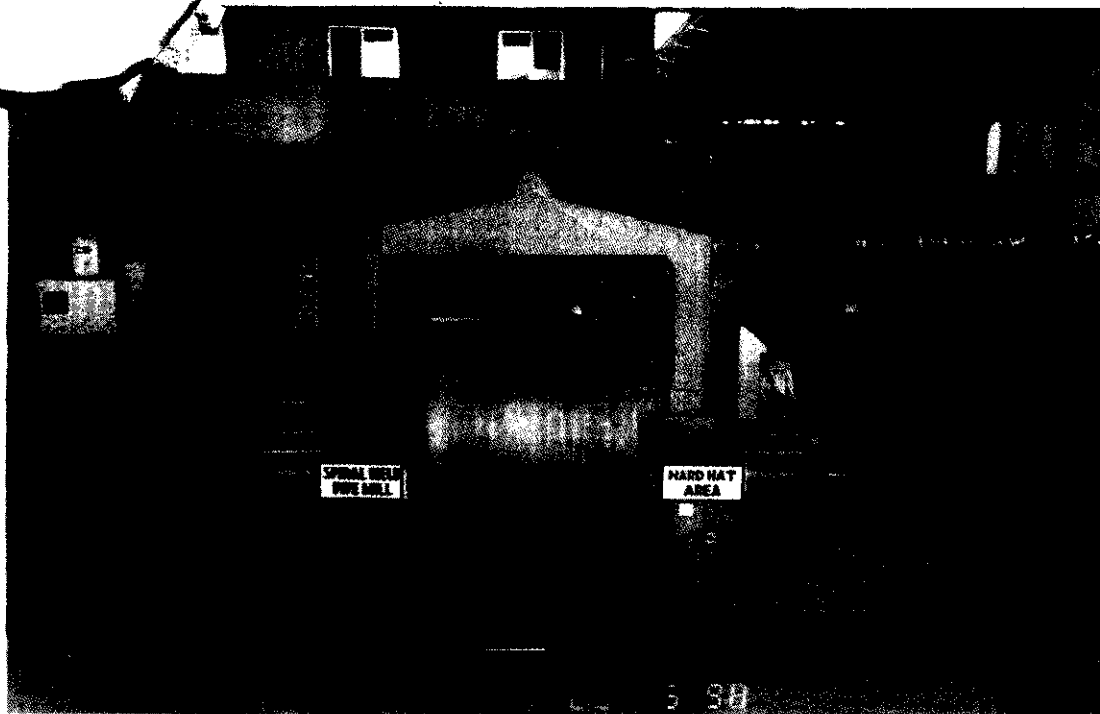


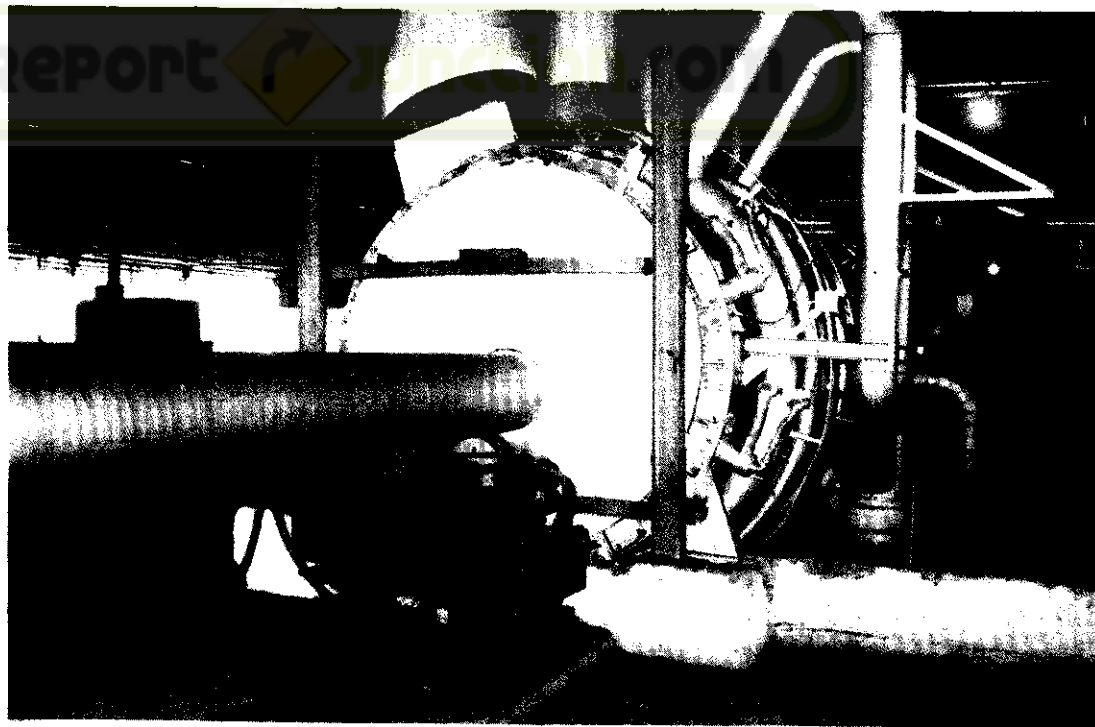
# 12TH ANNUAL REPORT 1998-99



**PSL HOLDINGS LIMITED**



*Converting HR Coils to large dia Pipe at PSL's helical seam Pipe Mill*



*Precision gas heating of blast cleaned steel pipes prior to three layer Polyethylene Coating  
-PSL's coating yard, Kandla*

**Cover Photo :** View of Helical Seam Pipe Mill No. 3 diameter range upto 120"

**BOARD OF DIRECTORS****BOARD OF DIRECTORS**Shri Y. P. Punj — *Chairman*Shri Ashok Punj — *Managing Director*

Shri Alok Punj

Shri M.M. Mathur

Shri G.S. Sauhta

Shri R.K. Bahri

Shri D. N. Sehgal

**VICE PRESIDENT &  
COMPANY SECRETARY**

Shri G. Gehani

**STATUTORY AUDITORS**Suresh C. Mathur & Co.  
Chartered Accountants,  
New Delhi.**INTERNAL AUDITORS**R. Devarajan & Co.  
Chartered Accountants  
Mumbai.**SHARE TRANSFER AGENTS**Karvy Consultants Limited  
"Karvy House" 46, Avenue 4, Street No. 1  
Banjara Hills, Hyderabad - 500 034**SUBSIDIARY COMPANY**PSL Corrosion Control Services Ltd.  
B-96, Greater Kailash -I  
New Delhi - 110048.**PRINCIPAL BANKERS**

- Credit Agricole Indosuez
- Deutsche Bank Limited
- Export Import Bank of India
- Global Trust Bank Ltd.
- HDFC Bank Limited
- ICICI Banking Corporation Ltd.
- Times Bank Ltd.

## LOCATIONS



### REGISTERED OFFICE

Kachigam, Daman,  
Union Territory of Daman &  
Diu - 396 210

### CORPORATE OFFICE

386, Veer Savarkar Marg  
Prabhadevi, Mumabi - 400 025

### MARKETING OFFICE

"PSL HOUSE"  
B-96, Greater Kailash - 1  
New Delhi - 110 048.

### LEGAL & SECRETARIAL OFFICE

3rd Floor, 'Punj House'  
M-13 A, Connaught Circus  
New Delhi - 110 001.

### PROJECT OFFICES

- 3rd Floor, 'Punj House'  
M-13 A, Connaught Circus  
New Delhi - 110 001.
- 309/317, Vardhaman Chambers,  
Sector 17, Vashi,  
Navi Mumbai - 400705.

## PLANTS

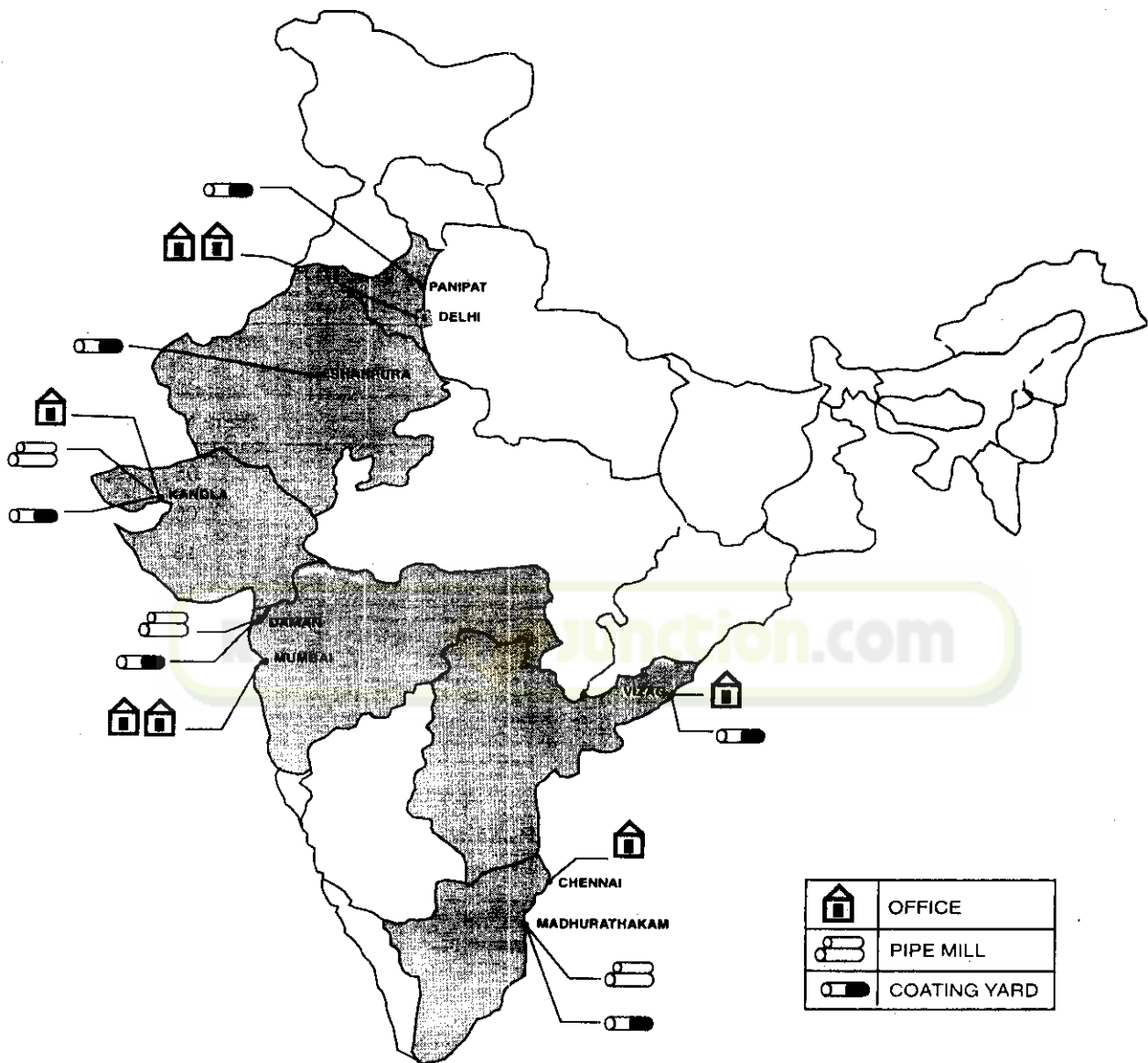
### PIPE MILLS

- Kachigam, Daman  
Union Territory of Daman & Diu
- Village No. 22 Vaiyavur  
Taluka Madurantakam  
Dist. Kancheepuram, Tamil Nadu
- Village Nani Chirai, Taluka Bachhau,  
Dist. Kutch Gujrat

### PIPE COATING PLANTS

- Plot No. 4 & 5, Sector 12  
Industrial Area, Gandhidham, Kandla,  
Gujarat
- Village Khotpura, Barsat Road, Panipat  
Haryana
- Survey No. 175, 177, 209, 210  
Auto Nagar, Gurampalem  
Near Pendurthi, Vishakhapatnam  
Andhra Pradesh
- Survey No.37, Varsana  
Taluka Anjar, Dist. Kutch,  
Gujarat.
- Kachigam, Daman  
Union Territory of Daman & Diu
- Village No.22. Vaiyavur  
Taluka Madhuranthakam  
Dist. Kancheepuram  
Tamil Nadu
- Village Thakuron Ki Dhani,  
Near Village Tatera  
Shahpura, Rajasthan

# PSL'S PRESENCE



NOT TO SCALE

# PROGRAMME AND CONTENTS



## TWELFTH ANNUAL GENERAL MEETING AT 9.00 A.M. ON THURSDAY THE 24TH FEBRUARY, 2000

AT HOTEL MAHARAJA,  
NANI DAMAN,  
UNION TERRITORY OF  
DAMAN & DIU - 396 210.

Book Closure - Thurs. the 17th February, 2000 to Thursday, the 24th February, 2000

CONTENTS	Page No.
FINANCIAL HIGHLIGHTS .....	05
NOTICE .....	06
DIRECTORS' REPORT .....	13
AUDITORS' REPORT .....	18
BALANCE SHEET .....	20
PROFIT & LOSS A/C .....	21
SCHEDULES .....	22
BALANCE SHEET ABSTRACT .....	31
CASH FLOW STATEMENT .....	32
STATEMENT OF SUBSIDIARY COMPANY UNDER SECTION 212 OF COMPANIES ACT, 1956 .....	33
<b>STATEMENTS OF SUBSIDIARY COMPANY</b>	
DIRECTORS' REPORT .....	34
AUDITORS' REPORT .....	35
BALANCE SHEET .....	36
PROFIT & LOSS A/C .....	37
SCHEDULES .....	38
BALANCE SHEET ABSTRACT .....	42

**FINANCIAL HIGHLIGHTS****FINANCIAL HIGHLIGHTS**

(Rs. in Lacs)

PARTICULARS	FY 98-99**	FY 97-98	FY 96-97*	FY 95-96	FY 94-95	FY 93-94
Income From Operations	14784.75	8396.71	6967.76	6850.23	6536.45	3597.42
Other Income	1319.07	262.41	307.90	338.14	101.54	40.95
Total Income	16103.82	8659.12	7275.66	7188.37	6637.99	3638.37
Total Expenditure	12174.88	6296.79	5072.81	5346.79	4777.40	2891.55
Operating Profit	3928.94	2362.33	2202.85	1841.58	1860.59	746.82
Interest	1080.60	251.62	416.19	191.72	190.96	181.24
Gross Profit	2848.34	2110.71	1786.66	1649.86	1669.63	565.58
Depreciation	1246.88	720.44	874.00	446.51	303.54	237.86
Profit Before Tax	1601.46	1390.27	912.66	1203.35	1366.09	327.72
Taxation	127.53	360.86	45.00	301.48	389.38	41.50
Profit After Tax	1473.93	1029.41	867.66	901.87	976.71	286.22
Dividend Rate	35%	35%	35%	25%	20%	20%
Equity	2892.02	948.71	948.71	941.47	762.68	349.43
Reserves & Surplus	11528.25	6952.36	6286.74	5760.29	3223.48	441.88
Gross Fixed Assets	15738.74	7220.35	6625.53	5195.02	2734.67	1848.41

\* Period of 18 Months

\*\* Post Merger



**NOTICE**

TO ALL SHAREHOLDERS,

Notice is hereby given that **Twelfth Annual General Meeting** of the Company will be held on Thursday, the 24th February, 2000 at 9.00 A.M. at "Hotel Maharaja" Nani Daman- 396 210 in Union Territory of Daman & Diu, to transact the following businesses:-

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 30th September, 1999 and Profit & Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
2. To declare the Dividend for the Financial Year 1998 - 99.
3. To appoint a Director in place of Shri Y. P. Punj, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri M. M. Mathur, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Statutory Auditors for holding the Office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and in this connection to consider and if thought fit to pass with or without modification the following Resolution as an "Ordinary Resolution."

"RESOLVED THAT M/s. Suresh C. Mathur & Co., Chartered Accountants, New Delhi be and are hereby appointed as Auditors of the Company to hold Office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board plus reimbursement of actual travelling and other incidental expenses incurred in connection with the audit."

**SPECIAL BUSINESS****6. FIXATION OF REMUNERATION OF MANAGING DIRECTOR**

To consider and if thought fit to pass with or without modification the following Resolution as an "Ordinary Resolution."  
 "RESOLVED THAT subject to such consents and permissions, if any, as may be necessary, the consent of the Company be and is hereby accorded and is deemed to have been accorded, in terms of Section 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions of the Companies Act, or any amendment and/or modification thereof, for fixation of remuneration and perquisites of Shri Ashok Punj, the Managing Director of the Company, with effect from 01-01-2000 as detailed in the Explanatory Statement to this Resolution along with other terms and conditions of his appointment."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise and/or re-fix the said remuneration and other perquisites payable to Shri Ashok Punj, the Managing Director and/or terms and conditions of his employment provided that the so revised/ re-fixed remuneration and perquisites do not exceed the limits prescribed from time to time under Schedule XIII or any other provisions of Companies Act, 1956, and/or any Statutory modification/s thereof."

**7. APPOINTMENT OF SHRI Y.P. PUNJ AS WHOLE-TIME DIRECTOR AND FIXATION OF HIS REMUNERATION**

To consider and if thought fit to pass with or without modification the following Resolution as an "Ordinary Resolution."

"RESOLVED THAT subject to such consents and permissions, if any, as may be necessary, the consent of the Company be and is hereby accorded and is deemed to have been accorded, in terms of Section 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions of the Companies Act, or any amendment and/or modification thereof, to appointment of Shri Y.P. Punj as a Whole-time Director of the Company, for the period 01.01.2000 to 16.02.2004 and for fixation of remuneration and perquisites as detailed in the Explanatory Statement to this Resolution along with other terms and conditions of his appointment."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise and/or re-fix the said remuneration and other perquisites payable to Shri Y.P. Punj, the Whole-Time Director and/or terms and conditions of his employment provided that the so revised/ re-fixed remuneration and perquisites do not exceed the limits prescribed from time to time under Schedule XIII or any other provisions of Companies Act, 1956, and/or any Statutory modification/s thereof."

**8. APPOINTMENT OF SHRI M.M. MATHUR AS WHOLE-TIME DIRECTOR AND FIXATION OF HIS REMUNERATION**

To consider and if thought fit to pass with or without modification the following Resolution as an "Ordinary Resolution."

"RESOLVED THAT subject to such consents and permissions, if any, as may be necessary, the consent of the Company be and is hereby accorded and is deemed to have been accorded, in terms of Section 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions of the Companies Act, or any amendment and/or modification thereof, to appointment of Shri M.M. Mathur as a Whole-time Director of the Company, for the period 01.01.2000 to 31.10.2004 and for fixation of remuneration and perquisites as detailed in the Explanatory Statement to this Resolution along with other terms and conditions of his appointment."



**NOTICE**

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise and/or re-fix the said remuneration and other perquisites payable to Shri M. M. Mathur, the Whole-Time Director and/or terms and conditions of his employment provided that the so revised/ re-fixed remuneration and perquisites do not exceed the limits prescribed from time to time under Schedule XIII or any other provisions of Companies Act, 1956, and/or any Statutory modification/s thereof."

**9. APPOINTMENT OF SHRI D. N. SEHGAL AS WHOLE-TIME DIRECTOR AND FIXATION OF HIS REMUNERATION**

To consider and if thought fit to pass with or without modification the following Resolution as an "Ordinary Resolution."

"RESOLVED THAT subject to such consents and permissions, if any, as may be necessary, the consent of the Company be and is hereby accorded and is deemed to have been accorded, in terms of Section 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions of the Companies Act, or any amendment and/or modification thereof, to appointment of Shri D.N. Sehgal as a Whole-time Director of the Company, for the period 01.01.2000 to 16.01.2002 and for fixation of his remuneration and perquisites as detailed in the Explanatory Statement to this Resolution along with other terms and conditions of his appointment."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise and/or re-fix the said remuneration and other perquisites payable to Shri D.N. Sehgal, the Whole-Time Director and/or terms and conditions of his employment provided that the so revised/ re-fixed remuneration and perquisites do not exceed the limits prescribed from time to time under Schedule XIII or any other provisions of Companies Act, 1956, and/or any Statutory modification/s thereof."

**10. To consider and if thought fit to pass with or without modifications the following Resolution as an "Ordinary Resolution".**

"RESOLVED THAT pursuant to Section 293 (1) (a) or/and any /all other applicable provisions, if any, of the Companies Act, 1956 and subject to such consents and approvals as may be necessary, the Board of Directors of the Company or a duly constituted committee thereof be and is hereby authorised to transfer all rights arising from agreement of company with Landbase India Ltd. (a copy of which was placed in the meeting) for their Unit No. LGG0000111 having super area of approximately 461 sq. Mts. and all rights attached thereto situated in The Condominium Complex known as "The Laburnum", at Sector 28, Sushant Lok, Gurgaon, Haryana agreed to be acquired from the said Landbase India Limited or to transfer the title of the said Unit as and when conveyed in Company's name and/or all rights connected thereto including rights of ownership, possession, mortgage, charge, subletting, leasing etc. etc. to Shri Ashok Punj and/or his nominees, representatives, administrators, executors, successors and permitted assigns in consideration of such an amount and on such terms and conditions as may be deemed fit by the Board of Directors or the aforesaid Committee subject to the fact that the said amount shall in no case be less than the amount paid/payable to M/s. Landbase India Limited or the book value or purchase price of the said Unit whichever is higher."

"RESOLVED FURTHER THAT the Board of Directors or a duly constituted committee thereof be and is hereby authorised either by itself or through an authorised official to finalise and execute the documents with the said Landbase India Ltd. and/or the Transferee, as the case may be to implement the aforesaid Resolution and to do all such acts, deeds, matters and things as may be necessary, desirable, expedient for implementing the above Resolution in the best interest of the Company."

"RESOLVED FURTHER THAT all agreements/documents executed or to be executed and all acts done or to be done in terms of the above Resolution by and with the authority of the Board of Directors or any committee duly constituted and authorised by the Board be and are hereby confirmed and ratified."

**11. ENHANCEMENT IN REMUNERATION OF SHRI G.S. SAUHTA, THE WHOLE TIME DIRECTOR**

To consider and if thought fit to pass with or without modification the following Resolution as an "Ordinary Resolution."

"RESOLVED THAT subject to such consents and permissions, if any, as may be necessary the consent of the Company be and is hereby accorded in accordance with the provisions of Section 198, 269, 309, 310 read with Schedule XIII and all other applicable statutory provisions of the Companies Act, 1956, to enhancement in remuneration and benefits and amenities payable/ enjoyed to/ by Shri G.S. Sauhta, the Whole Time Director of the Company with effect from 01-04-2000 as detailed in the Explanatory Statement."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise and/or re-fix the said remuneration and/ or other perquisites, benefits and amenities provided that the so revised/ re-fixed remuneration and/ or perquisites etc. do not exceed the limits prescribed from time to time under Schedule XIII or any other provisions of Companies Act, 1956, and/or any Statutory modification/s thereof."

**12. ENHANCEMENT IN REMUNERATION OF SHRI R.K. BAHRI, THE WHOLE TIME DIRECTOR**

To consider and if thought fit to pass with or without modification the following Resolution as an "Ordinary Resolution."

"RESOLVED THAT subject to such consents and permissions, if any, as may be necessary the consent of the Company be and is hereby accorded in accordance with the provisions of Section 198, 269, 309, 310 read with Schedule XIII and

**NOTICE**

all other applicable statutory provisions of the Companies Act, 1956, to enhancement in remuneration and benefits and amenities payable/ enjoyed to/by Shri R. K. Bahri, the Whole Time Director of the Company with effect from 01-04-2000 as detailed in the Explanatory Statement."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to revise and/or re-fix the said remuneration and/or other perquisites, benefits and amenities provided that the so revised/ re-fixed remuneration and/or perquisites etc. do not exceed the limits prescribed from time to time under Schedule XIII or any other provisions of Companies Act, 1956, and/or any Statutory modification/s thereof."

By order of the Board of Directors  
of **PSL HOLDINGS LIMITED**

**Regd. Office:**

Kachigam, Daman  
Union Territory of  
Daman & Diu - 396 210.

Dated : 24th January, 2000

Sd/-  
**(G. GEHANI)**  
Vice President &  
Company Secretary

**NOTES**

1. An Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of matters covered under "Special Business" is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY FORM DULY FILLED IN MUST REACH THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE MEETING.**
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 17th February, 2000 to Thursday, the 24th February, 2000 ( both days inclusive).
4. Consequent upon sanctioning of the merger scheme of M/s. PSL International Limited with the Company with effect from 01-10-1998 being the "Appointed Date", the Annual Accounts of two companies for the Financial Year 1998-99 have been consolidated and are annexed hereto.
5. The Final Dividend of Rs. 1.00 per share recommended by the Board of Directors of the Company is in addition to the Interim Dividend of Rs. 2.50 on each fully paid-up share declared by the Board and paid in August, 1999. If the said Final Dividend is declared at the meeting, the same will be payable to the members whose names appear in the Company's Register of Members on Thursday, the 24th February, 2000.
6. In order to provide protection against fraudulent encashment of Dividend Warrants, members are requested to provide, if not provided earlier, their Bank Account Numbers, Names and Addresses of the Bank branches, quoting their Folio Numbers, so as to reach the Company by 24th February, 2000, to enable the Company to incorporate the same in the Dividend Warrants.
7. Members who have not still paid allotment money ( as applicable ) are requested to pay the outstanding amount including the interest calculated on outstanding allotment money at the rate of 18% per annum from the last date of payment till the actual date for payment by a Demand Draft drawn in favour of "PSL PUBLIC ISSUE-ALLOTMENT MONEY", payable at Mumbai.
8. Members desirous of getting any information in respect of Accounts of the Company, are requested to send their queries in writing to the Company at Registered Office , so as to reach at least 7 days before date of the Meeting, so that the required information can be made available at the Meeting.
9. For convenience of Members, an attendance slip is annexed to the proxy form. Members/Proxies are requested to affix their signatures at the space provided therefor and hand over the attendance slip at the place of meeting. The Proxy of a Member should mark on the attendance slip as "Proxy".
10. Members/Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the Meeting.
11. Members are requested to quote folio numbers in all their correspondence with the Company and/or its Share Transfer Agents.
12. Members who have multiple registered folios in identical order of name(s) are requested to write to the Company quoting their Registered Folio numbers and enclosing their Share Certificates for consolidation of all such share holding into one Registered Folio to facilitate better service.
13. Members are requested to immediately intimate to the Company or its Share Transfer Agents, changes if any, in their Registered Addresses, at an early date.