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THE SUKHJIT STARCH & CHEMICALS LIMITED, PHAGWARA

NOTICE

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By Order of the Board. (S.M. Jindal) (S.M. Jindal) (S.M. Jindal) Executive Director & Secretary Place : Phagwara Place : Phagwara Dated : 1.7.1997 Dated : 1.7.1997 D	Latrer applieded Albert M. 2. M. 2. M. H. 1990 (1990) - p.m. Sar - and annual Sat - a condition	Dursuant to the provisions of Section 314 and Act, 1956, apynoves if e appointment of an ith effect from 1st June, 1997 at a solary of a, Medical etc. as per rules of the comp Board of Directors from time to time subje	as Manager-Business Development w with usual benefits of Provident Fun- increment as may be decided by the that his total remuneration (as define
By Order of the Board. (S.M. Jindal) Executive Director & Secretary Place : Phagwara Dated : 1,7,1997 Dated : 1,7,1	Punjab National	Bank	
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THE SUKHJIT STARCH & CHEMICALS LIMITED, PHAGWARA

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Notice is hereby given that the 53rd Annual General Meeting of the members of The Sukhiit Starch Chemicals Ltd. will be held on Thursday, the 21st day of August, 1997, at 10-00 A.M. at the Registered fice of the company at Phagwara; to transact the following business :	(e) Purs yec Gov
RDINARY BUSINESS :	are
To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit & Loss Account for the year ended 31-3-1997.	at 2
To declare dividend on Equity Shares for the year ended 31-3-1997.	Ung the
To appoint Director in place of Shri S.C. Jindal, who retires by rotation and being eligible offers himself for reappointment.	1 Ine
To appoint Director in place of Shri Ram Nath, who retires by rotation and being eligible offers himself for reappointment.	
To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and fix their remuneration.	1
ECIAL BUSINESS :	
To consider and if thought fit, to pass with or without modifications the following resolution as a special resolution :	
"Resolved that the company hereby, pursuant to the provisions of Section 314 and other applicable provisions, if any, of The Companies Act, 1956, approves the appointment of Shri Dhiraj Sardana	(f) Mei
as Manager-Business Development with effect from 1st June, 1997 at a salary of Rs. 10.000/- p.m. with usual benefits of Provident Fund, Medical etc. as per rules of the company and annual	(Pursua
increment as may be decided by the Board of Directors from time to time subject to a condition that his total remuneration (as defined under section 198 of the Act) will not exceed Rs. 20,000/- p.m."	
p.m.	. Mr.
By Order of the Board,	Finance Octobe With his
(S.M. Jindal)	have ta
Executive Director & Secretary	to the of Dhiraj So of secti
Place : Phagwara	by the i
Dated : 1.7.1997	of Rs. 20 recomm
	Nor Mr. Dhir
OTES :	
a) 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 of the company. The instrument appointing proxy should however, be deposited at the Registered Office of the company not less than FORTYEIGHT HOURS before the commencement of the meeting. The instrument	By C
b) Shareholders, intending to seek any clarification on the accounts in the meeting are, requested to inform the company at least 7 days in advance from the date of the Annual General Meeting.	Exe
c) The Register of Members and Share Transfer Books will remain closed from 14th August, 1997 to 21st August, 1997 (both days inclusive) for the purpose of payment of dividend.	Plac
d) Dividend Warrants; to the members of the company will be posted within 42 days from the date	Dat
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THE SUKHJIT STARCH & CHEMICALS LIMITED, PHAGWARA

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Jeral Meeting. Jgust, 1997 to

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(e) Pursuant to Section 205A of The Companies Act, 1956, all the unclaimed dividends upto the financial year ended 31-3-1993 have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not encashed their dividend warrants upto the said period, are requested to claim the amount from the Registrar of Companies, Punjab, H.P. & Chandigarh at 286, Garha Road, Defence Colony, Jalandhar.

Unclaimed dividends for the other years will be due for transfer to the Central Government on the following dates :

Financial Year ended	Due on
31-3-1994	11-10-1997
31-3-1995	14-11-1998
31-3-1996	30-10-1999

Members who have not encashed their dividend warrants may approach the company for encashment of dividend warrants or for obtaining duplicate instruments.

(f) Members are requested to notify immediately any change in their addresses to the company.

EXPLANATORY STATEMENT TO ITEM NO. 6

(Pursuant to Section 173 (2) of The Companies Act, 1956)

Mr. Dhiraj Sardana returned to india in September, 1996 after completing his B.B.A. in Business & Finance from the University of Northumbria (U.K.). He was appointed as a Management Trainee in October, 1996 to look after export promotion and other business development activities of the company. With his sincere efforts and the kind of exposure he has to the overseas markets, exports of the company have taken a quantum jump during the year ending 31-3-1997. The board has, therefore, considered his regular appointment as Manager-Business Development with effect from 1st June, 1997, subject to the approval of the members in the General Meeting by way of a special resolution. Since Mr. Dhiraj Sardana is related to Mr. LK. Sardana and Mr. K.K. Sardana, his appointment attracts the provisions of section 314 of the Companies Act, 1956, which provides that his appointment can be approved by the members by way of a special resolution in the general Meeting upto a total remuneration of Rs. 20,000/- per month. The board finds his appointment in the interest of the company and therefore, recommends for the approval of the members.

None of the Directors except Shri LK. sardana, father of Mr. Dhiraj Sardana and Mr. K.K. Sardana, Mr. Dhiraj Sardana's uncle, is interested or concerned in the resolution.

By Order of the Board,

S.M. Jindal Executive Director & Secretary

Place : Phagwara.

Dated : 1-7-1997

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Transfer to General Reserves	300.00	400.00	the
Surplus carried forward	NT TO ITEMPACE &	EXPLANATOR STATEME	the
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There have been no cases of unclaimed have been repaid/renewed as per instru- of The Companies Act, 1956 and the relev- SUBSIDIARY COMPANIES :	benteonoo to betzetetni zi I and unpaid deposits durin uctions of the depositors an vant rules made thereunder	Mr. Dhiraj Sardana's uncle, stisoqeb ent IIA arise vang g A-85 noitos to snoisivorg b By Order of the Board,	
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 There have been no cases of unclaimed have been repaid/renewed as per instruot of The Companies Act, 1956 and the relevance. SUBSIDIARY COMPANIES: (a) The Vijoy Steel & General Mills Co. Ltd. in the steel industry. (b) SUKHJIT FINAINCE LTD.: 	benteonoo to betzetetti is and unpaid deposits durin uctions of the depositors an vant rules made thereunder Phagwara continues to pe	Mr. Dhiraj Sardana's uncle, stisoqab ant IIA arisi vincle, A-85 noitses to snoisivorg By Order of the Board, noiss <u>eper atig</u> sph llaw mroh Executive Director & Se	
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NOTIC	DIRECTORS' REPORT
Let Porc r he boot boot Door - r ore react of 230, C	 Act, 1956 and forms an integral part of this report. 8. PERSONNEL: Pursuant to Section 217 (2A) of the Companies Act, 1956, particulars of the employees of the company drawing remunerations above Rs. 25,000/- per month are set out in the schedule. 9. CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNICAL ADAPTATION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:
Unclaime the todo	The recommendations of the energy audit are being implemented and extensive modernisation of the Starch Plant has been done, which has resulted in saving of power, fuel etc. directly.
	The information pursuant to Section 217 (1) (e) of The Companies Act, 1956 read with the provisions of The Companies (Disclosures of Particulars in the report of the Board of Directors) Rules, 1988 is appended hereto and forms part of this report.
	10. DIRECTORS : In accordance with the provisions of the Companies Act, 1956 Shri Ram Nath and Shri Satish Chander Jindal letire by rotation and being eligible, the Board recommends their reappointment.
Mern Niem	11. ACKNOWLEDGEMENT :
(f) Memuers	Your Directors would like to express their grateful appreciation for the co-operation received from the bankers, Punjab National Bank, and place on record their deep sense of appreciation for the devoted services of the Executives, staff and workers of the company for its success.
(Pursugation	Yours truly,
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October, 1996 With his sime	(H.C. SARDANA)
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THE SUKHJIT STARCH & CHEMICALS LIMITED, PHAGWARA

STATEMENT SHOWING SUBSIDIARY COMPANIES PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956

THE COMPARES ACT, 17			
1. Name of the Company 2. Holding Company's Interest	: Holding 3686	•	Sukhjit Finance Limited Holding 4000000 equity shares in the subscribed & fully paid up capital of 4950000 equity shares of Rs. 10/- each
3. Net aggregate amount of su	bsidiary		
Company's profits less losses it concerns the members of t company and is not dealthw Company's accounts.	so far as he holding		
(a) For the year ended 31-3	3-97	263700	8740712
(b) For the previous financi			
the subsidiary of the Ca		1115600	3459488
 Net aggregate amount of su company's profit less losses of versa dealt with or provided company's accounts. 	or vice for in the	_	
 (i) For the subsidicry compa ended 31-3-97 	ny financial year	73720	5112329
(ii) For the previous financial	vears of the	/ 3/ 20	5112527
subsidiary since it became	•	486552	5112329
1			

PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 217 (2-A) OF THE COMPANIES ACT, 1956 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 1997.

(A) Persons employed throughout the financial year and were in receipt of remuneration in aggregate of not less than Rs. 300000/- for the year.

		<u></u>						
Name of Employee	Designation	Annual remuner- ation	Qualifi- cation	Experi- ence	Age	Previous Employ- ment	Date of Comme- ncement	Relationship with Director
Sh. I.K. Sardana	Managing Director	594635/-	B.A.	30 Yrs.	51 Yrs.		2-8-1967	Brother of Sh. K.K. Sardana
Sh. K.K. Sardana	Jt. Managing Director	557915/-	В.А.	25 Yrs.	50 Yrs.	-	18-1-1972	Brother of Sh. I.K. sardana
Sh. S.M. Jindal	Ex. Dir. & Secretary	550682/-	B.Sc. LL.B.	37 Yrs.	66 Yrs.	-	15-6-1960	-

(B) Persons employed for the part of the year and were in receipt of remuneration in aggregate at the rate of not less than Rs. 25000/- per month.

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1.12262/-p. year)

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inter a sum of Rs.

n Agents and Rs.

- 1. Remuneration-shown above includes Salaries, Commission, Contribution to P.F., Superannuation and perquisites valued in accordance with Income-tax Rules.
- 2. All the appointments are on non-contractual basis and other terms & conditions as per rules of the company.

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THE CHVILINT	CTADCILO	CUENICAIC	LIANTED	DILACIALADA	
ILC JOVHTH		CHEMICALS	LIMITED.	PHAGWARA	
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UDITORS' REPORT	AUDI
ne Shareholders of the Sha	5. The
	6. In
ne Sukhjit Starch & Chemicals Ltd.,	be
	on 7 Ao
t 31st March, 1997 and also the Profit & Loss Account of the Company for the year ended on tha	1t 8. The
 ate and annexed here to and report that : As required by Manufacturing and other Companies (Auditors' Report) Order, 1988 issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanation given to us, we give in the Annexure a statement on the matters in paragraph 4 and 5 of the 	is 9. Ac
said order.	10. On
 Further to our comments in the Annexure referred to in paragraph 1 above : https://www.edg.com (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit. 	e us, pla
(b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of the books.	Cor
(c) The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of account.	h 12. As e
(d) In our opinion and to the best of our information and according to the explanations given to us, the Balance Sheet and Profit & Loss Account together with the notes thereon and attached therto, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view :	d 13. In sec
(i) In the case of Balance Sheet, of the State of affairs of the company as at 31st March, 1997.	14. In c
(ii) In the case of Profit & Loss Account, of the profit of the comapny for the year ended on tha	of I of I
date.	
OR K.B. JASUJA & COMPANY.	asi
OR K.B. JASUJA & COMPANY.	as i 16. The
DR K.B. JASUJA & COMPANY, hartered Accountants,	as i 16. The the 17. Acc Fun
DR K.B. JASUJA & COMPANY, hartered Accountants, (.B. JASUJA)	as i 16. The the 17. Act Fun 18. The
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