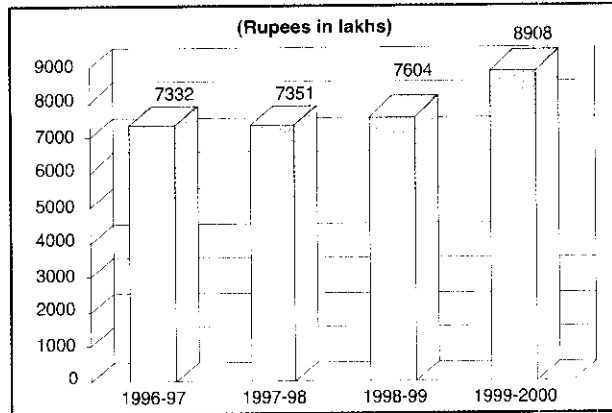


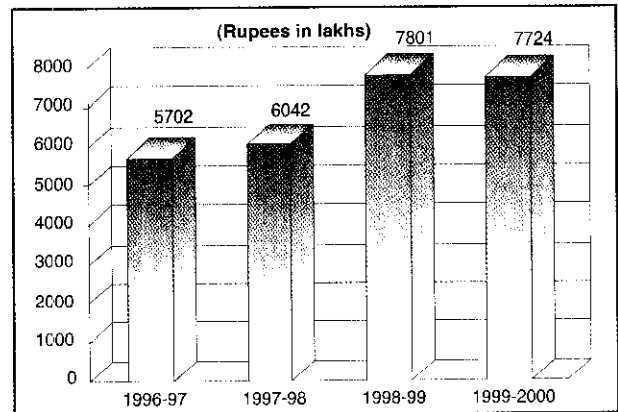


**TATA-YODOGAWA LIMITED**

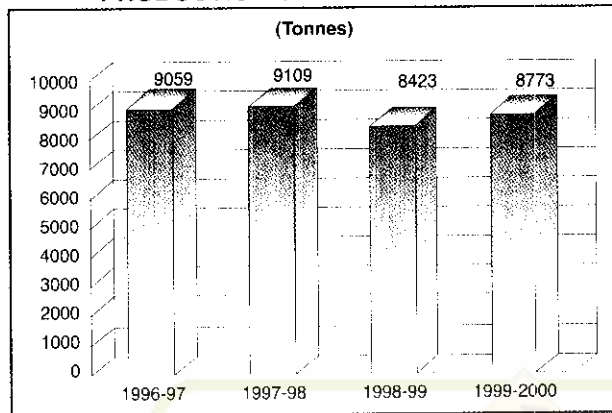
### TURNOVER



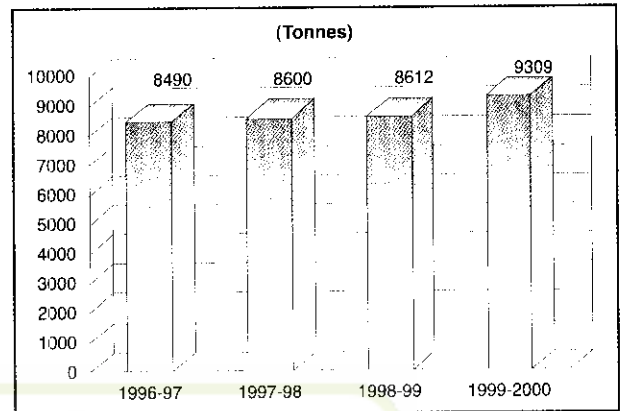
### GROSS BLOCK



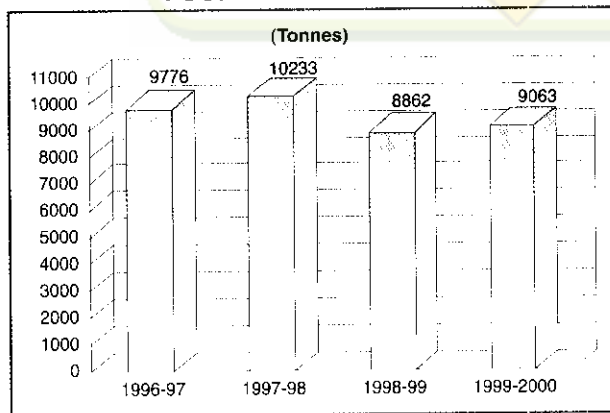
### PRODUCTION OF FINISHED ROLLS



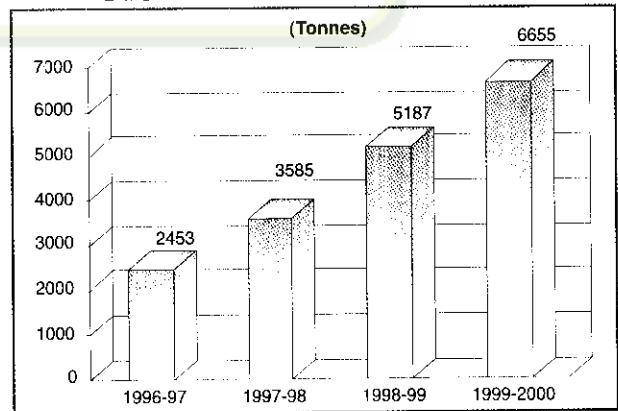
### DESPATCH OF ROLLS



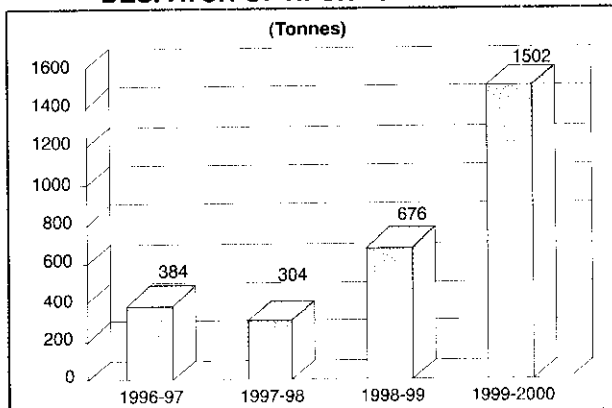
### FOUNDRY PRODUCTION



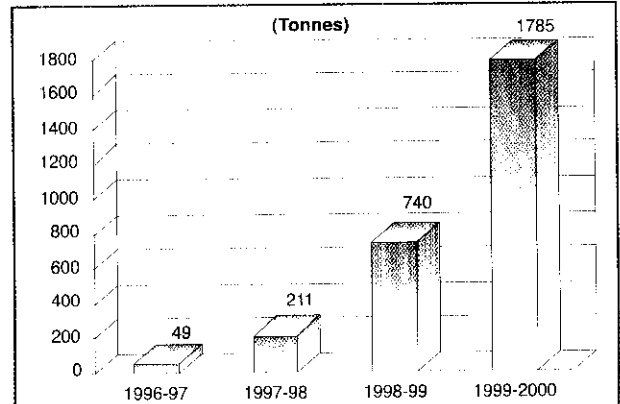
### DESPATCH OF SPUN-CAST ROLLS



### DESPATCH OF HI-CHROME ROLLS



### EXPORT OF ROLLS



**Board of Directors**

(As on 26.5.2000)

Mr. A. N. SINGH	- Chairman
Mr. PREM SAGAR	- Vice Chairman and Managing Director
Mr. R. N. SHARMA	
Dr. T. MUKHERJEE	
Mr. T. K. THAKUR	- Executive Director
Mr. P. K. GHOSE	
Mr. SHASHI S. PRASAD	
Mr. M. OHMORI	
Mr. T. YOKOI	
Mr. Y. KOIKE	- (Alternate to Mr. M. Ohmori)
Mr. K. MATSUI	- (Alternate to Mr. T. Yokoi)
Dr. SUBIR CHOWDHURY	- (Addl. Director)

**Management Team**

Mr. PREM SAGAR	- Vice Chairman and Managing Director
Mr. T. K. THAKUR	- Executive Director
Mr. T. SUDHAKAR	- Vice President (Operations)
Mr. P. C. SRIVASTAVA	- Vice President (Corporate)
Mr. VIJAY PAHWA	- Vice President (Marketing)
Mr. S. K. SINHA	- General Manager (Works)
Mr. P. HARIHARAN	- General Manager (Finance & Accounts)
Mr. N. K. TIWARI	- Principal Executive Officer
Mr. S. S. MISHRA	- Dy. General Manager (P&A)
Mr. G. VAIDYANATHAN	- Company Secretary

**Registered Office**

TATA-YODOGAWA LIMITED  
XLRI New Administrative Building  
XLRI Campus, Circuit House Area (E)  
Post Box No. 103  
Jamshedpur-831 001

**Registrars and Transfer Agents**

Tata Share Registry Limited  
Army & Navy Building  
148, M. G. Road  
Fort, Mumbai-400 001

**Auditors**

S. B. Billimoria & Co.

**Bankers**

Bank of India  
IDBI Bank Ltd.  
Bank of Baroda  
State Bank of India

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As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies to the meeting.

**TATA-YODOGAWA LIMITED****Notice**

The THIRTY-SECOND ANNUAL GENERAL MEETING of TATA-YODOGAWA LIMITED will be held at Centre for Excellence, Jubilee Road, Jamshedpur 831 001, on Wednesday, the 26th July, 2000 at 4.00 p.m. to transact the following business :

**Ordinary Business**

1. To receive and adopt the Directors' Report, the Audited Balance Sheet as at 31st March, 2000 and the Audited Profit and Loss Account for the year ended on that date.
2. To appoint a Director in place of Mr. Shashi S. Prasad who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

**Special Business**

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution :  

"RESOLVED THAT Dr. Subir Chowdhury be and is hereby appointed a Director of the Company, liable to retire by rotation."
5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution :  

"RESOLVED THAT the vacancy caused on the Board due to the retirement of Mr. R. N. Sharma, a Director of the Company liable to retire by rotation at this Annual General Meeting, be not filled."
6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution :  

"RESOLVED THAT the vacancy caused on the Board due to the expiry of term of Mr. T. Yokoi be not filled."

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

"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be altered as follows :

Insert the following Article as Article 74A after the present Article 74.

**Dematerialisation of Securities :****74A. Definitions -**

1. For the purpose of this Article -

'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;

'SEBI' means the Securities & Exchange Board of India;

'Depository' means a company formed and registered under the Companies Act, 1956, and which has been granted a certificate of registration under the Securities & Exchange Board of India Act, 1992; and

'Security' means such security as may be specified by the SEBI from time to time.

**Dematerialisation of Securities -**

2. Notwithstanding anything contained in these Articles of Association, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996.

**Options for investors -**

3. Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out

of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the 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 the security and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

#### Securities in depositories to be in fungible form -

4. 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 a depository in respect of the securities held by it on behalf of the beneficial owners.

#### Rights of depositories and beneficial owners -

- 5.(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 purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of 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.

#### Service of documents -

6. Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository

on the Company by means of electronic mode or by delivery of floppies or discs.

#### Transfer of Securities -

7. Nothing contained in the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

#### Allotment of Securities dealt with in a depository-

8. Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

#### Distinctive number of Securities held in a depository-

9. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

#### Register of index of beneficial owners -

10. The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles."

#### 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. Proxies, in order to be effective, must reach the Registered Office of the Company at least 48 hours before the time for holding the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 26th July, 2000 to 29th July, 2000 both days inclusive.
3. Members are requested to notify promptly their change in address, if any, to Tata Share Registry Limited, Army & Navy Building, 148, Mahatma Gandhi Road, Fort, Mumbai 400 001 specifying



**TATA-YODOGAWA LIMITED**

the new address in block letters giving the correct PIN code number.

5. All unclaimed Dividends upto the financial years ended 31st March, 1995, have been transferred to the General Revenue Account of the Central Government. All members who have not

encashed or received their dividend warrants for the financial years 1995-96, 1996-97, 1997-98 and 1998-99 are requested to write to the Company or to the Company's Registrars at the above address with relevant folio(s) for issuance of duplicate dividend warrants.

**Registered Office :**

XLRI New Administrative Building,  
XLRI Campus, Circuit House Area (East),  
Jamshedpur 831 001.  
26th May, 2000

By Order of the Board

**G. VAIDYANATHAN**  
Secretary

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT**

As required by Section 173(2) of the Companies Act, 1956, the Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying notice dated 26th May, 2000.

**Item No. 4**

Dr. Subir Chowdhury was appointed Additional Director on 26.5.2000. By virtue of Section 260 of the Companies Act, 1956, and in accordance with Article 133 of the Articles of Association of the Company, Dr. Chowdhury holds office as Additional Director upto the date of the Annual General Meeting. The Company has received a notice, in writing, proposing him for the office of Director. Accordingly, it is proposed to appoint him as Director, whose term of office will be determined by retirement by rotation. Dr. Chowdhury is a B.Tech (Hons.) in Mechanical Engineering and M.Tech. in Industrial Engineering. He was awarded Ph.D. in Industrial Administration by the University of Manchester, UK. Dr. Chowdhury was awarded the first ICI India Scholarship for research in a British University. He received the Dr. Lilian Gilbreth Award of the Indian Institute of Industrial Engineering in 1984. He has served in a multinational Company in various senior managerial positions for over 28 years. He was the Director of Indian Institute of Social Welfare and Business Management (1989-92) and the Director of Indian Institute of Management, Calcutta (1992-97). The Board considers it desirable that the Company should continue to avail itself of Dr. Chowdhury's experience and guidance, and commend the resolution for approval.

Except Dr. Subir Chowdhury no Director is concerned or interested in the business under Item No. 4.

**Item Nos. 5 and 6**

Mr. R. N. Sharma and Mr. T. Yokoi, Directors of the Company, who retire at this Annual General Meeting have informed that they do not wish to seek re-appointment. The Board of Directors are of the view that the vacancies caused on the Board of the Company due to the retirement of Mr. R. N. Sharma and Mr. T. Yokoi be not filled for the present.

**Item No. 7**

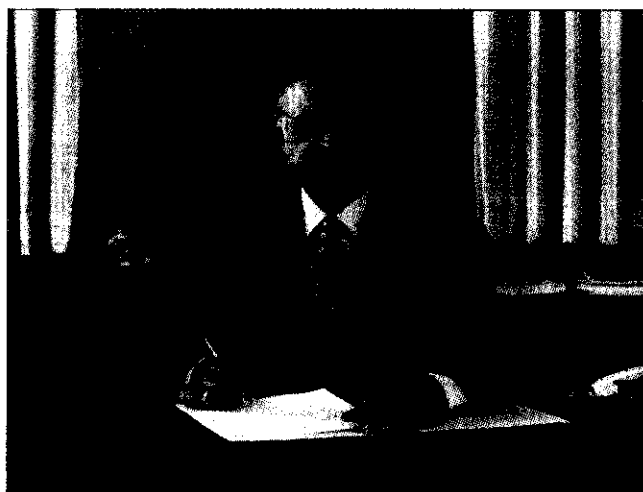
With the introduction of the Depositories Act, 1996, and the introduction of the Depository System, some of the provisions of the Companies Act, 1956, "the Act" relating to the issue, holding, transfer, transmission of shares and other securities have been amended to facilitate the implementation of the new system. The Depository System of holding Securities in an electronic form is a far safer and more convenient method for holding and trading in the Securities of a Company. To enable your Company to dematerialise its securities, as and when required, and to spell out the rights of the beneficial owner of the Securities in depository system, it is, therefore, proposed that the Company's Articles of Association be suitably altered, as set out in Resolution No. 7.

The Board commends the resolution for approval.

A copy of the Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the Company at its Registered Office between 11.00 a.m. and 1.00 p.m., on any working day of the Company.

No Director is concerned or interested in the business under Item No. 7.

## Chairman's Statement



1. I take pleasure in reviewing with you the performance of the Company for the year 1999-2000. As we stand at the threshold of a new millennium, we are confident that we will face the new challenges with greater determination and emerge as winners. It is our endeavour to exceed the expectations of our customers and all other stakeholders.

2. The budget for the year 2000-2001 has pursued many critical reforms and has among other things, led to a structural decline in interest rates, widening of the tax base, deepening of the capital markets, rationalisation of indirect taxes and reduction in subsidies and customs duties. However, corporates in particular are affected by measures like increase in tax on dividends, taxing of income on export earnings, increase in excise duties (non-modvatable) and cost push inflationary impact due to rail freight.

3. The steel industry continued to be sluggish and consequently the capacity utilisation of your Company was forced to be kept at a lower level due to poor off-take of rolls by the steel industry. Despite adverse conditions, the overall performance of the Company has been commendable. The fall in demand from the domestic customers was compensated by substantial increase in our exports. Indications are there that the steel industry is on the recovery path, which in turn would benefit your Company.

4. I am happy to say that the Company has ventured into the forged roll segment during the year under review. With the coming up of cold rolling mills, the Company is now in a position to cater to the forged roll requirements of customers in India. On the special casting front, our product has been well accepted by the users and we are making efforts to become a key player in this market segment.

5. Your Company is poised to maintain its pre-eminent position in the roll industry. Timely upgradation of technology has enabled your Company to withstand the shift in the demand pattern from long products to flat products, which is evident from the trend of despatch of high-chrome rolls over the years. With the technology back-up from Austria for cast rolls and from USA for the forged rolls, your Company stands benefited to maintain and consolidate its position in the roll industry. We are taking several steps to increase exports and at the same time, build on the existing customer base.

6. The safety of employees is paramount in our operations and I am very happy to inform you that on 15.04.2000 your Company has achieved one million accident free man-hours for the first time.

7. I wish to thank all our employees for their effective contributions towards the overall performance of the Company. TAYO Workers' Union deserve our special thanks for their full cooperation and support. I also thank the valued Customer, Financial Institutions and Bankers for their continued support.

8. I express my sincere thanks to all my colleagues on the Board for their guidance and valuable contributions. I particularly would like to place on record my appreciation for the leadership of Mr. Prem Sagar, Vice Chairman & Managing Director ably supported by Mr. T. K. Thakur, Executive Director and other members of the Management team.

Jamshedpur  
26th May, 2000

*J. S. Gupta*  
Chairman

## HIGHLIGHTS

Revenue	— Rupees	Percent	8809	8632	8495
	— Special Charge	Percent	58	143	103
Capacity utilization	— Rupees	Percent	78.18	86.39	93.43
<b>FINANCIAL</b>					
Turnover		Rs. lakhs	8908	7604	7351
Depreciation		Rs. lakhs	553	467	438
Profit before tax		Rs. lakhs	737	693	709
Profit after tax		Rs. lakhs	468	535	429
Net Worth per Share		Rupees	54	50	43
Transfer to General Reserve		Rs. lakhs	270	716	228
Shareholders' Funds		Rs. lakhs	2982	2712	2375
Plough back		Rs. lakhs	823	804	686
Capital Expenditure		Rs. lakhs	251	1793	444
Employees' cost		Rs. lakhs	1643	1543	1398
Dividend		Percent	32.50	32.50	30.00



**HIGHLIGHTS**

			1999-2000	1998-99	1997-98
<b>OPERATIONAL</b>					
Production	— Rolls	Tonnes	8773	8423	9109
	— Special Castings	Tonnes	48	158	85
Sales	— Rolls	Tonnes	9309	8612	8600
	— Special Castings	Tonnes	58	148	103
Capacity utilisation	— Rolls	Percent	70.18	86.39	93.43
<b>FINANCIAL</b>					
Turnover		Rs. lakhs	8908	7604	7351
Depreciation		Rs. lakhs	553	467	438
Profit before tax		Rs. lakhs	737	693	709
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Employees' cost		Rs. lakhs	1643	1543	1398
Dividend		Percent	32.50	32.50	30.00

## Directors' Report

The Directors have pleasure in presenting the Thirty-second Annual Report on the operations of the Company and the financial accounts for the year ended 31st March, 2000.

### FINANCIAL RESULTS

	Rupees Lakhs	Previous year Rupees Lakhs
2. a) Profit before depreciation & tax	1289.84	1159.72
b) Deduct : Depreciation	553.28	466.81
c) Profit before tax	736.56	692.91
d) Tax	269.00	158.00
e) Profit after tax	467.56	534.91
f) Add: Balance brought forward from the previous year	221.10	220.62
g) Transfers from :		
Development Rebate Reserve	—	51.00
Investment Allowance (Utilised) Reserve	—	177.50
Debenture Redemption Reserve	—	150.00
h) Balance	688.66	1134.03
which the Directors have appropriated as under, to		
i) General Reserve	270.00	715.50
ii) Interim & Final Dividend	177.87	177.87
iii) Additional Income Tax on Dividend	19.56	19.56
TOTAL	467.43	912.93
Leaving a Balance of to be carried forward	221.23	221.10

### DIVIDEND

3. An interim dividend of Rs.3.25p per equity share aggregating Rs.177.87 lakhs, for the year 1999-2000, was paid to the members on 15.05.2000. The Directors decided not to recommend any final dividend for the year 1999-2000.

### OPERATION AND SALES

4. During the year under review, the Company achieved the highest ever turnover at Rs. 89.08 crores compared with Rs.76.04 crores for the previous year. The profit before tax at Rs.7.37 crores is also the highest ever achieved by the Company. Considering the general economic scenario and the difficult conditions in the steel industry, the performance of the Company has been commendable.

5. The noteworthy feature of the performance is the highest ever exports achieved by the Company. The exports touched a record figure of Rs.10.01 crores against Rs.5.24 crores in the previous year.

6. The production and despatch of rolls were 8773 tonnes and 9309 tonnes respectively against production and despatch of 8423 tonnes and 8612 tonnes respectively during the previous year. Despatch of rolls during the year in terms of tonnage was also the best ever on record. The production and despatch of special castings during the year were 48 tonnes and 58 tonnes respectively.

### INDUSTRY ASSESSMENT

7. The growth in the roll industry is inextricably linked to the growth in the steel industry. Contrary to the earlier expectations of steel production reaching 35 million MT in the country by the year 2000, the production levels could hardly reach 23 million MT. The general economic slowdown had its own impact on the growth of the steel industry in the last few years. The price realised for rolls was under pressure.

8. Although steel industry is showing signs of a turnaround, it is unlikely that there would be further