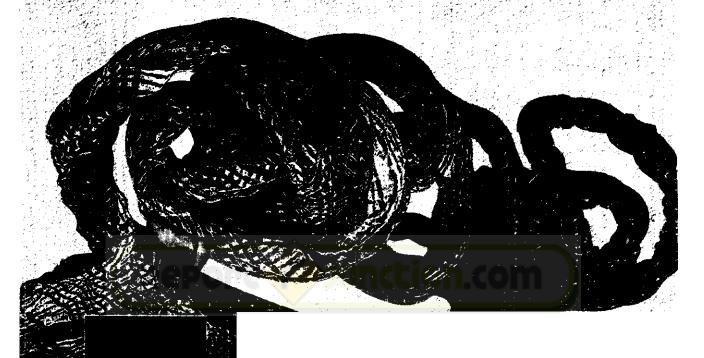
WHEHE SYLISEACTION IS., EXCELLENCE IN EVERY STRAND



CUAJAR

ANNIAL REPORT

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BOARD OF DIRECTORS	Mr. Rikhab C. Jain (Chairman & Managing Director) Justice (Retd.) U.N. Bhachawat Mrs. Kala Jain Mr. Navratan Dugar Mr. Sanjay Kumar Jain Mrs. Jyoti Jain Dr. (Prof.) V. K. Kothari Mr. Amit Dugar Mr. R. Krishnan (Nominee of ICICI)
COMPANY SECRETARY	Mr. Sunil Mahnot
AUDITORS	DOOGAR & ASSOCIATES
INTERNAL AUDITORS	R. S. MODI & CO: N. G. KUMBHAT & CO.
BANKERS	A. Consortium: ORIENTAL BANK OF COMMERCE PUNJAB NATIONAL BANK B. Others: STATE BANK OF INDORE INDUSIND BANK LTD.
REGISTRAR & SHARE TRANSFER AGENTS	ALLIED COMPUTER TECHNICS PVT. LTD. Flat No. 18. Block-A, Local Shopping Centre, Ring Road, Naraina, New Delhi-110028 Phone: 5796461, 5795118 Fax: 011-5798451
REGISTERED OFFICE	879, East Park Road Opp. Ajmal Khan Park, Karol Bagh, New Delhi-110005 Phone 7779027, 7534671 Fax : 0117532283 Internet Mail address : ttl@gias dlo1.vsnl net.in Web site : http://www.tttexstyle.com
BRANCHES	Calcutta, Tirupur, Ghaziabad
100% E.O.U. MILLS	Gajroula (Uttar Pradesh) Avinashi (Tamil Nadu)



NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of T.T. LIMITED will be held on Wednesday the 10th November, 1999 at 10.00 a.m. at FICCI Auditorium, Tansen Marg. New Delhi-110001 to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at 31st March 1999 and Profit & Loss Account for the year ended on that date and reports of the Directors and Auditors thereon.
- 2. Smt. Kala Jain, Dfrector retires by rotation although eligible for reappointment, reappointment is not sought.
- 3. Shri Amit Dugar, Director retires by rotation although eligible for reappointment, reappointment is not sought
- 4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the riext Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS :

5. Voluntary delisting of the Company's Securities from Calcutta, Ahmedabad and Chennai Stock Exchanges

To consider and if thought fit, pass with or without modification, the following resolution as a special resolution

"RESOLVED that subject to the provisions of the Companies Act, 1956. (Including any statutory modification (s) or re-enactment thereof for the time being in force and as may be enacted hereinafter) and subject to such approvals, permissions and sanctions, as may be necessary consent is hereby accorded to the Board to delist its Equify Shares from The Calculta Stock Exchange Association Ltd.. The Stock Exchange, Ahmedabad and Madras Stock Exchange 11d."

Place: New Delhi

Date: 18th September, 1999

BY ORDER OF THE BOARD

Sd/-(SUNIL MAHNOT) COMPANY SECRETARY

Regd. office: 879, East Park Road opp. Ajmal Khan Park, Karol Bagh. New Delhi-110005

NOTES:

- i) A MEMBER ENTITLED TO ATTEND AND YOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ALTEND AND YOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMAPNY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- ii) Shareholders of erstwhile T.T. Finance Ltd. who have not got exchanged their share certificates are advised to surrender Share Certificates for exchange with certificates of the Company.
- iii) Members are requested to notify the change in their address and such communications be addressed to the Registered Office of the Company or the Registrar and share Transfer Agents of the Company.
- iv) As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their own copies of Annual Report to the Meeting.
- The Register of Member and Share Transfer Books of the Company will remain closed from 2nd November, 1999 to 10th November, 1999. (both days inclusive)

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956.

ITEM NO.5

Presently the the Companys Securities are listed on the following 5 Stock Exchange in India

- The Stock Exchange, Mumbai.
- ii) The Delhi Stock Exchange Association Ltd.
- iii) The Calcutta Stock Exchange Association Ltd.
- iv) The Stock Exchange, Ahmedabad.
- v) Madras Stock Exchange Limited.

With the networking of centres of the Stock Exchange, Mumbai, the members of the Company have access to online dealings in the Company's Securities across the Country. A miniscule number of members are located in the regions where the Madras Stock Exchange Ltd. The Calcutta Stock exchange Association Ltd. and the Stock Exchange, Ahmedabad are situated and trading Volumes on the said Stock Exchange in the Companies Securities is negligible. The proposed delisting of the Company's Securities on these exchange will not, therefore adversely affect any investor including the members located in regions where the said stock exchange are situated.

As a part of its cost reduction measures, the Comapny has proposed delisting of its securities from the said stock exchange and in line with the SEBI regulations for voluntary delisting of the Campany's Securities by the Company, members approval is sought by a special resolution for delisting of its securities from stock exchanges mentioned above. The proposed delisting is in the interest of the Company and the Board recommends the resolutions for acceptance by members.

None of the Directors is concerned or interested in the resolution.



DIRECTORS' REPORT

Your Directors have pleasure in presenting the Twentieth Annual Report of the Company together with the Audited Accounts for the year ended March 31, 1999.

INANCIAL RESULTS	1998-99	1997-98
	Rs. in Lakh)	(Rs. in Lakh)
Sales	8726.88	8528.24
Profit before Interest, Depreciation		
and Tax	1082.76	1079.79
Financial Charges	651.71	687.62
Depreciation	245.98	203.26
Provision for Income Tax	28.32	15.00
Profit After Tax	156.75	173.91
Balance Brought Forward from previous year	204.88	180.05
TOTAL	361.63	353.96
APPROPRIATIONS		
Dividend		90.07
Provision for dividend distribution Tax	<u> </u>	9.01
Transfer to General Reserve	-	50.00
Balance Carried Forward	361.63	204.88
Total	361.63	353.96

DIVIDEND

Financial Institutions and Consortium of Banks have not cleared our proposal for payment of dividend in order to conserve resources. Hence your Board of Directors are constrained to declare any dividend this year.

REVIEW OF OPERATIONS & FUTURE OUTLOOK

The year under review has been a very difficult year for the textile industry because of the depressed market conditions at home and abroad. Although we have been able to increase our turnover substantially, profit margins had eroded significantly due to worst competition amongst spinners in India. Your Company had also suffered substantially by way of currency exchange tosses due to stiff fall in the value of rupee as your company has substantial ECB and FCNR (B) borrowings in foreign currency.

Cotton crop prospects this year are bright however our cotton prices continues to be much higher than international cotton prices. This has affected adversely for last two years. The traditional advantage of cheaper cotton in India has been nullified.

The major thrust of business expansion in the current year is exports where a vast major market has been developed for the company's products.

Your Company's status has been elevated by the Govt. of India's Recognised "Export House" to "Trading House". Exports in the current year are expected to be above Rs.70 crores and total turnover is expected to cross Rs.100 crores mark. The company's further expansion plan is in its core competence area of knitted undergarments business during the current year.

Merger of the T.T. Finance Ltd. with the company has been completed. The present accounts includes affairs of merged company during the year 1998-99. Share certificates of T.T. Finance Ltd. has been exchanged and despatched by the company. Shareholders of erstwhile T.T. Finance Ltd. are now members of T.T. Limited. Your comapny however is not forging ahead with leasing business of merged company any more as no appreciable

prospect of leasing business is there. WHOLLY OWNED SUBSIDIARY IN SINGAPORE

A wholly owned subsidiary (WOS) of the Company in the name and style T.T. Global Pte Ltd. has been formed in singapore with a view to add third country dimension to your Company's textiles trade. Company has been formed with a nominal small capital of SGD 1,00,000 (equivalent to Rs. 25.00 lacs). The amount has been utilised mainly in preliminary and establishment expenses. The First Annual closing of Accounts of WOS falls on 31st March 2000 & as such no Auditiors' Report & Accounts of WOS are appended to this Report. Future prospects of WOS business is reasonably good but constrained by depressed international market conditions.



DIRECTORS

Smt. Kala Jain and Shri Amit Dugar retire by rotation and although eligible for re-appointment, it has been decided not to reappoint them and also not to fill the vacancies caused by retirement of above directors. The Board of Directors place on record their appreciation of the services rendered by Smt. Kala Jain and Shri Amit Dugar during their association with the Company.

VOLUNTARY DELISTING OF THE COMPANY'S SECURITIES FROM SOME STOCK EXCHANGES

The Gampany's Securities are presently tisted on five Stock Exchanges in India. With Computerisation of the Stock Exchange. Mumbai and Delhi Stock Exchange Association Ltd. where the Company's securities are listed and the ready accessibility to these networks by investors situated even in remote areas, the listing of the Company's Securities on other exchanges is no longer felt necessary.

Therefore as a part of Company's cost reduction measures, it has been decided to delist Company's securities from Madras, Calcutta and Ahmedabad Stock Exchanges. The delisting has to be approved by a special resolution as per guidelines issued by the Securities and Exchange Board of India.

AUDITORS

M/s. Doogar & Associates, Chartered Accountants, who have been the Statutory Auditors of the Company retire at the conclusion of this Annual General Meeting and being eligible offer themselves for re-appointment.

PUBLIC DEPOSITS

The company has accepted deposits and the information as per directions of Reserve Bank of India is given below:

- Total number of depositors whose deposits have not been claimed or paid by the company after the date on which the deposit become due
- ii) Total amount due to the depositors and remaining unclaimed or unpaid Nil

PERSONNEL

Information as per Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 are given in the statement which form a part of this report. However as per the provisions of section 219(I) (b) (iv) of the Companies Act, 1956, the report and accounts are being sent to all shareholders of the Company excluding the aforesaid information. Any shareholder interested in obtaining a copy of the particulars may write to the Company's Registered Office.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required to be furnished under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 relating to Conservation of Energy. Technology Absorption and Foreign Exchange earnings and outgo is annexed herewith and forming part of this report.

Y2K COMPLIANCE

Your Company's existing hardware and software will not be affected in anyway on account of new millennium as both are Y2K compatible.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation of the services rendered by the employees of the Company They are grateful to shareholders, banks, financial institutions, depositors, customers and suppliers of the company for the their continues valued support.

For and on behalf of the Board

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Sd/Place: New Delhi
Date: 18th September 1999
CHAIRMAN & MANAGING DIRECTOR



ANNEXURE TO THE DIRECTORS' REPORT

Information pursuant to the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988

A. CONSERVATION OF ENERGY:

- a) Energy Conservation measures taken: The Company continues to give high priority to conservation of energy on an on-going basis. A few significant measures taken are:
-) The company has installed energy efficient motors, equipments and other methods leading to direct saving of energy.
- ii) The power load factor has been improved by the company by conservation of energy of power receiving sub-station & distribution centres.
- iii) The humidification and ventilation system installed also lead to conservation of energy.
- b) Additional Investments and proposals
- i) The current power tariff applicable to company is very high. Further the Company has also suffered because of poor quality of power. These problems to a large extent have been over come by installation of 500 KVA D.G. set additionally. The lower cost of captive power generation per unit will result in substantial saving in cost to the Company.
- ii) Replacement of old D.G. Sets with latest model energy efficient D.G. set reduced generation cost to a large extent.
- c) Impact of the measures at (a) and (b) for reduction of energy consumption and consequent impact on the cost of production of goods:
- The impact of the measures taken above, would result in reduction in energy consumption in future years to come
- d) Total energy consumption and energy consumition per unit of production

A. 1)	Power and fuel consumption ; Electricity (KWH)		1998-99		e e		1997-98
a)	Purchased (Units)		2665694.00		1.1		7943519.00
ŕ	Total Amount (Rs.)		11533205.00		*.		24656151.00
	Rate per unit (Rs.)		4,33				3.10
b)	Own Generation	•	a.				
	Through Diesal Generator:						
	Units		9410133,00	1			4398780,00
	Units per Ltr of diesel Oil		3,41				3.25
	Cost/Unit		2.84			F	2.62
2)	Coal		not used				Not used
3)	Furnace Oil		not used				Not used
В.	Consumption per unit (Yarn in K	(g.) of prod	uction				
	Electricity		3,62				3.72

B. RESEARCH AND DEVELOPMENT

- a) Specific areas on which R & D carried out by the Company. Research and Development has been carried out for quality improvement.
- b) Benefits derived as a result of the above R & D : The Company was able to improve the quality of its on going product.
- c) Future plan of action: Continuous efforts is being made for quality improvement.
- d) Expenditure on R & D. No separate account is being maintained by the company for the expenditure incurred on R & D

C. TECHNOLOGY ABSORPTION:

The technology developed as a result of R & D activity was properly absorbed which has resulted in product improvement and cost reduction. We have not made any import of technology so far.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company's main thurst area had been exports and is further initiating globalisation of its operations mainly in textiles. The company has also earned "Trading House" Status during the year.

During the year under review your company has exported goods worth Rs. 5780 59 lakh as compared to last year Rs. 5573.15 lakh. The details of foregin exchange earnings and outgo are given in the Notes to the accounts which forms a part of the Annual Report.

Place : New Dethi Date = 18th September 1999 For and on behalf of the Board

Sd/-(AIKHAB C, JAIN) CHAIRMAN & MANAGING DIRECTOR



To the members of 1.11 united

We have audited the attricted Batarice Sheet of CT Limited as at 31st March. 1999 and the profit & Loss Account for the year ended on that gate annexed theteto

As required by the Manutuck-ring and Other Companes (Auditors Report) order 1988 issued by the Central Government in terms of Section 227 r4A) of the Companies Act, 1956 we give our comments on the matters specified in Paragraph 4.8.5 of the said order

- The Company is maintuning records showing particulars including quantitative debits and situation of fixed assets. Major fixed assets have been priysically veeffed by the Micragement during the year No material discrepency, was noticed on such vertication.
- None of the Fixen Assets have been revalued by the company during the year except to the extent of rostatement of foreign currency loan
- Physical vertication in a tiple conducted by the management at reasonable addresds in respect of tailshed doods. States, spare parts and raw material except craterial lying with third parties and in transit.
- 4 The processed of physical wirtheat on of steaks followed by the inchagement is reasonable and adequate annial contoined size of the Company and his matrix of its business
- No material discrepancy has been noticed on physical various fonds as compared to the book records. In view of the nature of activities of the company, the same have been properly dealt with in the books of account wherever considered appropriate
- To our opinion the valuebon of stocks is fair and proper nunce idunce with the normally accepted accounting principles and is on the same basis as
- This company has taken subsecuted loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1350 and or from the Companies under the same management as defined under sub-section (1-B) of section 370 of the Companies. Ail 1956. The risk of oils est and other terms & conditions of such unsecured loans are not prime face projudical to the interest of the company
- The Company has not granted any loans secured or misconerHip companies, times or other norties is fed in the register maintained under Section 301 of the Companies Act, 1956
- Loads, and advance attheir native of journet have been given to the employees and other parties, the reprovement thereor are generally regular as per 9 si pulatinos, whetever made.
- There are adequate internal control procedure companisable with the size of the company and nature of its heavness for the purchase of stores. muchinery, equipment and other assets and with regard to sale of goods.
- 11. In our opinion and as per explantation given to us the furnisations of parchase of goods and sate of goods, material and service made in pulsuance of contracts of arrangements entered in the register maintained under soction 301 of Companies Act, 1956 and aggregating to Ris 50000 - or more curing the year in respect of each party have been made at prices which are reasonable having regard to prevailing riseket, onces such goods for
- exiterial or services of the prices at which transactions for smillar goods or services have been made with other parties. As explained to us the Computer has a regular procedure for deformination of import youble and damaged stores, when the analysis and finised goods. For each goods of the internities and only in the accounts for the vistoriated losses assessed by the competity.
- To our appear the company complies with the provisions of section field of the Companies Act (1956) and incompanies (Accept arce of Deposits) Parez, 1975 with regard to the deposits accepted from the public
- In our operanting company has mare the reasonable records for the sale and disposal of wallshow, or thin hon sort of a set. The Company has no by products
- in our ripoteon the non-party has an internal Audit system commercurate with the size of its business
- The cost Accounts and records of Spinning Mills for the current year prescribed by the Central Government operativection 209 ii) (d) of the Companies Act, 1956 are under compliation.
- The corepany is generally regular in depositing the Provident Funds and Employees State Insurance dues with the approximate authorities
- There were no printesparted amounts payable in respect of income fax. Wealth Lex. Salas Tux. Cristom Puty and Excise Dury outstading as at the last data of financial year for more than six months from the date if become psyable.
- No personal expenses of employees or directors have been charged to revenue account, other than those dayable undercontractal obligation in accordance with the oppositely accepted business province.
- Trig company is act a Sick fadastra. Company w<mark>ithin the incapitral of the early of sub-specime (Paul earlier A of the Sick Industrial Companies</mark> Space, Provisions, Act. 1985
- To the clear of tradict activities of the Congrany there were no darpagen good 20091-958 NO THAT
- We have obtained a unformations and explanations where to the best of our knowledge and belief were necessary for the purpose of our audit.
- Tis our opinion propor banks of Recounts as required by the Law have been keet by the company so far as it appears from a glexaremation of these
- In our orinion, the Profit and Loss Account and the Baiance Shoet comply with the Accounting Standards retried to in sub-section (3C) of Section 211 of Tre Companies Act, 1955 to the extent applicable.

 IV) The Balance Sheet and Profit & Loss Account dealt with by this report are in sgreenent with the books of accounts.

 V) (a) The Company has conferred to consider plant & Muchinery at Spirining Units as continues process plant within the meaning of footnote No. 10.
- to the schedule XIV as arounded by Companies Act. 1950 and has accordingly provided definication. This being technical matter, we have not former) an imageneties (operation on such classification of assets and the triber fore tribule to compare thereon. (b) Accounting of depreciation on assets larguagement, as par the rates given in Schooling XIV of the Comparises Act, 1956 instead of accounting of the same to ensure full getnaarn on myech e tra 🚧 of hallesse, and the copied which is do ther asceptioned in a discosion. Subject to above in our opinion and to the post of periodicination, in car coording to the excitativition signer to us, the said accounts, read with the schedules the recording to the information required under the Constance Act, 1956 or the manner so required and give a tries and fair view to execut the Battern e Shiest of the state of althers of the comapny as at 310 March, 1959, and
- In mask of the Profit's Loss Acount of the profit for the year errord on that Tale

Place. New Dethi 18th September 1 sail For Progar & Associates Chanered Accountants

> Sd/-(MUKESH GOYAL) PARTNER