

Eleventh Annual Report 1996-97

VD	<input checked="" type="checkbox"/>		BKC	<input checked="" type="checkbox"/>
CI	<input checked="" type="checkbox"/>		DPY	NA
RO	<input checked="" type="checkbox"/>		DIV	<input checked="" type="checkbox"/>
TRA	<input checked="" type="checkbox"/>		AC	<input checked="" type="checkbox"/>
ACM	<input checked="" type="checkbox"/>		SHT	<input checked="" type="checkbox"/>
YE	<input checked="" type="checkbox"/>			





**Eleventh Annual General Meeting**

on Monday, September 15, 1997 at Thakorebhai Desai Hall, Law College Road, Near Law Gardens, Ahmedabad-380 006 at 11.30 A.M.

**Board of Directors**

Shri D. Chaturvedi	Chairman
Shri D.J. Kapadia	
Shri Lalit Bhasin	
Shri Mathew Panikar	
Shri J.R. Shah	
Dr. A.C. Shah	
Shri V.H. Pandya	
Shri Anand Jain	Managing Director

Contents	Page No.(s)	Company Secretary
		Shri V.R. Mohan
Notice of Annual General Meeting	4	
Directors' Report	5-6	
Auditor's Report	7	
Balance Sheet	8	<b>Solicitors</b>
Profit and Loss Account	9	M/s Bhasin & Co.
Schedules	10-19	
Cash Flow Statement	20	<b>Auditors</b>
Statement pursuant to Sec. 212	21	M/s Pathak H.D. & Associates
Subsidiaries	22-49	
Note on Depository System	50-52	<b>Bankers</b>
Circular on Electronic Clearance System	53-54	Allahabad Bank
Proxy Form and Attendance Slip	55	Bank of America
		Dena Bank
		Punjab National Bank
		State Bank of Indore
		Syndicate Bank
		The Vysya Bank Limited
		The Karur Vysya Bank Limited

**Registered Office**

2nd Floor, Avdesh House,  
Pritam Nagar, 1 store,  
Ellisbridge,  
Ahmedabad-380 006.

**Corporate Office**

Mittal Chambers  
Ground Floor,  
228 Nariman Point,  
Mumbai-400 021

**Subsidiaries**

Reliance Share & Stock Brokers Limited  
Reliance Land Limited  
Reliance Capital Asset Management Limited  
Reliance Capital Trustee Co. Limited

**Registrar & Transfer Agents**

Spectrum Corporate Services Limited  
Shree Ganesh Indl. House,  
1st Floor, 'B' Wing,  
Near Amar Cinema,  
W.T. Patil Marg,  
Chembur, Mumbai-400 071.



## Notice

Notice is hereby given that the Eleventh Annual General Meeting of the Members of **Reliance Capital Limited** will be held on Monday, September 15, 1997 at 11.30 a.m. at Thakorebhai Desai Hall, Law College Road, Near Law Gardens, Ahmedabad-380 006 to transact the following business:

### Ordinary Business

- To consider and adopt the Balance Sheet as at March 31, 1997 and the Profit and Loss Account of the Company for the year ended on March 31, 1997 and the reports of the Board of Directors and Auditors thereon.
- To declare dividend.
- To appoint a Director in place of Shri Mathew Panikar who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Dr. A.C. Shah who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Shri V.H. Pandya who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors.

### Special Business

- To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution: "RESOLVED THAT in supersession of the resolution passed at the Annual General Meeting of the Company held on 31st July, 1993, the Board of Directors be and is hereby authorised, in accordance with Section 293(1)(d) of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) by a sum not exceeding Rs. 5,000 crores and that the Board of Directors be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment security or otherwise as they may think fit."

By order of the Board of Directors

V.R. Mohan  
Company Secretary

**Registered Office:**  
Avdesh House, 2nd Floor,  
Pritam Nagar, 1st Slope,  
Ellisbridge  
AHMEDABAD-380 006.

**Dated: June 6, 1997.**

### NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of item 7 is annexed hereto.
- Documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days except Sundays and Holidays between 11:00 A.M. and 1:00 P.M. upto the date of Annual General Meeting.
- Dividend on shares as recommended by the Board of Directors, if declared, as set out at item 2 of the Notice, will be paid to those shareholders whose names appear in the Register of Members as on September 15, 1997.

- Shareholders seeking any information with regard to accounts are requested to write to the Company atleast ten days in advance so as to enable the company to keep the information ready.
- Members are requested to send to the Registrars his/her Bank Account details to ensure safe and prompt receipt of dividend warrants. This is to safeguard against fraudulent encashment of such warrants.

### 7. MEMBERS/PROXIES SHOULD BRING THE ATTENDANCE SLIP DULY FILLED IN FOR ATTENDING THE MEETING.

- The Company has already transferred unclaimed dividend declared for the financial year ended 31st March, 1993 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Those shareholders who have so far not claimed or collected their dividend upto the aforesaid financial year may claim their dividend from the Registrar of Companies, Gujarat. The unpaid dividends that are due for transfer to the Central Government are as follows:

Financial Year ended	Due for transfer on
31-03-94	12-02-98
31-03-95	20-10-98
31-03-96	17-08-99

Members who have not encashed their dividend warrants for the aforesaid financial years are requested to approach the Company's Registrar and Transfer Agents, for obtaining duplicate dividend warrants.

- Members are requested to note that all correspondence relating to share transfer should be addressed to its Registrar and Transfer Agents, **SPECTRUM CORPORATE SERVICES LTD. Shree Ganesh Indl. House, 1st Floor, 'B' Wing, Near Amar Cinema, W.T. Patil Marg, Chembur, Mumbai-400 071.**

### EXPLANATORY STATEMENT

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated June 6, 1997.

### ITEM NO. 7

As per the provisions of Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a public company shall not, except with the consent of such public company in General Meeting, borrow monies in excess of the aggregate of the paid-up capital of the Company and its free reserves.

Your Company intends making significant deployment/investments in capital intensive infrastructure projects in the areas of power, telecom, roads, ports, etc. Raising of resources for the above purpose would necessitate authorisation to the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid up capital of the Company and its free reserves by a sum not exceeding Rs 5,000 crores.

Your Directors commend the resolution for your approval.

None of the Directors of the Company is, in any way, concerned or interested in this resolution.

By order of the Board of Directors

V.R. Mohan  
Company Secretary

**Registered Office:**  
Avdesh House, 2nd Floor  
Pritam Nagar, 1st Slope  
Ellisbridge  
AHMEDABAD-380 006.  
**Dated: June 6, 1997.**

## Directors' Report

### To the Members

Your Directors have pleasure in presenting the 11th Annual Report, together with the Audited Statement of Accounts of the Company for the year ended March 31, 1997.

### Financial Results:

	Rs. in crores	
	Year ended 31-3-1997	Year ended 31-3-1996
Gross Income	222.86	217.55
Gross Profit	164.55	171.69
LESS: Depreciation	45.98	60.72
Profit Before Tax	118.57	110.97
Provision for Taxation	17.06	0.05
Net Profit	101.51	110.92
ADD: Profit brought forward from the previous year	41.86	26.85
Excess/Short provision for previous year dividend	0.06	(0.01)
Profit available for Appropriation	143.43	137.76
Proposed Dividend including Dividend Tax	38.23	32.30
Transfer to General Reserve	12.00	63.60
Transfer to Statutory Reserve Fund	20.31	—
Balance carried forward	72.89	41.86

### Dividends :

Your Directors have recommended a dividend of 28% (previous year 27%) on 12,85,27,050 Equity Shares of Rs. 10/- each (pro-rata dividend wherever applicable) aggregating to Rs 34.75 crores (previous year Rs 32.30 crores). Your Company will be paying Dividend Tax of Rs 3.48 crores.

### Year in Retrospect :

The Company maintained satisfactory progress during the year under review despite the continuing adverse conditions in the country's domestic financial environment, characterised by restricted opportunities for deployment of good quality credit.

Total income for the year rose to Rs. 222.86 crores, an increase of 2% over the previous year. Gross profit stood at Rs. 164.55 crores (previous year Rs. 171.69 crores). After provision of depreciation of Rs. 45.98 crores (previous year Rs. 60.72 crores), and payment of tax of Rs 17.06 crores (previous year Rs. 0.05 crores), net profit stood at Rs. 101.51 crores against Rs. 110.92 crores in the previous year.

Gross rental income from leasing operations increased to Rs. 126.62 crores from Rs. 112.48 crores last year, and interest income from Rs. 59.32 crores to Rs. 82.17 crores. Given the adverse capital market environment, fee based businesses naturally remained on a low key throughout the year.

### Projections v/s Performance :

The projections as per the ICICI appraisal as reported in the Company's Prospectus and Letter of Offer both dated December 22, 1994 and the corresponding figures of actuals as per the audited accounts for the year ended March 31, 1997 are as under:

		Projections	Actuals
Total Income	(Rs. in cr.)	537.00	222.86
Profit after Tax	(Rs. in cr.)	138.00	101.51
Earning per Share	Rs.	10.90	8.19
Dividend	%	25	28

The variation between the projected and actual figures is attributable to the continuing depressed conditions in the capital markets which affected resource mobilisation and the overall

volume of business; higher provisioning and write offs; and incidence of corporate tax consequent upon legislative amendments.

### Resources :

Towards the end of the year under review, the company stepped up efforts at resource mobilisation, in view of the improving liquidity in the system. The Company has so far mobilised Rs 350 crores of long term funds on a private placement basis, at extremely competitive rates.

The Company's resource mobilisation programme was accorded the highest rating by Credit Analysis and Research Ltd. viz. CARE AAA, indicating that the instruments carrying this rating are considered to be of the best quality, carrying negligible investment risk.

### Future Prospects :

The government has recently announced a series of measures to boost investment in infrastructural areas, with significant tax incentives being made available vis-a-vis equity and debt investments in infrastructure projects in the areas of power, telecom, roads, ports, etc.

The Company is examining growth opportunities in these sectors and intends to make significant investments therein in the future, thereby contributing to infrastructural development and economic growth.

### Depository Services :

The Company's equity shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL). This will facilitate trading and settlement of securities in dematerialised form, thereby eliminating problems relating to securities held in paper form. A separate note on the benefits available to investors under the Depository System appears elsewhere in the report.

The Company has also become the first non-banking financial company to receive approval to act as a depository participant.

### Securities Lending Scheme :

The company has been granted approval by the Securities and Exchange Board of India (SEBI) to act as an 'Approved Intermediary' under the provisions of SEBI's Securities Lending Scheme, 1997.

### Subsidiaries :

As required under Section 212 of the Companies Act 1956 the audited statements of accounts, alongwith the report of the Board of Directors of Reliance Share & Stock Brokers Limited, Reliance Land Limited, Reliance Capital Asset Management Limited and Reliance Capital Trustee Co. Limited and the respective Auditors Report thereon for the year ended March 31, 1997 are annexed.

### Share Transfer Agents :

The Company has appointed Spectrum Corporate Services Limited, as its Share Transfer Agents with effect from March 5, 1997. Shareholders are requested to direct their correspondence relating to their shareholding to the new Share Transfer Agents at the address given elsewhere in this report.

### Fixed Deposits :

The Company's Fixed Deposit programme continued to be accorded CARE "AAA" rating by Credit Analysis and Research Limited. Fresh deposits of Rs. 10.74 crores were mobilised during the year (excluding renewals), taking the total Fixed Deposits as on March 31, 1997 to Rs. 57.34 crores.

At the end of the financial year, there were 397 deposits aggregating Rs. 0.40 crores due for repayment but which remained unclaimed on the due dates. Till the date of this report, deposits aggregating Rs. 0.22 crores have been either renewed or refunded.



The Company has complied with various requirements in terms of the capital adequacy and rating for fixed deposit schemes under the guidelines issued by the Reserve Bank of India for Non Banking Financial Companies.

**Directors :**

Shri Mathew Panikar, Dr. A.C Shah and Shri V.H Pandya are retiring by rotation and being eligible offer themselves for reappointment.

**Auditors & Auditor's Report :**

M/s. Pathak H.D & Associates, Chartered Accountants, Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment. Your Company has also received a certificate from M/s. Pathak H.D. & Associates, Chartered Accountants, to the effect that the appointment, if made, would be within the prescribed limits u/s 224(1-B) of the Companies Act, 1956.

The Accounting policy A of Schedule M referred to in the Auditor's Report is self explanatory.

**Personnel :**

As required by the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended, the names and other particulars of the employees are set out in the Annexure to the Directors' Report. However as per the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the report and the accounts are being sent to all shareholders of the Company excluding the aforesaid information. Any shareholder interested in obtaining such particulars may write to the Company at its Corporate Office.

**Particulars required to be furnished by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988:**

- (1) Part A and B pertaining to conservation and technology absorption are not applicable to the Company.
- (2) Foreign Exchange earnings and outgo:
- |          |   |                  |
|----------|---|------------------|
| Earnings | - | Rs. 0.29 crores  |
| Outgo    | - | Rs. 13.43 crores |

**Acknowledgements :**

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from shareholders, bankers, depositors and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in the successful performance during the year.

for and on behalf of the Board of Directors

D. Chaturvedi  
Chairman

Mumbai, Dated: June 6, 1997.

## Auditor's Report

To  
The Members of  
Reliance Capital Limited

We have audited the attached Balance Sheet of '**Reliance Capital Limited**' as at 31st March, 1997 and the Profit and Loss Account for the year ended on that date annexed thereto and report that:

1. As required by the Manufacturing and Other Companies (Auditors Report) Order, 1988 issued by the Central Government in terms of Section 227 of the Companies Act, 1956, we give in this Annexure a statement on the matter specified in paragraphs 4 and 5 of the said order, to the extent applicable to the Company.
2. Further to our comment in the Annexure referred to in paragraph (1) above:
  - (a) We have obtained all the information and explanations which is to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) in our opinion, proper books of accounts as required by the law have been kept by the Company so far as appears from our examination of those books;
  - (c) the Balance Sheet and Profit & Loss account referred to in this report are in agreement with the books of accounts;
  - (d) in our opinion and to the best of our information and according to the explanations given to us the said Balance Sheet and Profit and Loss Account together with the notes thereon, subject to accounting policy (A) of schedule "M" relating to interest on allotment/call money in arrears being accounted by the Company as and when received, give the information as required under 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 affairs of the Company as at 31st March, 1997, and
    - (ii) in the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date.

for Pathak H.D. & Associates  
Chartered Accountants

Virendra Garg  
Partner

Mumbai, Dated: June 6, 1997

## Annexure to Auditor's Report

Re: Reliance Capital Limited  
(Referred to in paragraph 1 of our report of even date)

1. The Company has maintained proper books of records showing full particulars including quantitative details and locations of fixed assets. Most of the fixed assets of the Company have been leased. The Assets on lease have been certified by the respective lessees as to their physical existence and good working conditions. The fixed assets other than the assets on lease have been physically verified by the management during the year. No material discrepancies were noticed on such verifications, as compared to available records.
2. None of the fixed assets has been revalued during the year.
3. As explained to us, the Stock-in-Trade (Investments) has been physically verified by the management at reasonable intervals.
4. In our opinion and according to the information and explanations given to us, the procedures of physical verification and of stock followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
5. As explained to us, no discrepancies have been noticed on physical verification of stocks as compared to book records.
6. On the basis of our examination of stock records, we are of the opinion that the valuation of Stock is fair and proper in accordance with the normally accepted accounting principles.
7. The Company has not taken any loans, secured or unsecured from companies (except from the subsidiary company) firms or other parties as listed in the register maintained under Section

301 of the Companies Act, 1956 and/or from the companies under the same management as defined under sub-section(1B) of section 370 of the Companies Act, 1956. In our opinion, the terms and conditions of the above loans are Prima facie not prejudicial to the interest of the Company.

8. The Company has not granted any loans, secured or unsecured to companies (except to subsidiary company) firms or other parties as listed in the register maintained under Section 301 of the Companies Act, 1956 or from the companies under the same management as defined under sub-section (1B) of section 370 of the Companies Act, 1956. In our opinion, the terms and conditions of the above loans are prima facie not prejudicial to the interest of the Company.
9. In respect of loans and advances in the nature of loan, given by companies to the parties other than subsidiary Companies, they are generally repaying the principal amount as stipulated and are also regular in payment of interest, wherever applicable.
10. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for the purchase of plant and machinery, equipment and other assets.
11. According to information & explanations given to us there are no transactions of purchase of goods & material and sale of goods, materials & services made in pursuance of contracts or arrangements required to be entered in the register maintained under Section 301 of the Companies Act, 1956, aggregating during the year to Rs. 50,000/- or more in respect of each party.
12. In our opinion and according to the information and explanation given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposit accepted from the public.
13. In our opinion, the Company has an Internal Audit System commensurate with its size and nature of its business.
14. According to the records of the company, Provident Fund and Employees State Insurance dues have been regularly deposited with the appropriate authorities.
15. According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Custom Duty and Excise Duty were outstanding as at 31st March, 1997 for a period of more than six months from the date they became payable.
16. According to the information and explanations given to us no personal expenses of employees or directors have been charged to revenue account, other than those payable under contractual obligations or in accordance with generally accepted business practices.
17. Being a finance Company the provisions of Section 3(1) (f) of the Sick Industrial Companies (Special Provisions) Act, 1985 are not applicable to the Company.
18. In our opinion and according to the information and explanations given to us, adequate documents and records have been maintained by the Company in respect of loans and advances granted on the basis of security by way of pledge of shares, debentures and other securities.
19. The provisions of any special statute applicable to chit fund, nidhi or mutual benefit society do not apply to the Company.
20. The Company has maintained proper records of transactions and contracts in respect of trading in shares, debentures and other securities and timely entries have been made therein. The investments are held by the Company in its own name except for certain shares which are lodged for transfer or held with valid transfer forms or are pending for rectification of bad deliveries.

for Pathak H.D. & Associates  
Chartered Accountants

Virendra Garg  
Partner

Mumbai, Dated: June 6, 1997



## Balance Sheet as at 31st March, 1997

	Schedule	31st March 1997	31st March 1996
(Rs. in Crores)			
<b>Sources of Funds:</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	A	123.95	123.77
(b) Reserves & Surplus	B	925.90	860.38
		<u>1,049.85</u>	<u>984.15</u>
<b>Loan Funds</b>			
(a) Secured Loans	C	53.97	48.73
(b) Unsecured Loans	D	399.55	350.10
		<u>453.52</u>	<u>398.83</u>
<b>Total</b>		<u><u>1,503.37</u></u>	<u><u>1,382.98</u></u>
<b>Application of Funds:</b>			
<b>Fixed Assets</b>			
(a) Gross Block	E	655.16	599.20
(b) Less: Depreciation		129.76	138.69
(c) Lease Adjustment Account		(44.33)	(6.47)
(d) Net Block		<u>481.07</u>	<u>454.04</u>
(e) Capital Work-in-Progress		56.80	58.57
		<u>537.87</u>	<u>512.61</u>
<b>Investments</b>	F	295.50	282.91
<b>Current Assets, Loans &amp; Advances</b>			
(a) Current Assets	G	421.46	273.37
(b) Loans & Advances		323.33	374.30
		<u>744.79</u>	<u>647.67</u>
<b>Less: Current Liabilities &amp; Provisions</b>			
(a) Current Liabilities	H	32.35	27.33
(b) Provisions		42.44	32.88
		<u>74.79</u>	<u>60.21</u>
<b>Net Current Assets</b>		<u>670.00</u>	<u>587.46</u>
<b>Total</b>		<u><u>1,503.37</u></u>	<u><u>1,382.98</u></u>
<b>Accounting Policies</b>	M		
<b>Notes to the Accounts</b>	N		

As per our report of even date  
For Pathak H.D. & Associates  
Chartered Accountants

Virendra Garg  
Partner

Mumbai, Dated: June 6, 1997

For and on behalf of the Board

Chairman

: D. Chaturvedi

Managing Director

: Anand Jain

Directors

{ D.J. Kapadia  
Lalit Bhasin  
Mathew Panikar  
J.R. Shah  
Dr. A.C. Shah

Company Secretary

: V.R. Mohan

Mumbai, Dated: June 6, 1997



**Profit & Loss Account for the year ended 31st March, 1997**

		(Rs. in Crores)	
	Schedule	31st March 1997	31st March 1996
<b>Income</b>			
Lease Income	I	93.69	113.40
Bills Discounting		2.42	4.10
Other Income	J	126.75	100.05
		<b>222.86</b>	<b>217.55</b>
<b>Expenditure</b>			
Interest and Finance Charges	K	31.37	31.71
Administrative and Other Expenses	L	26.94	14.15
Depreciation		45.98	60.72
		<b>104.29</b>	<b>106.58</b>
<b>Profit before tax</b>		<b>118.57</b>	<b>110.97</b>
Provision for Taxation-Income Tax		<b>17.00</b>	
Provision for Taxation-Wealth Tax		<b>0.06</b>	0.05
<b>Profit after tax</b>		<b>101.51</b>	<b>110.92</b>
Balance brought forward		<b>41.86</b>	26.85
Excess/Short Provision for Dividend (Previous Year)		<b>0.06</b>	(0.01)
<b>Profit available for appropriations</b>		<b>143.43</b>	<b>137.76</b>
<b>Appropriations</b>			
Proposed Dividend (Subject to Tax)		34.75	32.30
Dividend Tax		3.48	-
Transfer to Statutory Reserve Fund		20.31	-
Transfer to General Reserve		12.00	63.60
Balance carried to Balance Sheet		72.89	41.86
		<b>143.43</b>	<b>137.76</b>
<b>Accounting Policies</b>	M		
<b>Notes to the Accounts</b>	N		

As per our report of even date  
For Pathak H.D. & Associates  
Chartered Accountants

Virendra Garg  
Partner

For and on behalf of the Board  
Chairman  
Managing Director

Directors

Company Secretary

: D. Chaturvedi  
: Anand Jain  
: D.J. Kapadia  
: Lalit Bhasin  
: Mathew Panikar  
: J.R. Shah  
: Dr. A.C. Shah

: V.R. Mohan

Mumbai, Dated: June 6, 1997

Mumbai, Dated: June 6, 1997



## Schedules forming part of the Balance Sheet as at 31st March, 1997

(Rs. in Crores)

	31st March 1997	31st March 1996
<b>Schedule "A"</b>		
<b>Share Capital</b>		
<b>Authorised:</b>		
20,00,00,000 Equity Shares of Rs. 10 each	200.00	200.00
1,00,00,000 Preference Shares of Rs. 100 each.	100.00	100.00
10,00,00,000 Unclassified Shares of Rs. 10 each.	100.00	100.00
	<u>400.00</u>	<u>400.00</u>
<b>Issued and Subscribed</b>		
12,86,50,450 (Previous Year-12,86,12,752) Equity Shares of Rs. 10 each	<u>128.65</u>	<u>128.61</u>
<b>Paid up</b>		
12,85,27,050 (Previous Year 12,86,12,752) Equity Shares of Rs. 10 each	128.53	128.61
Less: Unpaid Allotment/Call Money-By Others	4.62	4.84
Add: Forfeited Shares (Amount originally paid up on 1,23,400 Equity Shares)	0.04	—
	<u>123.95</u>	<u>123.77</u>
Of the above 18,70,000 Equity shares were allotted as fully paid-up pursuant to the Scheme of Amalgamation without payment being received in cash.		
<b>Schedule "B"</b>		
<b>Reserves and Surplus</b>		
<b>Capital Reserve</b>		
Transferred from Share Premium account on 1,23,400 shares forfeited during the year	0.07	—
<b>Share Premium Account</b>		
As per last Balance Sheet	778.61	619.55
Add: Received during the year	0.15	159.70
Less: Amount on forfeited shares	(0.27)	—
	<u>778.49</u>	<u>779.25</u>
Less: Preliminary and issue expenses	0.06	0.64
	<u>778.43</u>	<u>778.61</u>
Less: Allotment/Calls in arrears	58.80	61.09
	<u>719.63</u>	<u>717.52</u>
<b>Statutory Reserve Fund*</b>		
As per last Balance Sheet	—	—
Add: Amount transferred from Profit & Loss Account	20.31	—
	<u>20.31</u>	<u>—</u>
<b>General Reserve</b>		
As per last Balance Sheet	101.00	37.40
Add: Amount transferred from Profit & Loss Account	12.00	63.60
	<u>113.00</u>	<u>101.00</u>
<b>Profit &amp; Loss Account</b>		
	<u>72.89</u>	<u>41.86</u>
	<u>925.90</u>	<u>860.38</u>
* Created pursuant to Reserve Bank of India (Amendment) Act, 1997.		
<b>Schedule "C"</b>		
<b>Secured Loans</b>		
Term Loan From a Financial Institution (secured by hypothecation of leased assets & guaranteed by a body corporate) (amount payable within one year is Rs. 0.32 crores)	0.32	0.76
Working Capital Loans from Banks (Secured by hypothecation of all movable assets, leased assets, book debts & lease rent receivables, both present and future on pari-passu basis)	53.65	47.97
	<u>53.97</u>	<u>48.73</u>