14, 01/05/86, 38, Raj Chemicals, Finance Exec., 1
BEDI J.S., Sr. Engineering Executive, B.E. Electrical, 696,817, 27, 30/6/80, 49, Indian Telephone Indus., Executive Engineer, 6	DONATI C.M., Managing Director, Licence Sc. Polit., 3,542,273, 25, 01/07/98, 52, Nestle Italy, Gen.Dir.Div Food/Drinks, 2
BENJAMIN H.M., Sales Promotion Manager, B.Sc., 480,614, 19, 06/07/81, 41, T.Stanes & Co., Sales Rep, 1	DONNER J.P., Information Services Manager, ETS, ESCEA, Dip. in Computer, 1,803,360, 11, 01/07/97, 32, Nestle S.A., Informaticien, 9
BHADURI RATUL, Budget Executive, ACA, 506,148, 8, 18/04/94, 31, INDAL, Area Credit Controller, 1	DOTIVALA S.R., Branch Sales Manager, F.Y. Com, 794,665, 29, 01/12/71, 50, Union Bank of India, Clerk, 2
BHAGAWATI P.K., Sr. Sales Officer, B.Com., 318,569, 21, 01/02/80, 50, Lakme Limited, Sales Rep, 2	DUGGAL S., Head of Accounting & Taxation, ACA, 1,348,497, 17, 10/03/86, 41, Voltas Ltd., Reg Branch Accountant, 2
BHALLA MAYA, HR Manager, I.S.C., 854,113, 34, 01/08/69, 50, Britannia Ltd., Confidential Secy., 3	DUGGAL S.K., Sr. Medical Detailing Officer, B.Sc., Nursing, 315,352, 19, 05/02/79, 45, RAK College of Nursing, Clinical Instructor, 2
BHASIN P.K., M & R Engineer, B.E., 539,069, 17, 03/03/95, 39, Pepsi Foods, Plant Engineer, 3	DURANTE AYESHA*, Brand Manager, M.B.A., 418,415, 5, 01/06/93, 28
BHATIA K B, Support Executive-IS, B.Sc., 392,952, 31, 04/02/67, 51	DUTT TARUN, BPCS Co-ordinator, B.A., M.F.C, 558,310, 8, 01/02/93, 30, Ranbaxy Lab Ltd., Finance Exec., 2
BHATKOTI D.S., Production Executive, Diploma in Chemical Engg., 401,135, 15, 01/09/88, 43, Ruwais Fert, Shift Supervisor, 5	DUTTA KAUSIK, Sales Promotion Manager, B.Sc., 450,481, 18, 16/02/81, 40
BHATNAGAR S., Sr.Sales Officer, B.Sc., 318,564, 26, 03/02/72, 51	DUTTA RANJAN, Engineering Services Manager, B.E.(Electrical), 939,007, 17, 03/12/92, 42, India Foils Ltd., Project Manager, 4
BHATTACHARYA S, Sales Promotion Executive, M. Sc, 301,939, 14, 02/01/84, 37	DUTTA RANJAN, Executive Vending, B.A.(Hons.), 301,260, 11, 02/02/87, 35, Eureka Forbes, Sales Representative, 2
BHATTACHARYA SNEHAMAY, IS Support Executive, B.Sc.Dip. in ETCE., 320,912, 9, 18/04/96, 31, HCL HP Ltd., 7	EMERY J., Executive Vice President - Finance, Economics, Law Degree, 932,120, 27, 01/08/95, 51, Nestle Mexico, Corporate Controller, 6
BHULLAR B S, Agricultural Services Executive, B.Sc., 511,050, 13, 01/06/85, 38	FERNANDES ALLWYN M, Area Sales Executive, B.Com., 306,828, 11, 08/06/87, 34, Pvt. Firm, Area Sales Executive, 1
BHUTA H.R., Branch Sales Manager, B.Sc., 944,783, 31, 01/08/70, 54, R.S Jhaveri & Co., Sales Rep, 2	FERNANDES R.M., Executive Vice President- Sales & Distbn., B.Com., DDM, 3,655,106, 36, 02/01/69, 57, Caltex India Ltd., Asstt., 4
BHUTANI A.K., Production Executive, B.Sc., 493,286, 13, 05/11/85, 34	FISHER A., Factory - Manager, Mechanical Engineer, 128,579, 30, 22/12/98, 52, Nestle U.K., Site Production Manager, 3
BOHIDAR NATARANJAN, Communication Manager, M.A., 931,400, 23, 01/10/92, 44, Bennett Coleman & Co.Ltd., Advt. & Publicity Manager, 6	FRASER CORIENNA, Confidential Secretary, B.Com, 233,589, 12, 30/09/93, 35, Best & Crompton Engg, Conf Secretary, 6
BOSE RAJA, Area Sales Manager, B.Sc., 473,291, 15, 01/07/83, 37	GANAPATHIRAMAN K.S., Distribution Manager, B.Com., 1,066,963, 36, 01/01/63, 56
BRAR A.S., Agri.Services Executive, B.Sc., 408,698, 16, 22/09/82, 41	GANDHI AKSHEY, Purchase Analyst, M.B.A., 583,620, 12, 10/08/94, 37, Eicher Tractor Ltd., Materials Manager, 5
BURATTI L., Quality Assurance Manager, Ph.D. Bio Science, 1,024,519, 10, 22/08/98, 37, Nestle South Africa, Corp. Quality Assurance Mgr., 3	GANESH V., Accounts Executive, B.Com., 376,160, 18, 01/03/82, 38, B.K.Industries Ltd., Clerk, 2
CHADHA A.S., Branch Sales Manager, B.Com., 874,271, 15, 01/08/84, 35	GANGOTRA AMRITA, Senior Systems Analyst, M.Sc, 517,109, 11, 21/10/91, 33, HCL Ltd., Senior Systems Executive, 2
CHAKRABORTY P.R., Sr. Sales Officer, I.Sc., 407,100, 31, 08/04/68, 56, CTC, Sales Rep.	GARG B.B., Co Packing Service Executive, B.Sc, 350,583, 6, 01/07/92, 32, Ankit Milks, Production Manager, 1
CHAKRAVARTI ANJAN, Engineering Manager, B. Tech. (Mech), 818,617, 17, 24/04/92, 40, ICI India Ltd., Plant Engineer, 5	GARG PANKAJ, Accounts Executive, C.A., 353,835, 7, 09/10/95, 32, Pepsi Foods, 1
CHANDRA B., Production Manager, B.Sc.Dip.in Mgmt., 660,049, 19, 06/08/88, 39, Karnataka Milk Federation, In-charge - Quality Control, 8	GARG R L, Executive Milk Extension, B.A., 351,062, 15, 28/10/83, 39
CHANDRA SEEMA, Branch Controller, M.B.A., 837,696, 17, 02/07/90, 39, Consultant, 2	GERA V.K., Manufacturing Services Manager, M.Sc. Dairy Tech., 735,889, 21, 17/12/88, 44, Alfa Laval Ltd., Executive, 6
CHATTERJEE B.B., Area Sales Manager, B.Sc., 609,830, 16, 01/01/83, 40	GHOSH CHANDAN, Sales Promotion Manager, B.Sc., 533,255, 14, 01/07/84, 37
CHATTERJEE ROY PRADYUMN, Area Sales Manager, B.Com.(Hons.), 403,416, 9, 09/01/89, 33	GHOSH GAUTAM*, Marketing Control Executive, C.A., 127,953, 6, 14/11/94, 31, Price Water House, Consultant, 1
CHATTERJEE SOMNATH, Production Executive, B.A., 399,478, 11, 15/11/95, 30, R D Tea & Co., Incharge, 2	
CHATTERJEE SUMIT, Accounts Executive, C.A., A.I.C.W.A., 526,692, 6, 10/06/96, 29, ITC Ltd., Assistant Manager, 2	
CHAUDHARY BINNY, Confidential Secretary, B.Com., 446,217, 15, 28/05/90, 35, Pepsi Foods Ltd., Secretary, 1	
CHENGALRAYAN T.S., Production Executive, Dip. in Mech. Engg., 304,178, 31, 15/02/89, 59	
CHHATWAL MANDEEP, Adm & Accounting Manager, B.E., M.B.A., 918,893, 10, 01/06/89, 33	

Employee Name, Designation, Qualifications, Remuneration (Rs.), Experience, Date of Employment, Age, Previous Employment Details (Organisation, Designation, Years).

GHOSH JAYANTA, Branch Sales Manager, B.Sc., 880,885, 37, 10/09/66, 57, Hindustan Steel, Sr Operator, 4
 GHOSH KINGSHUK, Branch Accountant, AICWA, CA, 510,377, 10, 01/09/92, 32, Price Water House, Consultant, 1
 GHOSH KRISHNA, Field Operations Manager, B.Sc., 601,783, 23, 03/10/78, 44, West Bengal Health Services, Sister Tutor, 3
 GHOSH R.P., Distribution Officer, B.Com., 418,683, 19, 02/08/82, 44, Duttsons Ent., Dist. Salesman, 3
 GHOSH S.K., Area Sales Manager, B.Sc., 583,478, 18, 01/09/81, 42
 GIRDHAR S.L., Production Executive, B.Sc., 640,667, 19, 01/11/83, 39, Milkfood Ltd., Asstt Manager, 4
 GIRI K., Internal Audit Executive, ICWA, MFC, 598,777, 8, 01/07/94, 29, Ranbaxy Laboratories Ltd., Asst. Manager, 3
 GOEL RAJNEESH, Area Sales Manager, B.Com., 426,325, 13, 01/07/86, 33, Oodla Bart Co. Ltd., Asst Tea Trading, 1
 GOEL SACHIN, Advertisement Service Manager, M.B.A., 506,564, 8, 13/02/95, 30, Indian Shaving Products Ltd., Area Sales Manager, 2
 GOMES L.J., Field Operations Manager, B.Com., 468,949, 11, 05/01/88, 36
 GOPALAKRISHNAN R., Senior Sales Officer, B.Sc., 318,492, 30, 07/04/69, 51,
 GOSWAMI L., Sales Promotion Manager, MSc, 613,930, 24, 16/08/74, 47
 GOYAL S.K., Factory Manager - Nanjangud, B.Sc.- Dairy Tech, 1,230,687, 27, 01/05/73, 48, Haryana Milk Foods, Shift Incharge, 1
 GOYAL SANDEEP, Costing Co-ordinator, C.A., 357,564, 6, 25/03/92, 30
 GROVER GURCHARAN, Accounts Executive, A.C.A./A.I.C.W.A., 314,088, 9, 01/07/96, 30, Sahni Nat & Bahl, Articlship, 3
 GUHA ANIRBEN, Area Sales Manager, B.Sc, 554,462, 12, 01/09/86, 34
 GUHA TAPAN KUMAR, Area Sales Manager, B.Com., 469,173, 16, 01/07/83, 37, Indian Mkt.Research Bureau, Research Executive, 1
 GUHA T.K., Senior Accounts Officer, M.A., 316,508, 33, 08/08/86
 GUPTA ARCHANA JAIN, Market Research Manager, M.B.A., 458,524, 8, 30/12/96, 29, MARG, Assoc. Research Director, 3
 GUPTA ANJU, Confidential Secretary, B.A./Dip in Sec Pr., 309,862, 19, 18/03/91, 39, Blue Star Ltd., Secretary, 7
 GUPTA ATUL, Senior Systems Analyst, B.E., 503,233, 10, 09/12/91, 31, DCM Data Products, System Engineer, 2
 GUPTA ATUL, Senior Systems Analyst, B.E.(Comp. Sc.), 425,137, 8, 14/06/95, 31, Tata Consultancy, Systems Analyst, 4
 GUPTA B.K., Engineering Executive, Diploma In Mechanical Engineering, 635,331, 33, 24/12/67, 51, Punjab PWD, Officer, 2
 GUPTA D.V., Administration & Accounting Manager, A.I.C.W.A, 695,584, 38, 01/07/61, 58
 GUPTA SAIBAL, Area Sales Manager, B.Com., 568,928, 36, 16/07/64, 57, Dolphin Laboratories Ltd., Accts Assistant 1
 GUPTA SANJIB, Area Sales Executive, B.A., 307,578, 13, 01/11/85, 34
 GUPTA SUBIR, Sales Promotion Manager, B.Sc., 505,141, 30, 20/06/68, 55
 GUPTA V.K., Branch Manager- Mumbai, B.Sc., 1,559,863, 31, 17/08/67, 52
 HANDA SARVJEET, Manager Purchase, M.(Pharma), 676,219, 18, 12/06/89, 41, Ranbaxy Lab. Ltd., Research Scientist, 6
 HARIHARAN P.B., Manager Infant Cereals & Field Operations, M.Sc., 662,746, 16, 01/07/83, 39
 HASTU PAWAN, Production Executive, B.Sc., 525,065, 17, 01/02/85, 38, Industrial Aiders, Project Engineer, 2
 HEGDE M.N., Branch Sales Manager, B.Com., 929,106, 28, 01/02/72, 52,
 HEGDE SHIVANI, Vice President - HR, M.B.A., 2,160,687, 13, 02/06/86, 36
 HUMAYUN M., Task Force Executive, B.A., 310,819, 11, 12/01/87, 33
 IRANI FIRDAUS N., Area Sales Executive, B.Sc., 315,118, 13, 09/09/85, 35
 IYER BALAN V., Accounts Executive, B.Com., 366,367, 21, 01/01/77, 44
 JAMBA S.R., Area Sales Manager, B.Sc., 457,837, 16, 03/12/84, 38, Tata Electric Co., Project Coordinator, 2
 JAVUR VIJAY KUMAR, Project Engineering Executive, B.E.(Mech.), 323,018, 7, 05/02/95, 32, Thermax, Assistant Executive, 4
 JAYAKUMAR S., Area Sales Manager, Pre-University, 555,984, 29, 01/07/74, 51, Binny, Sales Rep, 3
 JAYARAMAN V., Senior Sales Officer, B.Com, 317,028, 30, 14/02/72, 53, Kothari Sugars, Cashier & Internal Checker, 3
 JINDAL R., Production Executive, B.Sc., 360,813, 10, 01/12/88, 34
 JONES T., Sales Manager-SMIT, B.Sc., 793,836, 18, 07/12/83, 41, Bharuka Steels, Foreman, 3
 JONES W.C., Field Operations Manager, B.Sc., 517,818, 15, 01/09/84, 36, Diners Club India, Sales Exec., 1
 JOSEPH T.J., Communication Services Manager, M.A., Dip in Inds Psych, 593,743, 34, 18/05/70, 57, IIM Calcutta, Research Staff, 5
 JOSHI MADHAV, Area Sales Manager, M.B.A., 437,775, 4, 01/06/94, 27
 JOSHI P.S., Production Executive, B.Tech., 396,999, 6, 01/12/92, 32, Pepsi Foods, Shift Engineer, 2
 JOSHI V.K., Factory Manager- Samalkha, B.Sc. Dairy Tech, M.Sc. Food Tech, 1,422,196, 32, 30/05/89, 56, Unilever, Manager, 8
 KAHLON I.J.S., Production Executive, B.Sc., 413,003, 8, 30/01/90, 34, Foremost Industries, Shift In- Charge, 2
 KALIA YOGESHWAR, Sales Promotion Manager, B.Sc., 436,691, 14, 24/01/84, 36, Accurate Products, Trainee, 1
 KALSI O.P., Quality Assurance Executive, B.Sc., 553,165, 37, 02/09/63, 56, P.M. College, Demonstrator, 1
 KALSI P.S., Packaging Executive, M.Sc., 337,358, 14, 23/03/87, 39, Milkfed, Assistant Manager, 3
 KANDAKUMAR V., IS Support Executive, M.Sc., 306,192, 4, 08/11/94, 29, GKW Ltd., Assistant Manager, 4
 KANG A.P.S., Corp. Affairs Executive, B.A. L.L.B., 460,581, 7, 03/01/94, 35, Advocate, 3
 KANNAN B., Group Product Manager, B.Sc., 885,393, 15, 08/08/83, 36
 KAPOOR ABHINAV, Branch Accountant, AICWA, B.E., M.B.A., 580,532, 10, 30/05/94, 33, Max India Ltd., Project Co-ordinator, 2
 KAPOOR M.L., Senior Enineering Officer, S.S.C., 315,781, 35, 01/03/63, 55
 KAR AMAL KUMAR, Production Executive, B.Sc., D. Tech, 348,526, 19, 23/06/87, 46, RCDF, Technical Officer, 8
 KATHURIA SUNANDA, Mfg.Services- Executive, M.Sc., 318,342, 11, 01/04/87, 35, Haryana Dairy, Supervisor, 1
 KAUL SANJAY, Area Sales Manager, B.Sc., 454,565, 14, 20/10/86, 37, Nirulas', Jr.Supervisor, 2

KAZMI S M A, Engineering Executive, Diploma in Instrumental Engg., 481,082, 10, 13/06/88, 37, Samrat Forging, Junior Engineer, 2
 KEDIA KAMAL, Branch Accountant, A.C.A., 438,300, 5, 02/09/66, 29, Ballarpur Industries Ltd., 3
 KERKAR SALIL D, Sales Promotion Executive, B.A., 340,162, 13, 01/12/85, 36, Sales Representative, 2
 KHAJURIA S*, Legal Manager, L.L.B, 632,346, 10, 06/03/98, 34, Pepsi Foods Ltd., General Manager- Legal, 1
 KHANNA HIMANSHU, Brand Manager, M.B.A., 388,621, 4, 01/06/94, 26
 KHANNA VINEET, Head Business Excellence & Supply Planning, M.B.A., 1,052,320, 13, 05/05/86, 35
 KHARBANDA J., Field Operations Manager, Diploma in Pharmacy, 475,979, 21, 15/07/82, 40, Wockhardt Ltd., Medical Rep, 2
 KHOSLA RAJIV, Internal Audit-Team Leader, C.A., 636,189, 10, 01/01/95, 35, DCM Shriram Indus. Ltd., Jt. Manager, 4
 KHURANA H.S., Project Engineering Executive, Diploma in Mechanical Eng, 605,808, 24, 01/05/85, 44, Punjab Tractors Ltd., Foreman, 5
 KOCH M., Manufacturing Services Manager, ENG. ETS, DIP.IN CONFECT., 1,752,961, 20, 16/10/97, 40, Nestle Thailand, Production Manager, 5
 KOCHHAR S.K., Personnel Executive, B.Sc., 376,997, 27, 28/09/71, 48
 KOHLI RENU, Nutrition Advisor, B.Sc., 393,564, 22, 01/04/78, 43, RAK College of Nursing, 2
 KONG C.S*, Project Manager, Civil Engineer, 786,745, 17, 16/06/98, 40, Nestle China, Civil Proj. Manager, 4
 KOTAK A.C., Supply Chain Manager, B.Sc., 636,809, 30, 12/05/69, 53
 KRISHNAKUMAR U., Area Sales Executive, M.Sc., 330,881, 13, 02/01/85, 38
 KRISHNAMOCHAN A.V., Accounts Executive, AICWA, C.A., 527,925, 5, 28/04/93, 30
 KRISHNAMOORTHY R, Sr.Sales Officer, Matric, 347,892, 34, 17/03/72, 53, Calcutta Chemical Co., Salesman, 8
 KRISHNAN R.S., Sales Admn. Manager, M.A., MDPA, DMM, 856,481, 34, 09/12/64, 60
 KRISHNAN T.S., Manager Direct Accounts, M. Com. LLB, BMM, BFM, 749,883, 37, 01/04/68, 56, Air India, Stenographer, 3
 KRISHNAN VIJAY, Accounts Executive, C.A., 493,351, 2, 01/02/96, 28, Shaw Wallace, Assistant Manager, 2
 KRISHNASWAMY S., Organisation Executive, B.A., 489,174, 37, 17/02/69, 55, Usha Sales Pvt. Ltd., Stenographer, 2
 KULAR P.S., Production Executive, B.Sc., 480,816, 11, 01/05/87, 34
 KULKARNI S.G. DR., Quality Assurance Manager, M.B.S.C., 693,254, 12, 12/06/86, 37
 KUMAR H. C., Accounts Executive, B.Sc., 365,845, 35, 07/11/63, 55
 KUMAR M.S., Sales Training Executive, B.Com., 318,750, 11, 21/01/87, 32
 KUMAR R.C*, Personnel Executive, B.Sc./Dip in Pers Mgt., 782,129, 36, 08/09/62, 56
 KUMAR V., Sales Promotion Executive, B.Com., 330,094, 12, 16/09/86, 38, Taj Group of Hotels, Front Office Assistant, 2
 KUNCHU K, Distribution Executive, B.A., 313,454, 25, 10/02/82, 45, B.H.E.L., stenographer, 6
 KURUP SANJAY *, Engineering Executive, B.E., 112,184, 3, 28/06/95, 29, Samcor Glass, Engineer, 3
 LAHIRI TAPAN KUMAR, Distribution Executive, B.Sc., 384,533, 34, 22/02/66, 55, Alliance Assurance Co., Office Assistant., 2
 LAHIRI TIRTHANKAR, Area Sales Executive, B.Com.(Hons.), 304,650, 12, 01/07/86, 37
 LAKDAWALA M.S.I., Vice President -Legal & Company Secy., FCA, FCS,AICWA, 754,727, 26, 05/01/86, 49, Cadbury India Ltd., Company Secy., 7
 LAKHOTIA VINAY, Branch Controller, AICWA,ACA, 603,880, 7, 03/09/91, 31
 LAMBA JASBIR, Purchase Executive, B.A., 387,757, 16, 22/12/86, 39, Indian Sewing Machine Co, 1
 LAW SUMIT, Brand Manager, B.Com., 609,450, 19, 01/07/83, 40, World Travel & Cargo, Asstt. Manager, 3
 LAXMANDAS PAPU, Branch Secretary, B.Sc., 452,114, 27, 25/10/71, 46
 LERAT C*, Sr Engg.Exec-Ind.Serv-Moga, Mech. Engineer, 1,055,309, 9, 01/05/98, 30, Nestle Vevey, Project Engineer, 2
 LOBO DENZIL B, Sales Promotion Executive, B.Com., 340,632, 16, 09/12/82, 36
 LOBO JOHN, IS Support Executive, B.Com., 532,291, 12, 01/03/87, 32, Integrated Finance, Junior Marketing Executive., 1
 LOBO MALCOLM, Head Of Treasury, ACA, 1,337,303, 20, 18/05/87, 43, Connemara, Chief Accountant, 8
 LOBO N.R., Field Operations Manager, B.Sc./LLB, 224,314, 14, 16/07/84, 40
 LONG A*, Factory Manager - Moga, National Dip. Science & Pract. of Dairying, 1,875,221, 32, 20/04/98, 54, Nestle Kenya, Factory Manager, 8
 LUTHRA RUKN, Export Sales Manager, M.B.A., 602,065, 13, 11/01/95, 33, Eicher Goodearth, Manager - Exports, 4
 MADAN H.R., Production Executive, F.Sc., 362,827, 37, 10/01/61, 55
 MADAN R., Area Sales Manager, B.Com, Dip in Bus Mgt, 512,545, 18, 27/01/81, 40
 MAHABALESHWAR B.L., Engineering Executive, B.E., 359,671, 3, 15/02/95, 35, Govt. Of Goa, Jr. Engineer, 12
 MAHAJAN S.K., Warehouse Executive, B.A., 429,380, 30, 20/09/68, 54, Punjab Govt., Stenographer, 5
 MAJUMDAR A.K., Accounts Executive, B.Com.(Hons.), 344,994, 12, 03/02/86, 35
 MAKHJIA S.K., Engineering Executive, B.E, 574,973, 25, 01/04/91, 47, ICI India Ltd., Instrumentation Engineer, 13
 MALHOTRA J.M., Warehouse Executive, B.A., 326,258, 32, 15/12/66, 53
 MALHOTRA M.M.*, Prodn... Prog. & WarehouseExecutive, B.Sc., 344,571, 38, 15/05/61, 58
 MANCHANDA A.K., Manufacturing Services Executive, B.Sc.-Dairy Tech, 642,247, 20, 29/01/85, 40, H.P.Milkfed, Assistant Marketing Manager, 2
 MANIAR RIDDHISH B, Sales Promotion Executive, B.A., 308,738, 15, 02/12/82, 37
 MANMOHAN KILPADY, HR - Manager, B.Sc., 825,437, 30, 12/05/69, 52
 MANNA G.P., Sr.Sales Officer, I.Sc., 412,831, 35, 06/05/63, 57, Amarata Ind, Sales Rep.
 MANNAN S, Area Sales Executive, B.Com, 306,368, 13, 23/01/85, 36
 MANSINGH RANBIR, Manager- Bangalore Office, B.Sc., 743,754, 31, 01/01/91, 51, Indodan India Ltd., General Manager, 4
 MARDOLKAR DEEPA *, Product Specialist, M.B.A., 29,769, 2, 03/06/96, 24
 MARWAH T S, Executive FS/Vending, B.Sc, 311,498, 11, 02/01/87, 35
 MATHAI T.M., Production Executive, Dip in Engg, 701,089, 31, 13/05/67, 54
 MATHEW M.V., Sr.Distribution Executive, B.Sc., 612,369, 29, 01/02/73, 51, AlokUdyog Overseas Ltd., Stenotypist, 3



Employee Name, Designation, Qualifications, Remuneration (Rs.), Experience, Date of Employment, Age, Previous Employment Details (Organisation, Designation, Years).

MATHUR AMIT, Accounts Executive, C.A., 546,650, 7, 07/09/92, 31, Associated Cement Co., Mgt. Trainee, 1	PILLAI G.G., Branch Sales Manager, B.Sc., 770,103, 20, 08/02/82, 40, Godrej Soaps Ltd., Salesman, 4
MATHUR ANUJ, Sales Manager (SMIT), B.A.(Hons.), 446,483, 8, 20/01/92, 31, Britannia, Sales Officer, 1	PILLAI K.R.R., Officer Exchange, S.S.L.C., 380,504, 30, 01/05/68, 50
MATHUR K.K., Sales Promotion Manager, B.Sc., 632,736, 30, 05/10/70, 51, Hanuman Paper Mills, Chemist, 2	PILLAI N.V., Purchase Executive, B.A., 611,600, 34, 12/08/64, 56
MATHUR RAGHUVANSH, Area Sales Manager, B.Sc., PGD Mktg. & Sales, 523,877, 28, 08/05/70, 52	PILLAI SANTOSH, Sales Promotion Manager, MBA, 570,245, 12, 01/06/89, 35, Network India Ltd., Mgt. Trainee, 2
MATHUR RAJNEESH, Area Sales Manager, M.Sc., 682,179, 12, 08/08/86, 34	PINTO J.L., Branch Admn. Executive, B.Com., 511,246, 35, 01/11/66, 55, Featherlite Corpn., Supervisor, 2
MATHUR VIDUR, Co-Ordinator -BPCS, C.A., 920,576, 13, 01/10/94, 35, Ranbaxy Lab. Ltd., Accts Manager, 7	PRABHU A.G., Welfare Executive, SSC, Dip in Sec Practice., 460,010, 37, 15/11/77, 55, Coca Cola Export Corp., Secy, 11
MATHUR Y., Area Sales Manager, SSC., 508,085, 30, 15/04/68, 52	PRASAD C.J., Senior Sales Officer, B.Sc., 380,472, 33, 14/07/65, 59
MEHROTRA ANIL, Admn. & Accts. Manager, M.M.S.-Finance, 862,449, 17, 22/05/95, 40, Eicher Group, Dy. Gen. Mgr.-Finance, 11	PURI J.B., Area Sales Manager, Diploma in Prod. Engg., 488,762, 30, 01/03/68, 51
MEHTA B.B., Senior Sales Officer, B.Sc., 428,582, 35, 03/01/68, 58, TTK Balsar & Co., Salesman, 1	PURI PAWAN KUMAR, IS Technical Supp. Executive, Diploma in Computer Engg., 302,868, 2, 01/08/96, 27, Microsoft, 1
MEHTA V.S., Programming Executive, B.E., 571,128, 10, 01/03/93, 34, Dabur India Ltd., Mechanical Engr., 3	PURI S.R., Group Product Manager, B.A., 765,329, 21, 01/03/95, 40, Duncans Ltd., Manager, 4
MENDIRATTA ASHISH, Supply Planning Executive, B.E. PGDIE, 533,400, 9, 01/07/92, 33, Modi Olivett Ltd., Executive, 1	RADHAKRISHNAN S., Branch Controller, C.A. M.Com., CS, 686,234, 10, 16/03/94, 34, S.B. Billimoria, Audit Manager, 1
MENEZES R.A., Senior Sales Officer, S.S.C., 344,364, 28, 01/06/72, 49, Bombay Gymkhana, Clerk, 1	RAI PANKAJ, Manager - Business Excellence, B.E., PGD (Mat Mgmt.), 719,137, 17, 01/07/89, 38, Alpha Toys Ltd., Divisional Manager, 1
MISRA A.K., Production Executive, B.Sc. Dairy Tech, 712,292, 17, 22/12/81, 39	RAJAN VIJAY, Supply Planning Executive, ACA, 510,351, 7, 16/08/93, 30, Price Waterhouse, Jr. Officer, 1
MISRA VIKRAM, Budget Executive, A.I.C.W.A., 53,452, 7, 03/06/96, 30, Deutsche Babcock Boorsig, 1	RAJARAMAN S., Senior Sales Officer, B.A., 308,172, 26, 17/09/72, 49
MISTRY BARJOR S., Sales Training Executive, B.A. LLB, 353,014, 26, 01/10/72, 52	RAJPUT R.K., Area Sales Manager, B.Sc., 474,756, 22, 12/01/85, 45, Kissan Products Ltd., Sales Exec, 8
MITRA TARUN TAPAN, Executive Vending, B.A., 586,463, 33, 01/03/66, 57	RAMACHANDRAN RAVI, Sales Manager-Catering Conversion, B.Com., 641,046, 14, 01/08/84, 36
MITTAL ROHIT, Production Executive, B.Sc., 311,036, 6, 08/06/92, 30, SKCB, Technical Officer, 3	RAMASWAMI G., Insurance Executive, B.A., 417,890, 36, 17/06/68, 54, PHD Chamber, Steno, 2
MOHANTA K., Sales Development Manager, MA, 1,222,157, 31, 20/06/68, 53	RAMRAJ L., Admn. & Accts. Manager, AICWA ACS, 705,517, 19, 24/04/87, 39, SPIC Ltd., Asstt Accountant, 8
MOORTHY GEETHA RAMANA, Branch Secretary, B.A., 373,751, 24, 01/05/74, 49, Indo American Electricals, Typist, 4	RAMA S.S., Production Manager, B.Sc.-Dairy Tech, 945,555, 15, 01/11/83, 36
MOULIK B., Branch Sales Manager, B.Sc., 654,969, 30, 01/04/69, 52	RAMA YOGESHWAR, IS Support Executive, M.C.A., 319,440, 8, 12/11/96, 32, Ballarpur Ind., Assistant Manager, 2
MUKHERJEE D.P., Branch Sales Manager, I.S.C., 831,083, 37, 17/01/72, 56, Border Roads Organisation, Stores Officer, 9	RANGARAJAN S., Administration Executive, B.A., Diploma in Marketing, 322,397, 33, 02/06/76, 52, Swadesh Polytex Ltd., P.S. to Chief Executive, 4
MUKHERJEE MOLOY, Supply Chain Manager, B.Sc, 483,044, 15, 14/11/83, 39, Raptakos Brett, Medical Representative, 1	RANGROO SUSHEEL, Engineering Services Manager, B.E.(Electrical), 707,775, 17, 08/03/88, 37, Jaiprakash, Plant Engineer, 3
MUKHERJEE SAILIL, Engineering Manager, B. E. (Mech), 974,864, 21, 08/10/85, 43, IEL, Maintenance Engineer, 1	RAO APARNA, HR Executive, M.B.A., 367,811, 4, 01/06/94, 27
MUNJAL A.K., Area Sales Manager, B.Sc, 454,950, 28, 05/10/70, 49	RAO B.P., Production Executive, B.A., 354,722, 10, 02/05/88, 36
MURALI THYAGARAJAN, Area Sales Executive, B.Com., 336,484, 14, 01/02/84, 40, Addisons Paints, Sales Assistant, 7	RAO SRINIVAS P., Engineering Executive, B. E. (Mech.), 585,916, 14, 12/08/93, 37, Thapar Consulting Engineer, Senior Engineer, 1
MURALIDHAR V.G., Accounts Executive, C.A., 479,428, 11, 01/02/96, 35, Goa Carbons, Sr. Fin Manager, 1	RAVICHANDRA B., Personnel Manager, B.Sc., M.S.W., 909,940, 19, 08/04/91, 42, Larsen & Tuobro Ltd., Sr. Admn. Officer, 4
MURLI B., Head of Legal & Company Secretary, FCS AICWALLB, CFA, 1,034,530, 13, 06/01/92, 37, Flex Foods Ltd., Company Secretary, 2	RAVINDRAN G, IS Support Executive, M.C.A., 374,491, 9, 18/12/95, 36, Conos Coffee, EDP Officer, 3
MURLIDHARAN JAMUNA, HR Executive, B.Com., 345,084, 15, 05/05/83, 36	RAVINDRAN M., Senior Sales Officer, B.Sc., 306,072, 13, 11/09/86, 34, Godrej & Boyce Ltd., Market Surveyor, 1
NAGARAJAN HINA, Group Product Manager, M.B.A., 873,660, 12, 01/06/87, 34	ROBERTS R.J., Project Manager, Diploma in Mech. Engg., 532,889, 32, 01/03/93, 50, Nestle Foods Australia, Sr. Engineer, 27
NAGPAL S.K., Export Admn. Manager, B.Com., 608,718, 35, 17/01/77, 54, Coca Cola Corpn., Secy., 7	ROY CHOUDHURY SUDESHNA, Senior Systems analysts, M.C.A., 521,482, 8, 10/06/96, 33, Price Waterhouse, 2
NAIR V.N.G.K., Manager Financial Accounting, N.D.Com, 825,725, 37, 10/10/63, 60, Indian Oxygen Ltd., Accounts Trainee, 1	SAHA S M, Sales Training Executive, B.A., 403,520, 29, 15/04/69, 56
NANDAKUMAR G., Production Manager, B.Sc., 860,043, 17, 10/10/88, 37, Brooke Bond India Ltd., Techn Supervisor, 5	SAGAL J.K., Controller Retiral Benefits, B.A., 892,767, 40, 01/08/61, 59, Jogeneity Supply & Finance, Office Assistant, 2
NANDY DABESHIS, Task Force Executive, B.A., 307,946, 13, 01/11/85, 36	SAINI ANIL, Engineering Executive, Dip in Mechanical Engg., 356,947, 12, 26/04/93, 35, Hindalco, 7
NARAIN IOBAL, Manager - Corporate Affairs, BSc, 1,136,045, 30, 15/02/69, 53, Caltex India Ltd.	SAINI J S, Engineering Executive- Training, Dip. in Instrumentation Engg., 379,707, 21, 29/12/86, 41, Indo Swiss Training Centre, Jr. Technical Officer, 7
NARANG S., Branch Sales Manager Contact, B.Com., 715,524, 14, 15/01/85, 36	SAMBAMOORTHY S., Executive Vending, B.Com., 332,990, 14, 09/07/84, 34
NARASIMHAN P.S., Senior Sales Officer, B.Sc., 363,096, 29, 02/08/70, 52	SAMUEL S, Head of Training, B.E. MMS, 1,345,836, 12, 01/01/98, 34, Team Productivity, Consultant, 7
NARAYANAN C.V., Quality Assurance Manager, MSc., Food Tech, 764,644, 26, 02/03/78, 48, Food Spectra, Q C Manager, 2	SANDAL PRADIP, Engineering Executive, B.E.(Mech.), 575,372, 30, 04/05/76, 52, Hupine Carbons Pvt. Ltd., Mech. Engineer, 6
NARAYANAN P, Personnel Executive, B.A. Dip. in PMIR, 317,869, 31, 15/10/67, 55, TN Agri., Stenographer, 2	SANDHOO S.P.S., Engineering Services Manager, DBM (Chem), 731,868, 34, 25/05/92, 54, Dee Pharma Ltd., Factory Manager, 1
NARIANI HARI, IS Project Manager, MBA, 769,999, 18, 10/02/86, 38, SRF Ltd., Programmer, 2	SANDHU MANDEEP, HR Executive, M.A., M.B.A, 474,898, 8, 12/03/92, 31, Bharat Petroleum Corpn., Officer Trainee, 1
NATARRAJAN P.R., Executive- Shares, Pre-University, 396,454, 33, 03/03/69, 55, Eastern Electronics, Accounts Assistant, 2	SANGA SHALINI, Communications Executive, B.A., 387,600, 26, 14/07/92, 43, Colgate Palmolive, Executive Secretary, 2
NATARAJAN S., Accounts Executive, B.Com., 483,275, 33, 11/03/65, 58	SANNOO S.R., Distribution Executive BPCS(HO), M.A., 322,031, 14, 01/08/84, 40
NAYAR ROHIT , Project Engineering Exec, B.E., 416,327, 8, 01/07/93, 32, Cadbury's India Ltd., Tech. Officer, 3	SANTHANAM C, Sales Training Executive, B.Sc., 371,183, 28, 10/12/70, 50
NEGI NALIN, Branch Accountant, C.A.I.C.W.A., 405,007, 4, 27/05/96, 30, ITC Ltd., Assistant	SARAON H.K.S., Manager- Budgets, C.A., 659,912, 10, 02/03/92, 32, JCT Ltd., Accounts Officer, 3
OM KUMAR POONAM, Home Economist, B.Ed., M.Sc., 499,862, 22, 20/11/91, 48, Lady Irwin College, Lecturer, 3	SAREEN D.N., Engineering Services Manager, B.E. (Mech.), M. Tech, 969,460, 30, 03/05/71, 54, Goelze India Ltd., Maintenance Engr, 2
OOMMEN STANLY K, Production Executive, M.Sc., 300,875, 7, 14/08/91, 33	SARKARI M.P., Branch Manager-Calcutta, S.S.C., 1,942,566, 32, 20/06/69, 53, Shipping Corpn.of India Ltd., Apprentice, 2
PABBI V. K, Executive Excise/ Tax, B.Sc., LL.B., 500,772, 31, 22/03/67, 53, Punjab Govt., Inspector, 2	SATISH CHANDRA M.A., Warehouse Executive, B.Com., 338,472, 21, 17/10/88, 43, Astra Tol Ltd., Officer
PAL G., Manager-Diet Dev. & Nutr. Serv., Sr. Cambridge, 953,883, 44, 19/05/69, 64, Graysons Unilever, Asstt Manager, 4	SAWHNEY H.S., Sr.Distribution Executive, B.Sc., 557,027, 30, 21/03/72, 52, Hemkunt Publishers, Sales Rep, 2
PANDE ASHISH, Resource Executive, B.E.(Hons.), 301,062, 4, 31/01/94, 28, Eicher Motors, Asstt Manager, 3	SAWHNEY P.P., Senior Production Officer, S.S.C, 321,476, 29, 01/08/69, 59
PANDEY ATUL, IS Manager - Development, M.Sc., 768,095, 19, 03/03/86, 41, Ranbaxy Laboratories Ltd., System Analyst, 3	SEHGAL SANJAY, Vice President-Communications, MBA, 2,168,775, 23, 15/06/89, 45, HTA Ltd., Accounts Director, 8
PARASURAM P.R., Area Sales Manager, B.A., 480,084, 17, 09/07/84, 38, Citadel Fine Pharma, Area Sales Executive, 1	SEN SANJAY S., Senior Sales Officer, B.Com., 310,248, 6, 01/08/92, 31, HLL, Salesman
PARTHASARATHY*, Production Executive, B.A., 67,121, 20, 09/01/88, 45	SENGUPTA ABHIJIT, Area Sales Manager, B.Sc.(Hons.), 398,968, 13, 01/11/85, 36
PASSI RAJESH, Engineering Manager, B.E. (Instr.), 685,273, 16, 15/04/88, 39, Taylor Instruments Co.Indus., Instru Engineer, 5	SENGUPTA DIPAK, Branch Sales Manager, B.Sc., 671,387, 19, 07/12/81, 39
PATANKAR R.S., Area Sales Manager, S.Sc., 620,363, 26, 21/02/77, 44, Sharpedge Ltd., Sales Rep, 2	SEQUERIA R.F., Senior Sales Officer, Inter Arts, 316,415, 26, 01/06/72, 53
PATER J., Agronomist, B.Sc. / Soil Science Diploma, 487,209, 31, 01/11/98, 57, Nestle Philippines, Head of Agricultural Services, 4	SETH SRIKANTA, Administration Executive, B.Sc., 479,511, 32, 05/08/66, 55
PATKI U.B., Purchase Manager, B.A., 817,513, 22, 06/01/92, 39, Brooke Bond India Ltd., Manager, 13	SETHI D.K., Quality Assurance Manager, M.Sc.-Dairy Tech and Microbiology, 715,523, 26, 20/11/72, 51
PAUL R.K., Sales Promotion Manager, B.A., 584,906, 37, 15/11/65, 58, Self employed (Training), Sales Agent, 4	SETHI SANDEEP, Accounts Executive, A.C.A., 397,486, 7, 24/06/96, 28, DLF Power Ltd., Sr. Finance Officer, 1
PEREIRA S.I., Sales Manager Training, B.Com., 533,148, 13, 05/06/83, 35	SETHI Y., Branch Manager - Delhi, B.Sc., 1,372,422, 31, 27/02/68, 53
PESHIN DILIP KUMAR, Area Sales Executive, B.Sc., 318,123, 15, 22/08/83, 38	
PHILIP THOMAS K., Branch Accountant, ACA, 539,248, 21, 04/05/81, 47, Keltron Components, Accounts Officer, 2	

Employee Name, Designation, Qualifications, Remuneration (Rs.), Experience, Date of Employment, Age, Previous Employment Details (Organisation, Designation, Years).

SETHNA R.F., Sr.Sales Officer, B.Com., 312,058, 13, 02/05/88, 35, Garden Silk Mills Ltd., Computer Operator, 2	SRINIVASAN K N, Area Sales Executive, B.Com, 330,458, 11, 21/01/87, 34
SEVAK VARINDRA, Manager- Speciality Imports, B.E.(Mech.), Dip in Mat Mgt, 811,393, 20, 14/09/92, 41, Brooke Bond India Ltd., Manager, 2	SRINIVASAN SATISH, Sr. Engineering Executive, B.E., 592,468, 12, 03/05/93, 34, Tata Consultants, Engineer, 6
SHAFI MOHD., Organisation Executive, S.S.C., 343,237, 41, 01/07/83, 55, Calcutta House Guard, Office Assistant	SRIVASTAVA DEEPAK, Supply Chain Manager, B.Com., 458,997, 15, 01/07/83, 40
SHAH CHETAN, Budget Executive, B.E., MBA, 303,303, 3, 05/06/95, 27	SRIVASTAVA R, Confidential Secretary, B.A., Dip in Sec Pr., 342,536, 11, 17/06/91, 31, Computer Point (I) Ltd., Secretary, 1
SHANBAGH DINESH, Area Sales Manager, B.Com., 474,935, 17, 10/08/84, 37, Dalal Desai & Co., C.A. Audit Assistant, 2	SRIVASTAVA R.N., Financial Controller, ACA, AICWA, 1,223,498, 22, 01/06/87, 44, Hindustan Lever Ltd., Factory Accountant, 3
SHANKAR G, Supply Planning Executive, B.Sc., 310,950, 11, 01/04/87, 34, Finmac Systems, Sales Executive, 2	SRIVASTVA A.K., Branch Manager - North East, Pre Degree-Science, 1,482,773, 26, 01/11/72, 47
SHANKAR RAVI, Area Sales Manager, M.A., 435,716, 14, 09/07/84, 37	STOCKER J.M., Executive Vice President- Technical, Dip in Agriculture Engg., 3,339,011, 20, 22/08/93, 45, Nestle Sri Lanka, Factory Manager, 5
SHANMUGHAM N., Senior Sales Officer, B.A., 314,676, 26, 17/09/72, 52,	SUBBIAH VIKRAM, Area Sales Manager, B.Sc., 456,857, 12, 08/10/86, 33
SHARAT KUMAR S.S., Personnel Manager, M.A., 632,071, 9, 01/10/94, 32, Indian Herbs, Dy. Manager - HRD, 2	SUBRAMANIAM M.V., Area Sales Manager, B.Com., 436,724, 17, 11/07/83, 38, Nisaa Marketing, Sales Manager, 1
SHARDA S.C., Purchase Executive, B.A. LLB, 496,673, 37, 20/07/71, 53, Cement Research Institute, Stenographer, 1	SUNDAR M.R., Senior I.S. Tech. Support Executive, M.Com., 448,914, 30, 15/01/70, 48
SHARMA A.K., Manager Purchase, M.B.A., 720,617, 10, 16/04/90, 33, Pradeshek Co-op.Dairy Fed., Mgt. Trainee, 2	SURENDRANATH A., Production Executive, B.Sc., 330,925, 31, 02/07/67, 53
SHARMA J.K., Budget Executive, Higher Sec.Dip in Sec Pr., 382,425, 33, 24/06/74, 52, Escorts, Stenographer, 3	SURESH D., Production Executive, B.Sc. Agriculture, 450,432, 10, 13/03/95, 37, Harrisons Malayalam, Asst. Manager, 5
SHARMA P.D., Manufacturing Services Manager, B.Sc.-Dairy Tech, 1,127,691, 26, 06/06/73, 48	SURESH V., Accounts Controller, B.Com., 706,653, 30, 02/06/69, 52
SHARMA R.K., Senior Production Officer, B.Sc., 300,312, 26, 01/08/72, 50	SUR P.K., Accounts Officer, LL.B., 660,887, 30, 26/05/69 Swastik Oil Mill
SHARMA RAJ KAMAL, Export Manager, M.B.A., 974,512, 21, 22/05/90, 42, Brooke Bond India Ltd., Export Manager, 12	SURYANARAYAN G., Group Product Manager, B.Sc., 876,334, 36, 01/06/66, 57, Enfield India Ltd., Accts Assistant, 2
SHARMA RASHMI, HR - Manager, M.B.A., 727,313, 9, 02/01/95, 33, U B Group, HR Manager, 5	TADANKI A.K., Group Product Manager, B. Tech. M.B.A., 583,695, 6, 01/06/92, 28
SHARMA S.K., Taxation Manager, B.Com., FCA, 707,561, 18, 01/05/90, 41, Indo Gulf Fert. Ltd., Jt. Manager, 5	TANEJA N.K., Organisation Executive, B.A., 499,379, 36, 01/04/62, 60
SHARMA S.M., Engineering Executive, B.Sc., 327,738, 11, 12/10/87, 34, Indian Dairy Ent, Foreman, 2	TAVARIS JEAN LOUISE, Branch Secretary, SSC., 390,301, 35, 22/04/63, 53
SHENQY T.P., Area Sales Manager, B.Sc., 608,216, 33, 02/03/70, 55, Bennett Coleman & Co.Ltd., Office Assistant, 1	THAPAR AMARDEEP, Branch Controller, B.Sc., 702,479, 18, 07/01/82, 40, Pharmad Pvt. Ltd., Sales Rep., 1
SHETTY C.N., Sales Promotion Manager, B.Sc., 589,388, 16, 05/01/87, 37	THAPAR RAJIV, Budget Executive, C.A., 534,451, 6, 17/04/95, 30, Smithkline Beecham, Exec. Mgt. Accounting, 1
SHIV KUMAR S., Distribution Executive, B.Com., Dip in Business Mgt., 305,484, 19, 01/05/80, 41,	THOMAS V., Engineering Manager, B.Sc., 570,890, 32, 04/03/74, 55, XL Engineers, Engineer, 2
SHROFF K.F., Area Sales Manager, B.Com., 458,656, 14, 01/08/84, 35	THOMPSON J., Operations Co-ordinator, Mech. Engg., 2,056,190, 23, 03/03/97, 50, Nestle U.K., Factory Manager-Workshop, 4
SIDHU J.S., Resident Coordination Manager - Chandigarh, B.A., LLB., 730,308, 18, 10/07/86, 41, Own Practice, 5	TITUS AJOY, Brand Manager, M.B.A, 541,400, 6, 06/01/94, 29, Lintas India Ltd., 1
SINGH AMARJIT, Co-packing Services Manager, B.Sc.-Dairy Tech, 979,260, 18, 11/06/81, 43	TRIPATHY ANITA *, Systems Analyst, M.C.A., 102,663, 3, 01/03/95, 30
SINGH CHARANJIT LT. COL., Security Manager, M.Sc., 536,594, 34, 11/07/96, 55, Ministry of Defence, Lt. Colonel, 32	TRIVEDI MAYANK, Brand Manager, M.B.A., 596,117, 8, 20/02/95, 32, HTA Ltd., Sr.Accounts Exec., 5
SINGH H.K., Personnel Manager, B.Sc., LLB MPMP, 910,487, 20, 16/07/86, 42, Hero Honda Motors Ltd., Sr Personnel Officer, 3	TYAGI Y.K., Area Sales Manager, B.Sc., 407,267, 34, 09/07/64, 58
SINGH JATINDER, Packaging Development Executive, B.Sc., 468,909, 26, 10/07/72, 48	UNDELAND P., Quality Assurance Manager, M.Sc. Engg., 1,705,828, 22, 08/08/93, 43, Nestec Ltd., Microbiologist, 15
SINGH MAHI PAL DR., Manager Agriculture Services, Ph.D., Agronomy, 692,634, 37, 09/08/91, 55, Dow Chemicals Intl, Mgr R&D, 7	UPPAL S D. Q.A. Executive, B.Sc., 352,866, 29, 18/06/69, 53
SINGH R.N., Branch Sales Manager - Confect., B.Sc., 679,586, 19, 03/01/83, 40, Taj Trade & Transport, Purchase Assistant, 3	VAN GELDER L., Group Product Manager, Food Technologist, 878,658, 19, 01/01/92, 39, Nestec Ltd., Food Technologist, 12
SINGH RAJENDRA DR., Managing Director, M.Sc. -Food Processing, Ph.D.- Microbiology, 3,131,228, 25, 01/07/90, 50, Tocklai Exp. Station, Director, 3	VANOS V, Quality Assurance Manager, Master in Biological Sciences, 1,967,654, 21, 01/06/97, 45, Nestle Italy, Quality Assurance Manager, 5
SINGH S.B., Head of Internal Audit, ACA, 1,274,165, 17, 25/05/87, 42, Modi Xerox Ltd., Finance Exec., 4	VARADARAJAN N., Purchase Executive, B.A., 570,607, 29, 01/01/70, 54
SINGH SATINDER PAL, Executive Manufacturing Services, MBA, 570,197, 13, 15/04/87, 36, Milkfood, Production Supervisor, 1	VASHISTHA R., Imports Executive, B.E.(Electrical), 595,430, 13, 10/07/92, 35, Polypropylene India Ltd.
SINGH UPKAR*, Head of Budgets & Costing, MBM, 1,347,757, 22, 01/07/91, 44, Escorts Ltd., Div. Manager, 6	VENKATASUBRAMANIAN K R, Branch Administration Executive, B.Com., 470,431, 17, 01/10/81, 39, Redifusion, Accountant, 2
SINGH YUVRAJ, Pur/PR Executive, B.Sc., 479,126, 25, 01/02/73, 46	VISWANATHAN L., Executive-Trademarks, B.Com., 423,432, 30, 01/05/72, 48, Ferro Alloys Corp Ltd., Stenographer, 3
SINGHAL N, Accounts Executive, C.A., 328,464, 4, 20/10/94, 28, J. P.Kapoor, Audit Manager, 2	VOUMARD PATRICK, Chief Engineering Services Manager, Mech. Engg., 2,725,192, 19, 01/09/97, 42, Nestec Ltd., Project Leader, 16
SINGLA A.K., Quality Assurance Executive, B.A., P G Dip in Mat.Mgt., 593,350, 18, 16/05/92, 44, Bakemans Home Products Ltd., Assistant Manager, 3	WAHI NAKUL*, Brand Manager, Dip in mktg., 175,504, 9, 02/01/92, 32, McKann Ericsson, Accounts Exec., 1
SINHA ANA ABRAHAM, Manager Consumer Services, M.Sc.-Food and Nutrition, 899,246, 17, 01/07/82, 41	WAHI R.N., Vice President - Corporate Affairs, B.A., 3,257,725, 39, 02/01/67, 63, R C Durand, Sales Supervisor, 7
SINHA INDRANIL, Exports Sales Manager, B.Tech., 531,065, 8, 16/05/90, 31	WALAWALKAR RAJESH, Project Engineering Executive, B. E. (Mech.), 645,140, 10, 08/07/92, 31, Cadbury India Ltd., Technical Officer, 3
SIVADASAN K., Payroll Executive, B.Com., P G Dip in Marketing & Sales Mgt., 470,678, 31, 08/11/71, 49, Hyderabad Allwyn Metal Co., Stenographer,	WALIA N.J.S., Senior Engineering Executive, B.Sc. B.E., 787,200, 28, 01/08/87, 53, M.N.Dastur & Co., Sr Project Engineer, 13
SODHI BANDANA*, Department Secretary, B.Com., Dip. in Sec. Prac., 277,491, 3, 01/02/95, 28, Onida Finance, Secretary, 1	WAELETTI J.M., Executive V.P.-Finance, Licence Economic Sciences, 1,733,862, 19, 18/05/96, 42, Nestle Capital Corp., Vice President Finance & Treasurer, 5
SOMAIYA P.N., Branch Manager - Chennai, B.Sc., 1,445,152, 36, 12/06/68, 56, United Spices Impoter Ltd., Office Assistant, 2	WANKHEDE D.A., Brand Manager, B.Tech., M.B.A, 470,666, 6, 01/06/92, 29
SOOD G.P., Senior Production Planning Officer, B.A., 335,726, 26, 18/09/72, 54	WEDMORE B.R., Factory Manager -Ponda, Cert in Dairy Technology- Chemical & Micro, 2,849,044, 40, 15/09/94, 57, Nestle Thailand, Factory Manager, 9
SOOD V.K., Packaging Development Manager, B.Sc., 935,535, 36, 13/05/65, 57, D M College, 2	YADAV SANJEEV KUMAR, Production Executive, B.E., 301,575, 6, 25/06/92, 34
SOUNDARARAJAN M.S., Production Executive, B.Sc., 673,795, 33, 01/10/66, 56, Neyvelli Lignite Corpn., Process Operator, 1	
SRINIVAS B., Supply Chain Manager, B.Com., 512,333, 12, 06/10/86, 34	
SRINIVASAN G., Senior Sales Officer, B.Com., 325,572, 15, 11/07/83, 38	

*Employed for part of the year and were in receipt of remuneration at the rate of not less than Rs. 25,000/- per month.

Notes :-

- (1) All appointments are/were contractual and terminable by notice on either party. Other terms and conditions as per Rules of the Company.
- (2) None of the employees named above is related to any director of the Company.
- (3) Employment with Company includes service with any Nestle associate company in India and postings abroad.
- (4) Remuneration includes salary, allowances, Company's contribution to provident fund, leave travel, medical and value of taxable perquisites as per the Income tax Act.

On behalf of the Board of Directors

New Delhi
February 26, 1999

NARENDRA SINGH
CHAIRMAN



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

The Board of Directors at their meeting held on 2nd June, 1998 appointed Mr. Carlo M.V. Donati as the Managing Director of the Company for a period of five years with effect from 1st July, 1998, subject to necessary approvals. The Central Government also accorded its approval to the appointment of Mr. Donati.

The appointment was made pursuant to the notification by Nestle S.A. under Articles 106 and 118A of the Articles of Association of the Company nominating Mr. Donati as the Managing Director with effect from 1st July, 1998 in place of Mr. Rajendra Singh. Mr. Rajendra Singh has since taken over the Technical Management of Nestle Malaysia as scheduled.

Mr. Donati joined the Nestle Group in 1973 and has had a distinguished career with postings spanning three continents and covering nine countries, including a three year appointment to Nestle India Limited as Assistant to the Head of Market and Product Manager. He has wide and varied international experience. The appointment of Mr. Donati is appropriate and in the best interest of the Company.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Mr. Donati as the Managing Director and the remuneration payable to him. The terms and conditions proposed (fixed by the Board of Directors at their Meeting held on 2nd June, 1998 and modified on 26th February, 1999 by revision of overall limit of Commission/Performance linked incentive to not exceed an amount equivalent to twice the Salary, with effect from 1st January, 1999) are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to occupy important position such as that of the Managing Director.

The material terms of appointment and remuneration as contained in the draft Agreement are given below :-

I) Salary and Commission (hereinafter referred to as "Remuneration") :

- (1) Salary: At the rate of Rs. 250,000 per month with increments effective 1st January each year, as may be decided by the Board of Directors, subject to a ceiling of 30% per annum, commencing from 1st January, 1999.
- (2) Commission/Performance linked incentive: On net profits of the Company determined in accordance with relevant provisions of the Companies Act, 1956 at a rate to be determined by the Board of Directors from time to time, but not exceeding an amount equivalent to twice the Salary (Commission not to exceed an amount equivalent to the Salary, upto December, 1998) for the relevant period. The payment may be made on a pro rata basis every month or an annual basis or partly monthly and partly on an annual basis at the discretion of the Board of Directors.

II) Perquisites:

- (1) In addition to the Remuneration as stated above, Mr. Donati shall be entitled, as per Rules of the Company to :
 - (a) Rent free furnished residential accommodation with free use of all the facilities and amenities, such as air conditioners, stoves, geysers, gas, electricity, water, etc.
 - (b) Reimbursement of all medical expenses incurred for self and family including hospitalisation, membership of any hospital and/or doctor's scheme.
 - (c) Leave Travel Allowance for self and members of his family residing in India and holiday passage to visit India to the members of his family not residing in India.
 - (d) Subscription to clubs.
 - (e) Use of Company car with driver and telephones at the residence. Use of car with driver and telephones, for office purposes shall not be considered as a perquisite. Personal long distance telephone calls shall be borne by Mr. Donati.
 - (f) Contribution to provident fund, superannuation fund and annuity fund, gratuity and encashment of leave at the end of his tenure.
 - (g) Expenses on shifting of residence.
 - (h) Joining and terminal benefits :

For self and family first class air/sea passage together with cost of transportation of household belongings at the time of joining the Company.

First class air/sea passage together with cost of transportation of household belongings to such place as may be approved by the Board of Directors at the time of leaving the service of the Company.

- i) Any other perquisites as may become applicable in the future.

The value of the perquisites to be evaluated as per Income-tax Rules, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount equal to the Salary for the relevant period.

- (2) The Board of Directors may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated.

III) Minimum Remuneration:

Notwithstanding anything hereinabove stated, in the event of absence or inadequacy of profit in any financial year, Mr. Donati shall be paid remuneration by way of salary, allowances and perquisites not exceeding the maximum limits prescribed under Schedule XIII to the Companies Act, 1956 or any statutory modification thereof.

IV) Other Terms:

- (1) Mr. Donati shall,

- (a) subject to the superintendence, control and direction of the Board of Directors, manage and conduct the business and affairs of the Company.
- (b) so long as he functions as the Managing Director, not become interested or otherwise concerned directly or indirectly through his relatives in any transaction with the Company without the prior approval of the Board of Directors and such other approvals, if any, as may be applicable.
- (c) keep the secrets of the Company.
- (d) be entitled to the reimbursement of entertainment expenses and other expenses including travel actually and properly incurred for business of the Company.
- (e) so long as he functions as Managing Director, not be paid any sitting fees for attending meetings of the Board of Directors or Committee thereof.

- (2) Either party has the right to terminate the Agreement by giving to the other one calendar month's notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

In view of the provisions of Section 309 of the Companies Act, 1956, an Ordinary Resolution in terms as set out in the accompanying Notice is placed before the members for their consideration.

A copy of the draft Agreement referred to in the Resolution would be available for inspection by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday, upto and including the day of this meeting.

This Explanatory Statement together with the accompanying Notice may also be regarded as an abstract and memorandum under Section 302 of the Companies Act, 1956.

None of the Directors except Mr. Donati is interested or concerned in the Resolution at Item No. 6.

Item No.7

Consequent upon the setting up of the Depository System and the introduction of the Depositories Act, 1996 there have been significant amendments in the provisions of the Companies Act, 1956 relating to issue, holding and transfer of securities in dematerialised form. The equity shares of your Company can be dematerialised under the Depository System operated by the National Securities Depository Limited and it is therefore proposed to suitably amend the Articles as set out in the Resolution in order to bring the provisions of the Articles of Association in consonance with the provisions of the Companies Act, 1956.

The above Resolution is set out as Special Resolution for approval by the members in terms of Section 31 of the Companies Act, 1956.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday, upto and including the day of this meeting.

None of the Directors is concerned or interested in the Special Resolution at Item No.7.

By Order of the Board

Registered Office:
M-5A, Connaught Circus
New Delhi 110 001
February 26, 1999

B. Murli
Secretary