



# **SOUTH ASIAN ENTERPRISES LIMITED**

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**TENTH  
ANNUAL  
REPORT  
1998 - 99**

# SOUTH ASIAN ENTERPRISES LIMITED

## TENTH ANNUAL GENERAL MEETING

Mikky House , K-Block, Kidwai Nagar,  
Kanpur-208011  
at 4.30 P.M.

**Tuesday, the 28th September, 1999**

Members are requested to bring their copy of the Annual Report alongwith them at the Annual General Meeting.

CONTENTS	Page No.
Notice of Annual General Meeting	1
Directors' Report	2
Auditors' Report	3
Balance Sheet	4
Profit & Loss Account	5
Notes on Accounts	9
Cash Flow Statement	9
Statement Pursuant to Section 212	10
Annual Report of Subsidiary Company	11-12

## REGISTERED OFFICE:

Mikky House, K-Block, Kidwai Nagar,  
Kanpur-208011.

## CORPORATE OFFICE:

C-489, Defence Colony,  
New Delhi-110024

## SHARE TRANSFER & INVESTOR SERVICES

Share Department  
**South Asian Enterprises Ltd.**  
C-489, Defence Colony,  
New Delhi-110024

## BOARD OF DIRECTORS

SHRI V.K.GOEL  
DR. B.VENKATARAMAN  
SHRI M.P. MEHROTRA  
SHRI SOMESH MEHROTRA  
SHRI P.K.SHARAN  
SHRI G.N.MEHRA  
SHRI S.V.S.JUNEJA  
SHRI A.K. RAY  
DR. S. RAMESH  
SHRI GYAN VIJESHWAR  
SHRI T.B. GUPTA  
SHRI PRABHAT KUMAR

*Chairman*  
*Vice Chairman*

*Managing Director*  
*Nominee Director*  
*(PICUP)*

## COMPANY SECRETARY

SHRI R. RAMNATH

## AUDITORS

M/s. Anil Pariek & Garg  
Chartered Accountants  
Kanpur

## BANKERS

Punjab National Bank  
Bank of Baroda  
The Vysya Bank Ltd.  
Union Bank of India

## FINANCIAL INSTITUTIONS

PICUP, Lucknow  
UPFC, Kanpur

## SHARES LISTED AT :

**U.P. STOCK EXCHANGE ASSOCIATION LTD.**  
PADAM TOWERS, 14/113, CIVIL LINES  
KANPUR - 208 001

## THE STOCK EXCHANGE - AHMEDABAD

KAMDHENU COMPLEX  
NEAR POLYTECHNIC, PANJARA POLE  
AHMEDABAD - 380 015

## THE DELHI STOCK EXCHANGE ASSCN. LTD.

WEST PLAZA, I. G. STADIUM  
INDRAPRASHTA ESTATE  
NEW DELHI-110 002

## MUMBAI STOCK EXCHANGE LTD.

PHIROZE JEEJEEBOY TOWERS  
DALAL STREET  
MUMBAI - 400 001

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 10th Annual General Meeting of the Members of SOUTH ASIAN ENTERPRISES LTD. will be held at the Registered Office of the Company at Midky House, K-Block, Kidwai Nagar, Kanpur-208 011 on Tuesday, the 28th day of September 1999 at 4.30 P.M. to transact the following business:-

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 1999 and the Profit & Loss Account for the year ended on that date together with the Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Shri S.V.S. Juneja, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri G.N. Mehra, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri P.K. Sharan, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint the Auditors and to fix their remuneration.

The term of M/s. Anil Pariek & Garg, Chartered Accountants, the Statutory Auditors of the Company will end at the conclusion of the 10th Annual General Meeting and being eligible, they offer themselves for re-appointment.

**SPECIAL BUSINESS**

6. Alteration in Articles of Association.

To consider and if thought fit to pass with or without modifications, following as a Special Resolution: "RESOLVED THAT pursuant to the provisions of section 31 of the Companies Act, 1956 and other applicable provisions if any, the Articles of Association of the Company be and are hereby altered, substituted or inserted suitably in the manner enumerated below:

A) In existing Article 1, after the Clause 'Seal' means Common Seal of the Company, following clause be inserted:

'Member': Member means duly registered holder from time to time of the shares of the Company of any class and includes any person whose name is entered as a beneficial owner in the records of the depository, but does not include the bearer of share warrant of the company issued in pursuance of applicable provisions of the Act and other statute, in force.

B) After Clause IV in existing Article 5, following clause V be inserted:

V) Notwithstanding anything else contained to the contrary in these Articles, in the event it is permitted by law for a company to purchase its own shares or securities, the Directors may, when and if thought fit acquire, purchase, buy back and hold, resell or otherwise deal with such Company's own shares and securities as the Board may think necessary upon such terms and conditions and manner and subject to such limits and such approvals as may be prescribed or permitted in law.

C) In existing Article 11 at the end of the last sentence, after the words "than marketable lots, subdivision/consolidation in marketable lots shall be done free of charge" following words be inserted:

"Provided, however, that no certificate(s) shall be issued for securities held in dematerialised form."

D) After the existing Article 12 the following new Article be inserted as Article 12 A:

**12 A. Dematerialisation of Securities**

i) For the purpose of these Articles:

'Beneficial Owner' means beneficial owner as defined under section 2(1)(a) of the Depositories Act, 1996.

SEBI means Securities & Exchange Board of India established under section 3 of Securities and Exchange Board of India Act, 1992.

'Depository' means a depository as defined under section 2(1)(e) of the Depositories Act, 1996, in which Company's securities are admitted for the time being.

'Depository Act, 1996' shall include any statutory modification or re-enactment thereof for the time being in force.

'Security' means such evidence of right, title or interest in any property and includes securities enumerated in the Securities Contracts (Regulations) Act, 1956 and any other securities specified in that Act, or any other applicable law from time to time and includes existing shares for the time being.

'Words and expressions used and not defined in this Act but defined in the Depositories Act, 1996 shall have the same meanings respectively assigned to them in that Act.

ii) Power of Company to dematerialise and rematerialise:

Notwithstanding anything to the contrary in these Articles, the Company shall be entitled to dematerialise its existing securities and/or to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and to rematerialise any/all its securities held in depository(ies) as the Directors, subject to law in force for the time being, may decide.

iii) Options for Investors

If and when the Directors shall decide, the Company shall exercise to hold its securities with a depository in dematerialised form, then after the depository has confirmed admission of Company's security to depository, every member and person subscribing to securities offered by the Company shall have option to receive securities certificates or to hold the securities with depository. Person who is beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depository Act and the Company shall in the manner and within the time prescribed, issue to beneficial owner the required Certificates of Securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of security and on receipt of information, the depository shall enter in its record the name of allottee as the beneficial owner of the security.

iv) Securities in Depositories to be in fungible form

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in sections 153, 153A, 153B, 187B, 187C, and 372A of the Act shall apply to depository in respect of the securities held by it on behalf of beneficial owners.

v) Rights of Depositories and Beneficial Owners

(a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.

(b) Save as otherwise provided in (a) above the depository as registered owner of securities shall not have any voting rights or any other rights in respect of the securities held by it.

(c) Every person holding securities of the company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

vi) Service of Documents

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial owner may be served by such depository on the company by means of electronic mode or by delivery of floppies or discs or any other mode permitted for the time being.

vii) Transfer of Securities

Nothing contained in section 108 of the Act or these Articles regarding the necessity of having distinctive Numbers of securities issued by the company shall apply to securities held with a Depository.

For transfer/transmission of securities of Company, held in electronic and Fungible form i.e. with depository, the provisions of Depositories Act, 1996 will apply and the provisions regarding transfer/transmission of securities contained in Articles 34 to 41 and elsewhere in Articles of Association will apply to securities held in physical form, unless the context requires otherwise.

viii) Register and Index of Beneficial Owners

The Company shall cause to be kept at the Registered Office or at such other place as may be approved, a Register and Index of Members in accordance with sections 150 and 151 and other applicable provisions of the Act, and depositories Act, 1996 with the details of shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media. The Register and Index of beneficial owners maintained by a depository under Depositories Act, 1996, shall also be deemed to be the Register and Index of Members and security holders for the purpose of this Act. The Company shall have the power to keep in any state or country outside India a branch Register of members resident in that state or country.

ix) Company to recognise interest in securities other than that of Registered holder, under Depositories Act, 1996.

Either the Company or the investor may exercise an option to issue, deal in, hold the securities with a depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligation of the parties concerned and matters connected therewith or incidental thereto, shall be governed by the provisions of the Depositories Act, 1996.

x) Intimation to Depository

Notwithstanding anything contained in this clause, where securities are dealt in a depository, the company shall intimate the details of allotment of securities to depository immediately on allotment of such securities."

By Order of the Board  
for South Asian Enterprises Ltd

R. RAMNATH  
COMPANY SECRETARY

Place : New Delhi  
Date : 26th May, 1999

**NOTES:-**

1. A Member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself. The proxy need not be member of the Company. The proxy in order to be effective, must be lodged at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members of the Company shall remain closed from Wednesday, the 1st September, 1999 to Friday, the 3rd September, 1999 (both days inclusive).
3. Members are requested to intimate the change of address, if any, to the Company at its Corporate Office at C-489, Defence Colony, New Delhi-110 024.
4. Members who are holding shares in identical order of names in more than one Folio, are requested to write to the Company at its Corporate Office stated above to enable the Company to consolidate their holdings in one Folio.
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting, except on Saturdays, Sundays and other Holidays.
6. Member/Proxies are requested to bring their copies of the Annual Report to the meeting and the attendance slip duly filled in for attending the meeting.
7. The explanatory statement pursuant to section 173(2) of the Companies Act, 1956, is annexed hereto and forms part of this notice.
8. Pursuant to Section 205A of the Companies Act, 1956, dividend remaining unpaid for the year 1994 - 95 has been credited to the General Revenue Account of the Central Government. The members who have not cashed their dividend warrants for the said year could claim the amount from the Registrar of Companies, Uttar Pradesh, West Cott. Building, Mahatma Gandhi Road, Kanpur, U.P.
9. Pursuant to amendment in Section 205A by Companies (Amendment) Act, 1999 the undivided dividend for the year 1995-96 shall be transferred to Investor Protection & Education fund established u/s 205C of Companies Act, 1956 after expiry of seven years i.e. on 11/09/2003. The same therefore has not been transferred to Central Government General Revenue Account as per provisions prior of aforesaid amendment. Persons who have not claimed the dividend for aforesaid period should immediately contact the Company at its Registered office for the purpose. It must be noted that if the said dividend is not claimed within 7 years then no claim for that shall be entertained, upon transfer of unpaid dividend to said fund.