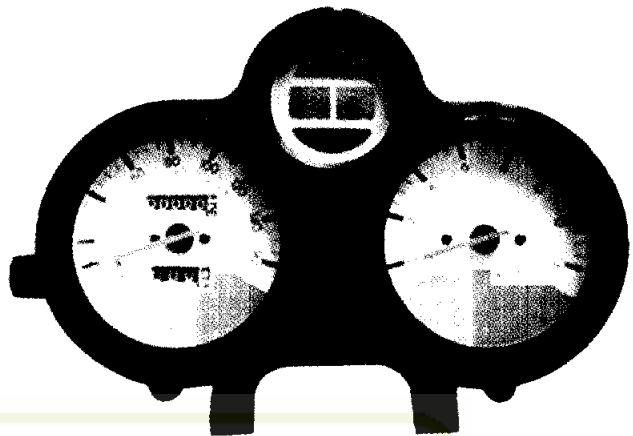




# Suprajit Engineering Limited

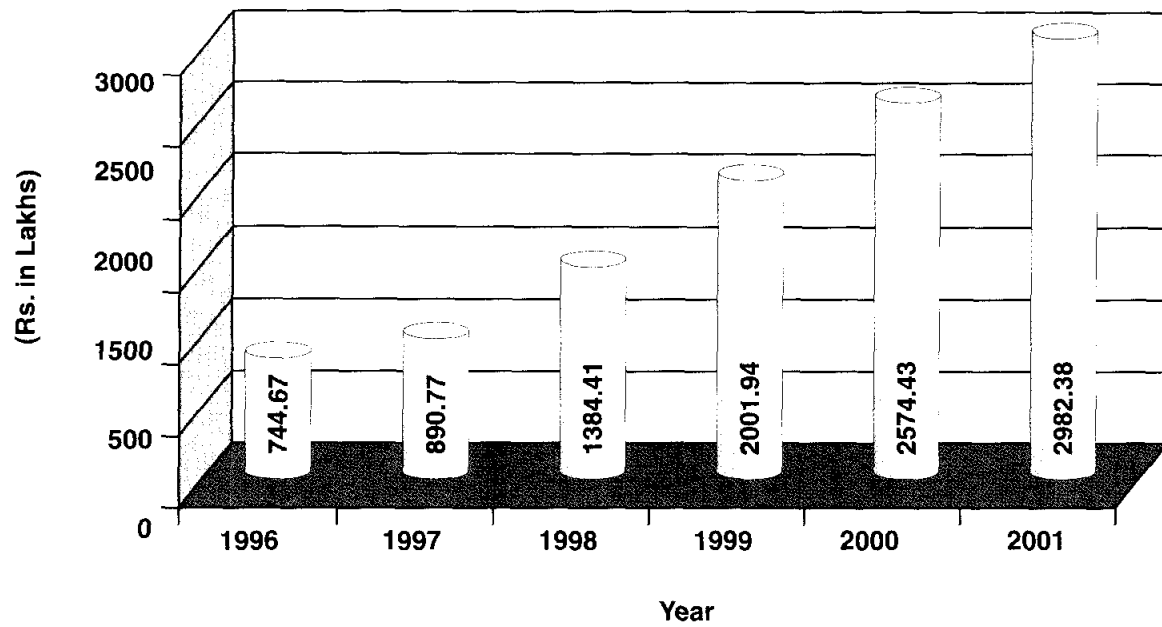


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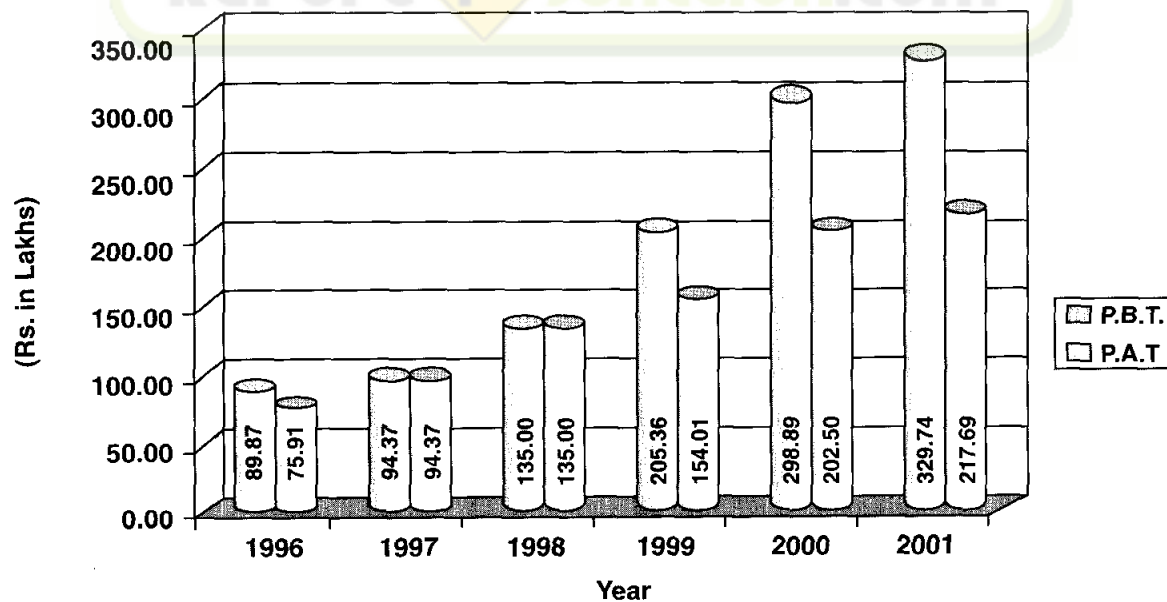


**Sixteenth  
Annual Report  
2000-2001**

## SUPRAJIT ENGINEERING LIMITED GROSS INCOME



## SUPRAJIT ENGINEERING LIMITED PROFITABILITY



**FINANCIAL HIGHLIGHTS**
**Rs. In Lacs**

Particulars	1996	1997	1998	1999	2000	2001
<b>Total Income</b>	744.67	890.77	1384.41	2001.94	2574.43	2982.38
<b>Share Capital</b>	282.79	279.09 *	279.09	279.09	279.09	279.09
<b>Reserves &amp; Surplus</b>	349.38	416.98	478.69	551.07	658.12	777.23
<b>Gross Assets</b>	535.36	775.21	991.73	1089.40	1129.63	1212.72
<b>Total debt</b>	341.34	451.89	611.62	488.45	754.22	924.36
<b>Net worth</b>	532.74	607.65	680.38	763.78	881.85	1011.97
<b>Capital Employed</b>	825.96	967.97	1105.68	1182.76	1250.61	1462.76
<b>Profit before tax</b>	89.87	94.37	135.00	205.36	298.89	329.74
<b>Profit after tax</b>	75.91	94.37	135.00	154.01	202.50	217.69
<b>Cash EPS (Rs.)</b>	4.58	5.55	7.63	8.53	10.46	11.81
<b>EPS. (Rs.)</b>	3.17	3.38	4.83	5.51	7.25	7.80
<b>ROCE (%)</b>	10.88	9.74	12.20	17.36	23.89	22.54
<b>Book Value per share (Rs.)</b>	18.84	21.77	24.38	27.37	31.60	36.27
<b>Total Debt to Equity Ratio</b>	0.53	0.64	0.80	0.58	0.80	0.87
<b>Dividend (%)</b>	20.00	20.00	22.00	24.00	30.00	32.00

\* Post forfeiture

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**BOARD OF DIRECTORS**

**M.R.B. Punja**  
Chairman

**S.R. Singh**  
Director - KSFC Nominee

**M. Jayarama Shetty**  
Director

**K. Ajith Kumar Rai**  
Managing Director

**Medappa Gowda J**  
Company Secretary

**T R Varadarajan & Associates**  
Chartered Accountants  
Auditors

**REGISTERED OFFICE**

Plot No. 100  
Bommasandra Indl. Area  
BANGALORE - 562 158.

**WORKS**

**Cable Division:**  
Plot No. 100 & 132  
Bommasandra Indl. Area  
BANGALORE - 562 158.

**Instrument Division:**  
No. 25,26,27A (Part)  
Doddaballapur Indl. Area  
Doddaballapur Taluk  
BANGALORE - 561 203.

**BANKERS**

**Syndicate Bank**  
Millers Road Branch  
BANGALORE - 560 052.

**Canara Bank**  
Bommasandra Branch  
BANGALORE - 562 158

**C O N T E N T S**

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**: Subsidiaries :**

Suprajit Chemicals Private Limited	27
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**NOTICE**

**NOTICE** is hereby given that the Sixteenth Annual General Meeting of **Suprajit Engineering Limited** will be held at the Registered Office of the Company at No. 100, Bommasandra Industrial Area, Anekal Taluk, Bangalore - 562 158, on Saturday, the 7th July 2001 at 11.00 A.M. to transact the following business :

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2001 and the Profit and Loss Account for the year ended as on that date together with the Reports of Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. M Jayarama Shetty who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company and authorise the Board to fix their remuneration.

**SPECIAL BUSINESS :**

5. To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956, the Memorandum of Association of the Company be and is hereby altered and amended by inserting the following new sub clauses after the existing clause 5 under clause III (A) of the Memorandum of Association:

- 5(a): To carry out the business of development, design of Software and any other Software related services such as E-Commerce, Data communication, Internet, Data processing, Network, ATM, Data center, Call center, Consultancy services and other Information Technology services either for sale in India or export outside and manufacturer of Computer systems, Computer hardware and peripherals and other accessories, Technical racks and enclosures or / and related allied products and services.
- 5(b): To carry on the business as manufacturers, buyers, sellers, importers, exporters or otherwise as traders, dealers of all types of Drugs, Pharmaceuticals, bulk drugs, intermediates for bulk drugs, speciality chemicals, molecules, Pesticides, Insecticides, dyes, pigments and such other allied chemicals as intermediaries or otherwise and all Bio-technology and other allied and related products and services.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things to give effect to this Resolution".

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered in the following manner:



**Suprajit  
Engineering  
Limited**

- a) Insert the following definitions under Article 2 after the existing definitions under interpretation clause.

'Beneficial Owner' shall mean the beneficial owner as defined in Section 2 of the Depositories Act, 1996.

'Depositories Act' means the Depositories Act, 1996 and shall include any statutory modification(s) or re-enactment thereof for the time being in force.

'Depository' shall mean a Depository as defined in Section 2 of the Depositories Act, 1996.

'Securities' means such securities as may be specified by the Securities and Exchange Board of India (SEBI) from time to time.

'Member' means the duly registered holder from time to time of the shares of the Company and includes the beneficial owner in the records of the Depository.

'Nominee' means the nominee under Section 109A of the Companies Act, 1956.

- b) Insert following new clauses after the existing clause 15:

- 15.1: Notwithstanding anything contained elsewhere in these Articles, the Company shall be entitled to dematerialise its shares/other securities and to offer shares/other securities in dematerialised form in accordance with and pursuant to the provisions of the Depositories Act, 1996 and/or the provisions of any other applicable law in force from time to time.
- 15.2: Notwithstanding anything contained elsewhere in these articles, where any shares/other securities of the Company are either issued or held in dematerialised form, the rights and obligations of all parties concerned and all matters connected therewith or incidental thereto, shall be governed by the provisions of the Depositories Act, 1996 and/or by the provisions of any other applicable law in force from time to time.
- 15.3: Notwithstanding anything contained hereinabove, in the event of any holder(s) of shares of the Company making any nomination as per Section 109A and other applicable provisions of the Act, such nominee shall, subject to and in accordance with the provisions of the Act, be recognised by the Company as having title to those shares in the event of death of the original holder(s).
- 15.4: The Board may from time to time and at its discretion grant options to the Employees to purchase shares of the Company under ESOP (Employees Stock Option Scheme) as regulated by SEBI guidelines and pursuant to the provisions of the Companies Act, 1956.

By order of the Board  
for **SUPRAJIT ENGINEERING LIMITED**

Place: Bangalore  
Date : 5th May 2001

**MEDAPPA GOWDA. J**  
Company Secretary

## Annual Report 2000 - 2001

### NOTES

1. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND & VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE MEETING.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from **6th July 2001 to 7th July 2001** (both days inclusive)
4. Dividend, if any, that may be declared at the meeting will be paid to those Members, whose names appear in the Company's Register of Members and beneficial owners as per the records of the depository as on **7th July 2001**.
5. Members are requested to notify the change of address, if any, to the Company.
6. Members are requested to quote the folio numbers or Demat Account Numbers and Depository Participant ID (DPID) in all correspondence.
7. All correspondence in respect of transfer of shares shall be addressed to the Registered Office of the Company.
8. The Equity shares of the Company are available for trading in dematerialised form (electronic form) through depository participants. The Company has entered in to agreement with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). ISIN Code No. INE 399CO1014. All shareholders holding shares in physical form are requested to make use of this facility.
9. The Company has appointed MCS Limited as depository connectivity provider and all correspondence relating to Demat of Shares may be addressed to MCS Limited, Sri Venkatesh Bhavan, Plot No. 27, Road No.11, MIDC Area, Andheri (E), Mumbai - 400 093, Tel.Ph: 8215235, Fax No: 8350456, E-mail: mcsnum@vsnl.com. The Equity Shares of the Company have been allotted International Securities Identification Number (ISIN) INE 399CO1014. Members are requested to open a De-mat account with any of the depository participants to enable transacting in the Stock Exchanges.
10. Members are requested to bring copy of the Annual Report along with them to the Annual General Meeting.
11. Consequent upon amendment to Section 205 A of the Companies Act, 1956 and introduction of Section 205 C by the Companies (Amendment) Act, 1999, the amount of dividend remaining unclaimed and / or unpaid for a period of seven years shall be transferred to the Investor Education and Protection Fund of the Central Government.
12. The Company will provide transport facility from Bangalore to attend the Annual General Meeting. Members are requested to report at 9.45 A.M. on 7th July 2001 **at the Company's city office - No.3B, Cauvery Apts., 736 CMH Road, Indiranagar, Bangalore - 560038, Telephone No. 5293947/ 5293950.**

By order of the Board  
for **SUPRAJIT ENGINEERING LIMITED**

Place: Bangalore  
Date : 5th May 2001

**MEDAPPA GOWDA. J**  
Company Secretary





## EXPLANATORY STATEMENT

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

### ITEM NO. 5:

The Company has diversified business interests into Information Technology, Bulk Drugs, Chemicals, Pharmaceutical and Bio-technology sectors through its subsidiary companies. In line with these activities and considering the future diversification of business, the new clauses are proposed to be inserted to the Object clause of Memorandum of Association of the Company and accordingly the Memorandum of Association of the Company is proposed to be altered pursuant to the provisions of Section 17 of the Companies Act, 1956.

A copy of the Memorandum and Articles of Association of the Company is available for inspection at the Registered office of the Company during the office hours.

The Resolution as mentioned in this item of the notice is accordingly commended for acceptance of the members.

None of the Directors is interested/concerned in this Resolution except to the extent of being Shareholders.

### ITEM NO.6:

At the instance of SEBI, the Company has made necessary arrangements with National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) to facilitate demat of shares in accordance with the provisions of Depositories Act, 1996. Pursuant to the provisions of Section 109A of the Companies Act, 1956, the nomination facility is provided to the share holders. The SEBI has issued guidelines for issue of shares to the employees of the Company under Employees Stock Option Scheme (ESOP).

In view of the above, necessary clauses are required to be inserted in to the Articles of Association of the Company by way of amendment of Articles of Association of the Company pursuant to the provisions of Section 31 of the Companies Act, 1956.

A copy of the Memorandum and Articles of Association of the Company is available for inspection at the Registered office of the Company during the office hours.

The Resolution as mentioned in this item of the notice is accordingly commended for acceptance of the members.

None of the Directors is interested/concerned in this Resolution except to the extent of being Shareholders.

By order of the Board  
for **SUPRAJIT ENGINEERING LIMITED**

Place: Bangalore  
Date : 5th May 2001

**MEDAPPA GOWDA. J**  
Company Secretary

## Annual Report 2000 - 2001

### DIRECTORS' REPORT

Your Directors have pleasure in presenting their Sixteenth Annual Report and the Audited Accounts of the Company for the year ended 31st March 2001.

#### FINANCIAL RESULTS :

(Rs. in lakhs)

	2000-2001	1999-2000
Gross Income	<b>2982.38</b>	2574.43
Profit before tax	<b>329.74</b>	298.90
Less:		
Provision for Income Tax	<b>112.04</b>	96.38
Profit after Tax	<b>217.70</b>	202.52
Add:		
Surplus from Last year	<b>70.76</b>	63.70
Less:		
Provision for Income Tax for earlier years	<b>0.16</b>	0.66
Profit available for appropriations after adjustment of earlier year	<b>288.29</b>	265.56

#### APPROPRIATIONS :

a) Interim dividend (last year @ 24%)	—	66.98
Tax on Interim Dividend	—	7.36
b) Proposed Final Dividend 32% (last year @ 6%)	<b>89.31</b>	16.74
Tax on final dividend	<b>9.11</b>	3.68
c) Transferred to General Reserve	<b>100.00</b>	100.00
d) Balance carried to Balance Sheet	<b>89.87</b>	70.80

#### DIVIDEND:

Your Directors have pleasure in recommending dividend of 32% for the year 2000-01 (Rs. 3.20 per equity share of Rs.10/- each) subject to your approval at the Annual General Meeting as against dividend of 30% paid last year.