THE SUKHJIT STARCH & CHEMICALS LIMITED





Copy of the ISO 9001:2000 Registration Certificate



BOARD OF DIRECTORS

Sh. V.K. Sardana - Chairman

Sh. H.C. Sardana

Sh. M.N. Sardana

Sh. S.C. Jindal

Sh. A.K. Sardana

Sh. Naresh Sardana

Sh. I.K. Sardana-Managing Director

Sh. K.K. Sardana-Jt. Managing Director

Sh. S.M. Jindal-Executive Director & Secretary

BANKERS

Punjab National Bank

G.T. Road, Phagwara-144 401

AUDITORS

M/s K.B. Jasuja & Company Chartered Accountants B-2/49 Safdarjang Enclave New Delhi.

REGISTERED OFFICE

Phagwara-144 401 (Pb.)

ANNUAL REPORT & ACCOUNTS 2002-2003

NOTICE

NOTICE is hereby given that the 59th Annual General meeting of the Members of The Sukhjit Starch & Chemicals Ltd., will be held at the Registered Office of the Company at Phagwara on Wednesday, the 24th day of September, 2003 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Director's Report, Auditor's Report, Audited Balance Sheet and Profit & Loss Account for the year ended 31.3.2003.
- 2. To declare dividend on Equity Shares for the year ended 31.3.2003.
- 3. To appoint Director in place of Shri Naresh Sardana who retires by rotation and being eligible offers himself for re-appointment.
- 4. To appoint Director in place of Shri S.C. Jindal who retires by rotation and being eligible offers himself for re-appointment.
- 5. 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.

SPECIAL BUSINESS

- 6. To consider and if thought fit, pass with or without modification (s) the following resolution (s) as special resolution (s):-
 - (a) "RESOLVED that the approval of the Company be and is hereby accorded for the delisting of equity shares of the Company from The Delhi Stock Exchange Association Limited and The Ludhiana Stock Exchange Association Limited." "RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary or expedient for giving effect to the above resolution and to do other ancillary and consequential matters thereto."
 - (b) "RESOLVED that pursuant to the provisions of Section 198, 269, 309, 311 read with Schedule XIII and other applicable provisions of the Companies Act, 1956, the consent of the Company be and is hereby granted to the reappointment of Shri I.K. Sardana as Managing Director of the Company with effect from 1st July, 2003 on the terms and conditions including remunerations as are set out in the Explanatory Statement annexed hereto with the liberty to the Board of Directors to alter and vary and/or modify the terms & conditions of the reappointment including remuneration, commission etc. payable to Shri I.K. Sardana within the limits specified in Schedule XIII to the companies Act, 1956 and/or any amendment thereto as may be made by the Central Government from time to time and as may be agreed between the Board of Directors and Shri I.K. Sardana.

FURTHER RESOLVED that if in any financial year closing after 31/03/2003 the Company has no profit or its profits are inadequate, the Company shall pay minimum remuneration to Shri I.K. Sardana by way of salary/allowances and perquisites not exceeding the limits specified under schedule XIII to the Companies Act, 1956 including any statutory modification or re-enactment thereof for the time being inforce."

By Order of the Board.

Place : Phagwara Dated : 2nd August, 2003 S.M. JINDAL Executive Director & Secretary

NOTES :

- 1. 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 FORTY EIGHT HOURS before the commencement of the meeting.
- 2. Shareholders intending to seek any clarification on the accounts in the meeting are requested to inform the company at least seven days in advance from the date of the Annual General Meeting. A copy of the Balance Sheet as at 31.3.2003 and the profit & Loss Account for the year ended on that date together with the Auditors' and Directors' Reports thereon are also enclosed. Members are, however, requested to bring their copies of the Annual Report to the meeting.
- 3. The Register of Members and Share Transfer Books of the Company shall remain closed from 15th day of September, 2003 to 24th day of September, 2003 (both days inclusive).
- Members are requested to notify any change in their address immediately to the Registrar cum Share Transfer Agent of the company.
- Dividend Warrants, to the resident members of the Company will be posted within 30 days from the date of declaration of dividend.
 Members are hereby informed that Dividends which remain unclaimed/unencashed over a period of 7 years have to be transferred by the Company to Investors Education & Protection Fund (IEPF) constituted by the Central Government under
- section 205C of the Companies Act, 1956. Further, under the amended provisions of the Companies Act, 1956, no claim shall lie for the unclaimed dividend either from the company or from IEPF.

 7. Members who have not encashed their dividend warrants for the financial year 1995-96, 1997-97, 1997-98, 1998-99, 1999-2000, 2000-2001 and 2001-2002 may approach the company for revalidation of the original dividend warrants or for obtaining

7. Members who have not encashed their dividend warrants for the financial year 1995-96, 1997-97, 1997-98, 1998-99, 1999-2000, 2000-2001 and 2001-2002 may approach the company for revalidation of the original dividend warrants or for obtaining duplicate dividend warrants. The unpaid/unclaimed amount will be deposited to the Investors Education and Protection Fund as per the given schedule:

Dividend for Financial Year

Date of Declaration

Due date for Deposit

Dividend for Financial Year	Date of Declaration	Due date for Deposit
1995-1996	18.09.1996	17.09.2003
1996-1997	21.09.1997	20.09.2004
1997-1998	15.09.1998	14.09.2005
1998-1999	16.09.1999	15.09.2006
1999-2000	22.04.2000	21.04.2007
2000-2001	27.09.2001	26.09.2008
2001-2002	25.09.2002	24.09.2009

8. Section 109A and 109B of the Companies Act, 1956 has extended the nomination and transmission facility to the share holders of the company. The shareholders can avail the above facility by furnishing to the Company the particulars of their nominee (s). Every person who becomes the nominee by virtue of Section 109A may upon the production of such evidence as may be required by the Board elect either to get himself registered as the holder of the securities or to make such transfers as the case may be as the deceased holder could have made.

EXPLANATORY STATEMENT TO ITEM NO. 6

(Pursuant to section 173(2) of the Companies Act. 1956)

- (a) The trading of shares of the Company at The Delhi Stock Exchange Association Limited and The Ludhiana Stock Exchange Association Limited is almost nil for the past many years. Moreover, the shares of the Company are now listed at The Stock Exchange, Mumbai which provides wider access to the investors through a wide network of BOLTs nationwide. The Board of Directors in its meeting held on 31st July, 2003 have decided to delist the equity shares of the Company from The Delhi Stock Exchange Association Limited and The Ludhiana Stock Exchange Association Limited to save the Company from unnecessary cost of Listing Fee and other incidental costs. As per the SEBI guidelines, the approval of the shareholders is required by way of special resolution.
- (b) The reappointment of Shri I.K. Sardana was approved in the Annual General Meeting held on 15th September, 1998 (with effect from 1st July, 1998). His term of office has expired on 30th June, 2003 and your Directors have reappointed Shri I.K. Sardana as Managing Director of the Company for a further period of 5 years with effect from 1st July, 2003 on the following terms & conditions:—
- The Managing Director shall act under the superintendence, control and directions of the Board of Directors and is vested with the powers of governance and control of the company and is authorised to exercise all the powers for the general conduct of business and affairs of the company efficiently and profitably.
- 2. The reappointment is made for a period of 5 years with effect form 1st July, 2003.
- 3. REMUNERATION:
 - (a) Salary: Rs. 58,000/- p.m. with annual increment as may be decided by the Board of Directors from time to time within the overall limits specified under Schedule XIII to the Companies Act, 1956.
 - (b) Commission: $\oint \frac{1}{2} \%$ (half percent) of the net profits of the company for each financial year.
 - (c) Perquisites: Perquisites shall be allowed in addition to salary and commission. These will be restricted to an amount equal to annual salary or Rs. 4.5 Lacs whichever is less.

Unless otherwise the context requires Shri I.K. Sardana shall be entitled to the following perquisites under three categories:-

CATEGORY "A"

- (i) Free furnished accomodation with 10% deduction of salary.
- (ii) Medical re-imbursement for the expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months salary in a period of three years as per the rules of the company.
- (iii) Leave Travel Concession to the appointee and his family once in a year as per rules of the Company.
- (iv) Club fee subject to a maximum of two clubs and not including membership fee or life membership fee.
- (v) Personal Accident Insurance : Personal Accident Insurance subject to a premium not exceeding Rs. 4,000/- per annum.

CATEGORY "B"

- (i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act. Gratuity: Gratuity payable @ not exceeding 1/2 month's salary for each completed year of service. (Contribution to Gratuity Fund as per rules of the company.)
- (ii) Earned Leave: Full Pay and allowances as per rules of the company but not exceeding one month's leave for every 11 months of service. Encashment of leave at the end of tenure will not be considered as ceiling on the computation of perquisites.

CATEGORY "C"

Provision of chauffeur driven car for use on company's business and telephone at residence will not be considered as perquisites. However, personal long distance calls or private use of car shall be billed to the appointee as per rules of the company.

The above limits shall be subject to Schedule XIII of the Companies Act, 1956 and any amendment thereto as may be made by the Central Government from time to time and agreed between the Board of Directors and Shri I.K. Sardana. He shall be entitled to actual entertainment and travelling expenses incurred during the course of business as per rules of the company. Shri I.K. Sardana will not receive any sitting fee for attending the meeting of the Board of Directors of the company and shall not, so long as he functions as a Managing Director of the company, become interested or concerned directly or through his wife or minor children in any selling agency of the company without prior approval of the Central Government.

None of the Directors except Shri I.K. Sardana and Shri K.K. Sardana are concerned or interested in this resolution.

By Order of the Board,

Place: Phagwara Dated: 2nd August, 2003

S.M. JINDAL Executive Director & Secretary

DIRECTORS' REPORT

Ladies & Gentlemen,

Yours Directors are pleased to present before you the 59th Annual Report and the Audited Statement of Accounts for the year ended 31st March,

, FINANCIAL RESULTS	200203	2001-02
	(Rs. in Lacs)	(Rs. in Lacs)
Sales & Other income	7439 .71	• 6579.18
Profit before tax & depreciation	621.63	556.46
Profit before tax but after depreciation	455.45	404.03
Provision for taxes	140.95	121.36
Surplus brought forward	46.93	18.41
Surplus available for appropriation	361.43	301.08
Proposed dividend (including Corporate tax)	149.44	129.15
Transfer to General Reserve	125.00	125.00
Surplus carried forward	86.99	46.94

PERFORMANCE:

The company has achieved a total turnover of Rs. 74.39 crores for the year ended 31/3/2003 against Rs. 65.79 crores for the year ended 31/ 3/2002. The profit before tax depreciation is Rs. 6.22 crores against Rs. 5.56 crores for the previous year. The Company has provided Rs. 1.41 Crores (Rs. 1.21 crores) for taxation including deferred tax payment of Rs. 20.50 lacs resulting in net profit after tax of Rs. 3.15 crores against Rs. 2.83 crores for the previous year.

FUTURE OUTLOOK:

As required under Corporate Governance, Management discussion and Analysis Report which is forming a part of this report is a reflection of the current state of business. Competition continues to squeeze the selling prices thus reducing margins of some products.

The company has set up its third at Malda (West Bengal) to cater to the demand of the Eastern Sector. The unit has been commissioned and has commenced production from 5th June, 2003. We expect that unit will yield favourable results during the current year.

CORPORATE GOVERNANCE:

Your company is fully committed to the philosophy of transparency and believes in conducting the business with due compliance of all the applicable laws, rules and regulations. The company has duly implemented the system of Corporate Governance as per the requirements of the Listing Agreement. Detailed report appears in the Annexures forming part of this report.

DIVIDEND:

The Directors are pleased to recommend a dividend @ 36% for the financial year ended 31st March, 2003 which with the Corporate Tax on Dividends give an effective pay out of 40.5% against 35% of the previous year.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2A) of the Companies Act, 1956, the Directors confirm:

- that in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2003 the applicable Accounting Standards have been followed alongwith proper explanation relating to material deparatures:
- that the Directors' have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year so ended.
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities : and
- (iv) that the Directors have prepared the Annual Accounts for the Financial Year ended 31st March, 2003 on a 'going concern' basis.

DEPOSITS:

All the deposits have been renewed/repaid as per the provisions of Section 58-A of the Companies Act, 1956 and rules made thereunder. The company has no unclaimed/unpaid deposits.

SUBSIDIARY COMPANIES

- The Vijoy Steel & General Mills Company Ltd., Phagwara: The company continued to reel under recessionery conditions during the year (a) under reference.
- Sukhjit Finance Ltd., Phagwara: The company continued to perform under adverse circumstances, with the small scale units (potential
- customers of the company) facing industrial sickness. The company has cut down its operations to ward off unnecessary losses.

 Scott Industries Ltd., Phagwara: The company has taken up technology Upgradation-cum Expansion Programme to meet the customer requirements. The benefits of which will accrue in the coming years.

10.

Pursuant to Section 217 (2A) of the Companies Act. 1956 there has been no employee with the company who is in receipt of remuneration over Rs. 24,00,000/- p.a. if employed throughout the year or Rs. 2,00,000/- p.m. if employed for a part of the year, during the financial year under reference.

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956. Shri Naresh Sardana and Shri S.C. Jindal retire by rotation and being eligible the Board recommends their reappointment.

M/s. K.B. Jasuja & Co., Chartered Accountants, New Delhi, who are the Auditors of the Company, have confirmed their eligibility to be reappointed as Auditors of the Company at the ensuing Annual General Meeting. The Board of Directors recommend appointment of Mrs. K.B. Jasuja & Co., Chartered Accountants, as Auditors of the Company for the approval of the Members and fix their remuneration.

Your Directors would like to express their grateful appreciation for the co-operation received from the bankers 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.

for and on behalf of the Board,

V.K. SARDANA

Chairman

Dated: Ist August, 2003

ANNEXURE 'A'

STATEMENT CONTAINING PARTICULARS PURSUANT TO THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2003.

1. ELECTRICITY CURRENT YEAR PREVIOUS YEAR (a) Purchase Units – 000 KWH 16,744 16,7 Total Amount Rs. 000 66,425 64,25	14 51
()	51
Total Amount Rs 000 55 425 64.0	
Total Amount Rs. 000 66,425 64,29	34
Rate/Unit Rs. 3.97 3.97	
(b) Own Generation	
(i) Through Diesel Generation	
- Units - 000 KWH 272 4	12
- Units per Ltr of Diesel oil 2.50 2.50	50
- Cost/Unit Rs. 7.46 6.4	19
2. COAL (Steam Coal used on Boilers)	
Quantity (M. Tons) 11,346 7,29	57
Total Cost Rs. 000 26,645 19,69) 4
Average Rates Rs./MT 2,348 2,7	14
3. FUPNACE OIL	
Quantity (K. Litres) 425 39	97
Total Cost Rs. 000 5,700 4,4	18
Average Rate Rs. /KL 13,411 11,2	13
4. OTHERS (Rice Husk)	
Quantity (M. Tons) 11,299 16,2	/2
Total Cost Rs. 000 8,813 11,5	
	10

(B) CONSUMPTION PER M.TON OF PRODUCTION

	STANDARD, if any	CURRENT YEAR	PREVIOUS YEAR
Production	Nil	56,288	56,792
Electricity-Ton/KWH	Nil	297 *	294 *
Coal - Ton/Kgs.	Nil	202	128
Furnace Oil - Ton/Ltr.	Nil	188 **	113 **
Others - Rice Husk - Ton/Kgs.	Nil	201	286

- (*) Variation due to change in product mix.
- (**) Used for production of Gluten & Fine Maize Husk only

II. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The Company has not entered into any technical collaboration agreement. It has not acquired any technical know-how from any foreign source so far.

III. RESEARCH & DEVELOPMENT

Research & Development programme already carried out by the company has started bearing fruits and Maize growing has started gaining ground in the State of Punjab. Procurement of Maize from the state is increasing year over year.

ANNEXURE 'A'

IV. **EXPENDITURE ON R & D**

- Capital
- (b) Recurring
- (c) Total
- (d) Total R & D Expenditure as a percentage of total turnover

FOREIGN EXCHANGE EARNINGS AND OUTGO ٧.

- Foreign Exchange Earnings of the Company have been Rs. 13,25,509/- (Rs. Nil previous year) on F.O.B. 1. basis.
- 2. The Company has imported raw material and consumables of Rs. 10,31,755/- (Rs. 6,94,120/- Previous Year) on C.I.F. basis and capital goods of Rs. 1,590,520/- (Rs. 23,03,468/- Previous Year) and incurred a sum of Rs. 1,85,173/- on foreign travelling expenses (Rs. 1,53,443/- Previous Year).

ANNEXURE 'B' STATEMENT SHOWING SUBSIDIARY COMPANIES PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956.

1 Name of the Company

The Vijov Steel & Gen. Mills Co. Ltd. Sukhiit Finance Ltd.

Scott Industries Ltd.

Amount for the year (Rs.)

- NIL-

2. Holding Company's Interest

Holding 36,860 equity shares in the subscribed & fully paid up capital of 41,700 equity shares of Rs. 10/- each & fully

Holding 40,71,700 equity shares in the subscribed & fully paid up capital of 49,50,000 equity shares of Rs. 10/- each

Holding 44,00,000 equity shares in the subscribed & fully paid up capital of 44,01,400 equity shares of Rs. 10/- each

paid

3. Net aggregate amount of subsidiary company's profits less losses so far as it concerns the members of the holding company and is not dealt with in company's accounts

(a) For the year ended 31.3.2003 (b) For the previous financial

(-) 75,772

5,08,438

(-) 2,95,897

years of the subsidiary of the company

4. Net aggregate amount of subsidiary company's profit less losses or vice versa dealt with or provided for in the company's accounts

(a) For the subsidiary company's financial year ended 31.3.2003

(b) For the previous financial years of the subsidiary since it became subsidiary

10,70,059

1,06,48,664

(-) 97,36,819

2,96,08,629

7,07,712

ANNEXURE 'C'

CORPORATE GOVERNANCE REPORT

The company has implemented the code of Corporate Governance during the year under reference in terms of clause 49 of the Listing Agreement with Stock Exchanges.

BRIEF NOTE ON COMPANY'S PHILOSOPHY :

The company has always believed in good Corporate Governance. Transparency, fair business and Standard Corporate Practices help the company to maximise long term shareholders value and in building a bond of trust with its employees, customers, creditors, lenders and others. The company has always remained prompt and regular in discharging its statutory obligations and duties.

The board has constituted various committees of Directors from time to time and the meetings of the Board and Committees thereof have been held as frequently as required for proper and effective control over the affairs of the Company. All the Directors, attending the Board and Committee meetings, actively participate in the proceedings and decisions are taken unanimously.

2. BOARD OR DIRECTORS :

The Board of Directors comprises one Managing Director, one Joint Managing Director, one Executive Director and six Non-executive Directors.

During the year, 14 board meetings were held on : 30.04.2002, 10.05.2002, 21.05.2002, 22.05.2002, 25.0^{-2} 2002, 26.07.2002, 25.09.2002, 26.09.2002, 26.10.2002, 18.11.2002, 30.11.2002, 1.12.2002, 30.01.2003, 31.01.2003.

The composition of the Board of Directors and their Attendance at the meetings during the year are given below:

Name of the Director	Category of Directorhip	Number of board meetings attended
Shri V.K. Sardana	Chairman	10
Shri I.K. Sardana	Managing Director	13
Shri K.K. Sardana	Jt. Managing Director	6
Shri S.M. Jindal	Executive Director	11
Shri S.C. Jindal	Non Executive Director	10
Shri H.C. Sardana	Non Executive Director	7
Shri A.K. Sardana	Non Executive Director	10
Shri Naresh Sardana	Non Executive Director	2
Shri M.N. Sardana	Non Executive Director	8

3. COMMITTEES OF THE BOARD

The Board of Directors have constituted the following Committees with adequate delegation of powers:

(i) Audit Committee: The Audit Committee has been delegated with the powers and entrusted with the duties to oversee the company's financial reporting process and adequacy of internal audit system, scope of audit including observations of the Auditors, adequacy of internal audit system etc. The committee also meets the Operating Management Executives and reviews the operations.

Shri S.C. Jindal Chairman

Shri A.K. Sardana Non Executive Director

Shri Naresh Sardana Non Executive Director

Shri S.M. Jindal, Executive Director & Secretary of the company acts as Secretary of the Committee

ANNEXURE 'C'

(ii) Share Transfer Committee:

The details of Share Transfer Committee and their meetings are given below :

		Meetings held during the year	Meetings attended
Shri I.K. Sardana	Chairman	24	19
Shri K.K. Sardana	Member	24	16
Shri S.M. Jindal	Member	24	21

(iii) Shareholders/Investors Grievances:

The number of complaints received from the shareholders have been quite negligible during the year under reference. The Board has, however, appointed a Committee of Directors comprising of Shri A.K. Sardana. Shri Naresh Sardana and Shri S.M. Jindal as members which will redress the Investors grievances or their complaints expenditiously.

(iv) Remuneration Committee:

The company has three Whole Time Directors on the Board whose appointment and remuneration have been fixed by the Board in terms of resolution passed by the members. In view of this no remuneration committee was constituted.

Remuneration paid to the Executive Directors during the financial year is given below :-

Name	Salary	Commission	Perquisite Value	Retirement Benefits	(Amount in Rs.) Total
Sh. I.K. Sardana	7,26,000	1,07,502	79,320	1,59,720	10,72,542
Sh. K.K. Sardana	6,94,000	1,07,502	71,059	1,52,680	10,25,241
Sh. S.M. Jindal	6,94,000	1,07,502	19,950	93,680	9,15,132

4. GENERAL BODY MEETINGS

The details of location and time for the last three Annual General meetings are given below:

Date	Location	Time
27/09/2000	Regd. Office Phagwara	10.00 A.M.
27/09/2001	Regd. Office Phagwara	10.00 A.M.
25/09/2002	Regd. Office Phagwara	10.00 A.M.

5. Disclosures regarding materially related party transactions:

No transaction of material nature has been entered into by the company with its promoters, Directors, relatives or the Management which could have potential conflict with the interest of the company.

6. Means of Communication:

Quarterly / six monthly results of the company were published during the financial year under review as per requirements of the Listing Agreement.

7. LOCATION OF PLANTS

(i) Sarai Road, Phagwara

Phone No. (01824) 260314, 260216, 260758

Fax No.: (01824) 261669, 262077 E-mail: Sukhjit @ comeconnect. com

(ii) Arnmour Road, Mubarak Nagar,

Nizamabad (A.P.)

Phone No. (08462) 239102, 238622

Fax No. (08462) 239330 E-mail: starch@nettlinx.com

(iii) WBIIDC Growth Centre,

N.H. 34, Narayanpur,

MALDA-732 141 (WEST BENGAL) Phone No. (03512) 262254, 262256

Fax No. (03512) 262255