

68th

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Sintex

SHAREHOLDING AS ON 31ST MARCH, 1999

Number of Shares held	Number of Shareholders	Total Number of Shares
1 to 50	27986	561639
51 to 100	5366	415497
101 to 500	2436	475095
501 to 1000	306	238794
1001 to 5000	123	264749
5001 to 10000	23	160350
10001 and above	50	12445540
TOTAL	36290	14561664



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SINTEX INDUSTRIES LIMITED
KALOL (N.G.)

BOARD OF DIRECTORS :

SHRI JAYKRISHNA HARIVALLABHDAS – *Chairman*
SHRI BIPINCHANDRA P. PATEL
SHRI ANIL AHUJA
SHRI ANURAG MATHUR
SHRI RAMNIKBHAI AMBANI
SHRI KIRTIKANT S. NANAVATI
SHRI SUKUMAR M. PARIKH
SHRI M.G. BAKRE (*Nominee Director*)
SHRI H.C. BHAMBHANI (*Nominee Director*)
SHRI DINESH B. PATEL, *Managing Director*
SHRI ARUN P. PATEL, *Managing Director*
SHRI RAHUL A. PATEL, *Whole Time Director*
SHRI AMIT D. PATEL, *Whole Time Director*
SHRI S.B. DANGAYACH, *Whole Time Director*

MANAGEMENT TEAM :

SHRI DINESH B. PATEL, *Managing Director*
SHRI ARUN P. PATEL, *Managing Director*
SHRI RAHUL A. PATEL, *Whole Time Director*
SHRI AMIT D. PATEL, *Whole Time Director*
SHRI S.B. DANGAYACH, *Whole Time Director*
SHRI KIRIT C. SHAH, *Executive President (Textile Division)*
SHRI ASHOKE MAITRA, *Executive President – Tech. (Textile Division)*
SHRI P. K. MURLEEDHARAN, *President-Operation (Plastics Division)*
SHRI TAPASKUMAR SEN, *Sr. Vice President-Sales (Textile Division)*

VICE PRESIDENT (FINANCE) & COMPANY SECRETARY :

SHRI L. M. RATHOD

BANKERS :

STATE BANK OF INDIA

AUDITORS :

C.C. CHOKSHI & CO.
Chartered Accountants
AHMEDABAD

LEGAL ADVISOR :

SHRI ASHWIN LALBHAI SHAH, *Advocate*
AHMEDABAD

REGISTERED OFFICE :

NEAR SEVEN GARNALA
KALOL (N.G.) 382 721

TEL (91-2764) 23731 (6 Lines), 20246 & 20793

FAX : (91-2764) 20436 & 20847

E-Mail : bvm@sintex.co.in

68TH ANNUAL GENERAL MEETING

DATE : 25TH SEPTEMBER, 1999

DAY : SATURDAY

TIME : 10.30 A.M.

PLACE : REGISTERED OFFICE:

NEAR SEVEN GARNALA

KALOL (N.G.) 382 721

Notice of the 68th Annual General Meeting of the Company to be held on Saturday, the 25th September, 1999 at 10.30 a.m. (S.T.) at the Registered Office of the Company situated at Kalol (N.G.) to transact the business mentioned therein is enclosed herewith.

Shareholders are requested to bring their copy of the Annual Report while attending the Meeting.

FINANCIAL STATISTICS:

TEN YEARS AT A GLANCE

(Rupees in lacs)

	1989-90	1990-91	1991-92	1992-93	1993-94	1994-95	1995-96	1996-97	1997-98	1998-99
Fixed Assets(Net)	2262.96	2514.21	2674.77	3008.58	3519.67	4505.52	5023.26	5917.19	9431.32	8931.27
New Project Expenses	17.49	25.65	1.52	8.02	337.70	59.19	116.73	73.51	44.76	7164.03
Investments	176.84	176.84	271.86	322.33	334.52	375.95	466.69	398.65	836.40	1081.40
Net Current Assets	2339.46	1698.73	1796.04	2228.77	3109.05	4184.91	4852.40	5384.07	8252.87	8887.44
Misc.Exp.(Not Written off)	0.00	0.00	0.00	101.61	79.72	91.51	61.20	30.89	203.84	257.25
Total Assets (Net)	4796.75	4415.43	4744.19	5669.31	7380.66	9217.08	10520.28	11804.31	18769.19	26321.39
Borrowings	2553.83	2348.94	2593.13	3299.66	4417.90	5157.23	6149.72	7056.04	6685.16	12478.47
Preference Share Capital	5.30	5.30	5.30	5.30	0.00	0.00	0.00	0.00	0.00	1000.00
Equity Share Capital	277.30	277.30	277.30	277.30	357.62	497.62	446.04	446.04	1456.17	1456.17
Reserves & Surplus	1960.32	1783.89	1868.46	2087.05	2605.14	3562.23	3924.52	4302.23	10627.86	11386.75
TOTAL CAPITAL EMPLOYED	4796.75	4415.43	4744.19	5669.31	7380.66	9217.08	10520.28	11804.31	18769.19	26321.39
Debt/Equity Ratio	1.1:1	1.1:1	1.2:1	1.4:1	1.5:1	1.3:1	1.4:1	1.5:1	0.5:1	1:1
Net Sales & Other Income	7967.34	8387.59	9489.53	9014.59	10303.37	12545.15	14739.56	14805.84	15832.85	18363.72
Raw Materials	3144.07	3345.09	3744.71	3814.86	4437.58	5351.70	6665.88	5945.89	5372.23	6955.76
Salaries & Wages	683.97	613.52	741.78	712.52	787.91	1022.06	1100.69	1197.12	1429.94	1632.29
Operations & Other Expenses	3306.51	3347.64	4051.49	3228.79	3573.91	4432.48	4824.52	5243.34	6070.38	6735.01
Interest	306.93	370.75	438.66	555.35	716.72	664.81	947.49	1018.62	851.20	675.64
Gross Profit (Loss)	525.86	710.59	512.89	703.07	787.25	1074.10	1200.98	1400.87	2109.10	2365.02
Depreciation	197.38	236.31	266.08	292.29	357.19	467.62	586.60	680.56	858.83	1077.03
Investment Allowance Reserve	75.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Profit/(Loss) before Taxes	253.48	*-82.95	246.81	410.78	430.06	606.48	614.38	720.31	1250.27	1287.99
Taxes	50.00	0.00	42.00	7.00	2.00	110.00	19.00	90.00	120.00	121.00
Profit/(Loss) after Taxes	203.48	-82.95	204.81	403.78	428.06	496.48	595.38	630.31	1130.27	1166.99
Extra Ordinary Items	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	90.35	112.93
Net Profit/(Loss)	203.48	-82.95	204.81	403.78	428.06	496.48	595.38	630.31	1039.92	1054.06
Dividend	61.35	61.35	69.67	77.99	113.47	148.74	172.26	156.12	179.74	235.20
Tax on Dividend	0.00	0.00	0.00	0.00	0.00	0.00	0.00	15.61	17.97	25.71
Retained Earnings	339.51	92.01	401.22	618.08	671.78	815.36	1009.72	1139.14	1791.39	1870.18
Earning per Equity Share Rs.	73	0.00	74	**14.56	11.97	9.98	13.35	14.13	7.14	7.24
Book Value per Equity Share Rs.	807	743	774	**85	83	82	98	106	83	88
Dividend per Equity Share %	22	22	25	28	32	32	35	35	15	15

* After providing for gas expenses of earlier year of Rs.557.23 lacs

** On subdivided Equity Share of Rs.10/-



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NOTICE

NOTICE is hereby given that Sixty Eighth ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SINTEX INDUSTRIES LIMITED, will be held as scheduled below:

DATE : 25th SEPTEMBER, 1999
 DAY : SATURDAY
 TIME : 10.30 a.m.
 PLACE : Regd. Office : Near Seven
 Garnala, Kalol (N.G.) 382 721

to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 1999 and Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors.
2. To declare a Dividend on Shares.
3. To appoint Director in place of Shri Jaykrishna Harivallabhdas, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Director in place of Shri Anil Ahuja, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Director in place of Shri Satyanarayan B. Dangayach, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
7. In order to prevent the possibility of interception in transit & fraudulent encashment of Dividend Warrants sent to Members, Members are requested to inform Bank Account No. & Name of their Bankers which would be incorporated in the Dividend Warrants. Information may be sent in this respect to the Registered Office of the Company at the earliest.
8. Members are requested to :
 - Bring their copy of the Annual Report to the Meeting as the practice of distributing copies of accounts in the meeting has been discontinued.
 - Intimate, if Shares are held in the same name or in the same order and names but in more than one account to enable the Company to club the said accounts into one account.
 - Notify immediately the change of address, if any, to the Company.

By Order of the Board of Directors,

L .M. Rathod

V.P. (Finance) & Company Secretary

Registered Office:

Near Seven Garnala

Kalol (N.G.) 382 721

Dated: 29th July, 1999

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

SINTEX INDUSTRIES LIMITED**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in submitting the 68th Annual Report and Audited Accounts for the financial year 1998-99 that ended on 31st March, 1999.

FINANCIAL RESULTS

	Rupees	Rupees	Rs in lacs Previous year Rupees
GROSS PROFIT		2400.75	2154.15
DEDUCTIONS :			
(a) Depreciation	1112.76		903.88
(b) Out of Expenses accounted in this year relating to earlier period	112.93	1225.69	90.35
PROFIT BEFORE TAX		1175.06	1159.92
Less : Provision for Taxation		121.00	120.00
PROFIT/(LOSS) AFTER TAX		1054.06	1039.92
Excess Provision of Taxation of earlier years		1.47	0.00
Transferred from Investment Allowance (Utilised) Reserve		0.81	16.00
Balance of Profit of Previous year		1775.95	1104.89
PROFIT AVAILABLE FOR APPROPRIATION		2832.29	2160.81
APPROPRIATIONS			
Debenture Redemption Reserve		87.15	87.15
General Reserve		100.00	100.00
Proposed Dividend on Equity Shares		218.42	179.74
Dividend paid on Preference Shares		16.78	0.00
Tax on Dividend		25.71	17.97
Balance Carried to Balance Sheet		2384.23	1775.95
TOTAL		2832.29	2160.81

REVIEW OF OPERATION

The year under review witnessed marked improvement in the modest business and turnover. The gross turnover was higher by 21% at Rs. 21973.43 lacs (Rs. 18113.50 lacs). The Board considers the overall performance gratifying in the light of very keen competition faced by both the Divisions, both in domestic and international markets.



DIVIDENDS

Your Directors are pleased to recommend for the year ended 31st March 1999, for your approval and subject to approval of the Financial Institutions and Bank, a Dividend of Rs.1.50 (previous year Rs. 1.50) per Equity Share of Rs. 10/- each on 1,45,61,664 Equity Shares.

The Directors have declared interim dividend @ 12.5% (proportionate) on 10,00,000 Redeemable Cumulative Non-Convertible Preference Shares of Rs. 100/- each. As no final dividend has been recommended on these preference shares, the interim dividend paid, shall be fully adjusted against as final dividend for the financial year ended 31st March, 1999.

TEXTILE DIVISION

The Textile sales were marginally higher as demand for export and domestic markets were sluggish during most part of the year. The high value yarn dyed cotton fabrics and Corduroy supported the Company to retain its position. Competition in the world market from the South East Asian countries was intense due to flooding of market at very low prices. The overall domestic demand was also low due to general recession of demand in the Country.

The price of various inputs, including cotton, has increased considerably. The prices of all inputs including Colour, Chemicals, Dyes, Furnace Oil etc. have also gone up considerably during the year. However, the Company tried to set off the effect of high input cost through improvement in product mix.

During the year under review, the Company has imported Picanol Rapier Gamma Looms and other balancing equipment for the manufacture of Yarn Dyeing and Piece Dyeing Corduroy Fabrics. The Company is expecting the overall effect of expansion-cum-modernisation programmes in the current year. The future growth in the business is expected after installation of imported machinery and fuller utilisation of the capacity. The Company will have well diversified product portfolio to mitigate any cyclical down turn in any product/market.

PLASTICS DIVISION

During the year under review, Plastics Division showed a modest growth in its turnover and has maintained its undisputed leadership in the market, in spite of

very difficult business conditions. Products meant for building sector such as Water Tanks, Plastic Doors, Plastic Sections etc. have all done well. Industrial products have picked up because of changes in product mix and strategy. However, products meant for the electrical sector such as SMC Boxes, Pultruded articles etc. have had a sluggish year because of the poor financial position of various Electricity Boards.

Last year this Division introduced a second brand of water tank, namely, "RENO". The Company introduced this brand selectively in some markets and it is finding good acceptance from people who are price conscious. We believe that with further spread of RENO Tanks in other markets, we would be able to continue our growth in water tanks' segment.

During the year this Division introduced PRELAM plastic sections with excellent finishes. These have been very well received and this Division has been able to gain access to newer markets for doors, partitions and furniture articles with the help of these sections. This Division is also planning to introduce several new finishes, which will enhance the appeal of PRELAM sections in a big way.

This Division also modified Insulated Boxes and is trying to push them both in institutional and retail markets. This Division achieved reasonable success in the big buyer segment and retail market. Some of the Government Departments such as Fisheries has started buying and distributing them to Fishermen for better preservation of fish.

EXPANSION PROJECT

The Plastics Division has successfully completed the trial run of its Extrusion Plants. Right quality material has been produced and sold. The Plastics Division also created additional capacity in Rotational Moulding. The new range of pallets as made by Plastics Division are now under trial and the Company expect the business to build up in coming years. The pallets produced by the conventional process introduced by this Division are receiving better acceptance, especially for custom applications.

The Company is in the process of upgrading its process house in its Textile Division to have continuous process from batch process at present by installing new imported processing machinery. With a

SINTEX INDUSTRIES LIMITED

new process house, the Company will be able to produce various kinds of finishes which will also give us an edge over the competitors and help us in adding value on our products and have a better realisation. This would enable the Company to optimise the benefits of its continuous technological upgradation efforts in the past and manufacture high value fabrics conforming to most stringent international quality standards, thereby giving a big boost to its growing exports to hard currency markets. This would lead to all round gains in the operations by improved sales realisation, lower value loss, high consistency of quality and international standards of finishing for the fabrics. It would also enable the Company to enter into new product segments in fast growing bottom varieties like Khakis, Chino, Drills, Gabardines etc. and give a wider domestic and international customer base.

The Company has applied for a loan of Rs. 35.00 crores from Financial Institution for setting up a Fabric Process House and your Company is also eligible for 5% interest subsidy which has been provided for under the Technology Upgradation Fund Scheme (TUFS) presented in the Union Budget of 1999-2000.

With the implementation of business process re-engineering which is under way, the business strategy and product upgradation, it is hoped that the turnover and profit will increase in future and this Division will cater mainly to the export market either directly or through merchant exporters. The state-of-the-art technology adopted will result in repeated orders from European clients.

The Company expects to improve its performance during the current year by its products, market diversification and concentration on high value added products.

In order to meet the entire requirement of uninterrupted and quality power, the Company has acquired 2 Nos. 3.8 MW Captive Power Plants. Out of these two, one plant was already commissioned in March, 1998 and the other will be commissioned shortly. Thereby the Company would achieve 100% self-sufficiency in power. Each of these co-generation plants is configured to deliver power and steam from single fuel source and all electricity and steam generated by it will be consumed captively.

ACCOUNTS

The notes referred to by Auditors in the Report are self-explanatory and hence do not require any explanation.

DIRECTORS

Shri Suresh C. Rajpal has resigned from the Board of Directors of the Company with effect from 30th April, 1999 and on account of his resignation, his Alternate Director Ms. Beena Trivedi also ceased to be a Director of the Company. The Board placed on record their appreciation for the valuable services rendered by them during their tenure.

Shri Anil Ahuja was appointed as a Director of the Company with effect from 30th April, 1999 in the casual vacancy caused by the resignation of Shri Suresh C. Rajpal pursuant to Section 262 of the Companies Act, 1956 and Article 145 of the Articles of Association of the Company.

Shri Bharat B. Kewalramani has resigned from the Board of Directors of the Company with effect from 29th July, 1999. The Board placed on record his appreciation for the valuable services rendered by him during his tenure.

Shri Anurag Mathur is appointed as a Director of the Company with effect from 29th July, 1999 in the casual vacancy caused by the resignation of Shri Bharat B. Kewalramani pursuant to Section 262 of the Companies Act, 1956 and Articles 145 of the Articles of Association of the Company.

Pursuant to Article 134 of the Articles of Association of the Company read with provisions of Section 256 of the Companies Act, 1956, Directors Shri Jaykrishna Harivallabhdas, Shri Anil Ahuja and Shri Satyanarayan B. Dangayach retire by rotation at the ensuing Annual General Meeting of the Company, but being eligible offer themselves for re-appointment.

FIXED DEPOSITS

Deposits remaining unclaimed involving 36 deposits in all amounting to Rs. 2.49 lacs as on 31st March, 1999, since the end of the year, thereafter Rs. 0.50 lacs have either been paid or renewed.

DIAMINES AND CHEMICALS LIMITED (DACL)

Diamines and Chemicals Limited (DACL), in which our Company made an investment has incurred cash losses and reported to BIFR under the provisions of



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Sick Industrial Companies (Special Provisions) Act, 1985. During the year, for revival of DACL, your Company has signed an MoU dated 17/10/1998 with Alkyl Amines & Chemicals Limited (AACL), for intention of sale of 11,30,000 Equity Shares of DACL, at a rate of Rs. 2/- per Equity Share. As per terms of MoU the intention of sale of Shares is subject to carrying out due diligence by AACL, approvals under the relevant provisions of the Companies Act, 1956 and Sick Industrial Companies (Special Provision) Act, 1985 and approvals of concerned Financial Institutions etc. The transaction will be completed after receipt of all necessary approvals and is not reflected in the accounts of the year under review.

INFORMATION REGARDING CONSERVATION OF ENERGY ETC. AND EMPLOYEES

The Company has been continuously working towards saving energy costs. Information required under Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and information as per Section 217(2-A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended from time to time, form part of this report. However, as per the provisions of Section 219(1)(b)(iv), the report and accounts are being sent to all Shareholders of the Company, excluding the information relating to conservation of energy, technology absorption and foreign exchange earning and outgo, and the statement of particulars of employees. Any Shareholder interested in obtaining such particulars may inspect the same at the Registered Office of the Company or write to the Secretarial Department for a copy.

INSURANCE

All the insurable interests of the Company including Plant and Machinery, Stocks, Loss of Profits, standing charges and the insurable interest are adequately insured.

Owing to cyclone in the Saurashtra Region during month of June, 1998, 7 Wind Mills of REPL make installed at Navadra Village were crushed and fell down on earth and totally damaged and 6 Wind Mills of NEPC make installed at Lambha Village were also heavily damaged. The Wind Mills were adequately insured and necessary claims have already been made with the Insurance Company. The Company has received Rs. 893 lacs towards the settlement of insurance claim in

respect of 7 Wind Mills of REPL make. The insurance claim of 6 Wind Mills of NEPC make is yet to be settled.

AUDITORS

The retiring Auditors, M/s. C. C. CHOKSHI & CO., Chartered Accountants, are eligible for re-appointment and have indicated their willingness to act as such.

YEAR 2000 COMPLIANCE

The Company has worked out Year 2000 Compliance (Y2K) problems and all the requisite steps are being taken with the in-house expertise and with the help of outside agency to upgrade the system of the Company. For the above process of upgradation of system, the Company has incurred an expenditure of Rs. 22.00 lacs on Y2K project and has charged off the entire expenses, apart from substantial investments in networking which is Y2K compliant. The Company does not anticipate any material adverse effect on its major operations as all major processes, locations and critical business parameters have been verified as Year 2000 compliant.

COST ACCOUNTING RECORDS

As required under the order made by the Central Government, the Company is maintaining necessary Cost Accounting records in respect of Cotton Textile.

ACKNOWLEDGMENTS

Your Directors place on record their appreciation for the continued co-operation of the workers, members of staff and executives of the Company. Your Directors also place on record their appreciation for the assistance and co-operation extended by the Bankers and Financial Institutions. We are also thankful to the Shareholders for their support and confidence in the Company.

On behalf of the Board

(Jaykrishna Harivallabhdas)

CHAIRMAN

Place: Kalol (N.G.)
Dated: 29th July, 1999

SINTEX INDUSTRIES LIMITED

**AUDITORS' REPORT TO THE
SHAREHOLDERS OF
SINTEX INDUSTRIES LIMITED**

We have audited the attached Balance Sheet of Sintex Industries Limited as at 31st March, 1999 and also the Profit & Loss Account of the Company for the year ended on that date annexed thereto and report that :

1. As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we give in the annexure a statement on the matters specified in paragraphs 4 & 5 of the said order.
2. Further to our comments in the Annexure referred to in paragraph '1' above, we report that :
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit ;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of the books ;
 - (c) The Balance Sheet and the Profit & Loss Account dealt with by this report are in agreement with the books of account ;
 - (d) In our opinion, the Balance Sheet and the Profit & Loss Account comply with the Accounting Standards referred to in Sub-section (3 C) of Section 211 of the Companies Act, 1956 that have been made mandatory by the Institute of Chartered Accountants of India, except for our comments in para e(ii) below ;
 - (e) Attention is invited to following notes in Schedule 20 ;
 - (i) Note No.4 : regarding non-provision of Book Debts of Rs.15.43 lacs and Loans & Advances of Rs.19.37 lacs considered doubtful of recovery.
 - (ii) Note No.6 : regarding non-provision for diminution in the value of the investments.

Subject to paras (d) and (e) above, in our opinion and to the best of our information and according to the explanations given to us, the accounts read with other notes forming part thereof, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view:

- (a) in the case of the Balance Sheet, of the state of the affairs of the Company as at 31st March, 1999 and
- (b) in the case of Profit & Loss Account, of the profit for the year ended on that date.

For C. C. CHOKSHI & CO.
Chartered Accountants

Ahmedabad
Date : 29th July, 1999

GAURAV J. SHAH
PARTNER

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 of our report of even date on the accounts for the year ended 31st March, 1999 of Sintex Industries Limited)

1. The Company has maintained proper records showing full particulars including quantitative details and situations of its fixed assets other than records for fixed assets purchased prior to the year 1960. The fixed assets have been physically verified by the management during the year. We are informed that no material discrepancies were noticed on such verification.
2. None of the fixed assets has been revalued during the year.
3. The stocks of finished goods, stores, spare parts and raw materials have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
4. The procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
5. The discrepancies noticed on verification between the physical stocks and the book records were not material.
6. On the basis of our examination of stock records, we are of the opinion that the valuation of stocks is fair and proper in accordance with the normally accepted accounting principles, and is on the same basis as in the preceding year.
7. In our opinion, the rate of interest and other terms and conditions on which loans have been taken from Companies listed in the registers maintained under Section 301 are not, prima facie, prejudicial to the interest of the Company. As informed to us, there is no Company under the same management within the meaning of Section 370(1B) of the Companies Act, 1956.