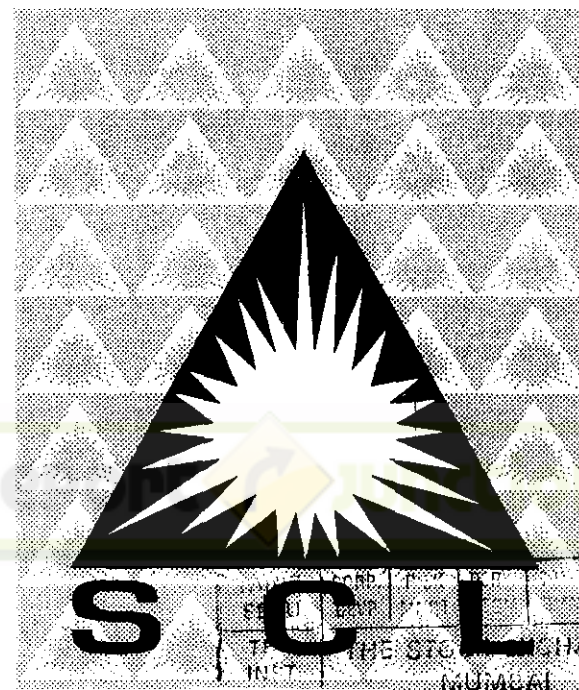


**Nineth Annual Report
1999 - 2000**



SURI CAPITAL & LEASING LIMITED

**SURI CAPITAL & LEASING LTD.**

BOARD OF DIRECTORS	Maj. Gen. A. L. Suri AVSM (Retd.)	<i>Vice Chairman</i>
	Mr. Gokul Tandan	<i>Managing Director</i>
	Mr. Rajendra Kulkarni	<i>Joint Managing Director</i>
	Ms. Sonya Suri	<i>Executive Director</i>
	Mr. Ashok Kumar Anand	<i>Director</i>
	Mrs. Ritu Tandan	<i>Director</i>
COMPANY SECRETARY	S. R. Sharma	
BANKERS	Oriental Bank of Commerce E-Block, Connaught Place New Delhi-110 001	
	Dena Bank M-36, Connaught Circus New Delhi-110 001	
	Punjab & Sind Bank 48, Janpath New Delhi-110 001	
AUDITORS	M/s. S. N. Wahal & Co. Chartered Accountants C-39, Panchsheel Enclave New Delhi-110 017	
REGISTERED OFFICE	C-485, Defence Colony New Delhi-110 024	

CONTENTS

Contents	Page
Notice	3-14
Directors' Report	15-23
Auditors' Report	24-26
Balance Sheet	27
Profit & Loss Account	28
Schedules	29-37
Balance Sheet Abstract	38
Cash Flow Statement	39
Proxy Form & Attendance Slip	



SURI CAPITAL & LEASING LTD.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Ninth Annual General Meeting of the Members of SURI CAPITAL & LEASING LTD will be held on Friday, the 29th Sept., 2000 at 9:30 A.M. at CSKM Campus, Satbari, Mehrauli New Delhi 110 030 to transact the following Business.

ORDINARY BUSINESS

1. To receive and adopt the Profit and Loss Account for the period ended 31st March, 2000, the Balance Sheet as at that date and the Directors and Auditors Reports thereon.
2. M/s S. N. Wahal & Co. Auditors of the Company, tenure from the office expires on conclusion of this Meeting. They have expressed their unwillingness to be re-appointed as Auditors of the Company from the conclusion of this Meeting. M/s I. M. Puri & Co., Chartered Accountants have expressed their willingness to be appointed as Auditors of the Company from the conclusion of this Meeting to the conclusion of the next Annual General Meeting at a mutually agreed remuneration. They have also confirmed that their appointment if made, would be within the limits laid down under Section 224 (IB) of the Companies Act, 1956.

To consider and if thought fit to pass with or without modification, the following Resolution which will be proposed as an ordinary Resolution :

"RESOLVED THAT pursuant to provision of Section 224 of the Companies Act, 1956, M/s I. M Puri & Co., Chartered Accountants, New Delhi are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting at a remuneration to be decided mutually."

SPECIAL BUSINESS

3. "RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Mr. GOKUL TANDAN be and is hereby appointed as a Director of the Company"
4. To consider and if thought fit to pass with or without modification, the following Resolution which will be proposed as an Ordinary Resolution :

"RESOLVED THAT pursuant to Section 269, 309 and other applicable provisions if any, of the Companies Act, 1956, the Company hereby approves the appointment and terms of remuneration of Mr. Gokul Tandan as Managing Director of the Company for the period from July 31, 2000 for 5 years upto the July 30, 2005 upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to effect, pursuant



SURI CAPITAL & LEASING LTD.

to the Resolution, any variations, alterations, or modifications in future, in respect of the appointment and remuneration of Mr. Gokul Tandan within the limits specified in Schedule XIII of the Act, or statutory modifications, substitutions reenactments thereof or special approvals, as may be agreed to by them with Mr. Gokul Tandan."

5. "RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Mr. Rajendra Kulkarni be and is hereby appointed as a Director of the Company."
6. To consider and if thought fit to pass with or without modification, the following Resolution which will be proposed as an Ordinary Resolution :

"RESOLVED THAT in accordance with the provisions of Sections 269, 309 and other applicable provisions of the Companies Act, 1956, if any, the Company hereby approves the terms of appointment and remuneration of Mr. Rajendra Kulkarni who was appointed by the Board of Directors of the Company a Wholetime Director with effect from July 31, 2000 for a period of 2 years upto July 30, 2002 upon the terms and conditions (including the remuneration to paid in the event of loss or inadequacy of profit in any financial year) set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to effect, pursuant to the Resolution, any variations, alterations, or modifications in future, in respect of the appointment and remuneration of Mr. Rajendra Kulkarni within the limits specified in Schedule XIII of the Act, or statutory modifications, substitutions, re-enactments thereof or special approvals, as may be agreed to by them with Mr. Rajendra Kulkarni."

7. To consider and if thought fit to pass with or without modification, the following Resolution which will be proposed as an Ordinary Resolution :

"RESOLVED THAT in accordance with the provisions of Sections 269, 309 and other applicable provisions of the Companies Act, 1956, if any, the Company hereby approves the terms of appointment and remuneration of Ms. Sonya Suri who was appointed by the Board of Directors of the Company a Wholetime Director with effect from July 31, 2000 for a period of 2 years upto July 30, 2002 upon the terms and conditions (including the remuneration to paid in the event of loss or inadequacy of profit in any financial year) set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to effect, pursuant to the Resolution, any variations, alterations, or modifications, in future, in respect of the appointment and remuneration of Ms. Sonya Suri within the limits specified in Schedule XIII of the Act, or statutory modifications, substitutions, re-enactments thereof or special approvals, as may be agreed to by them with Ms. Sonya Suri."

8. To consider and if thought fit to pass with or without modification, the following Resolution which will be proposed as an Ordinary Resolution :



SURI CAPITAL & LEASING LTD.

"RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Mr. Ashok Kumar Anand be and is hereby appointed as a Director of the Company."

9. To consider and if thought fit to pass with or without modification, the following Resolution which will be proposed as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Mrs. Ritu Tandan be and is hereby appointed as a Director of the Company."

10. To consider and if thought fit to pass with or without modification, the following Resolution which will be proposed as an Special Resolution :

"RESOLVED THAT pursuant to Section 314 of the Companies Act, 1956 and other applicable provision of the Companies Act, if any, the Company hereby accords its consent to Maj. Gen. A. L. Suri, AVSM (Retd.) a Director of the Company, holding and continuing to hold an office or place of profit under the Company, as a Director with specific responsibilities for a period of 2 years w.e.f. July 31, 2000 upto July 30, 2002 upon the remuneration as set out in the explanatory statement annexed hereto.

RESLOVED FUTHER THAT subject to the approval of the Central Goverment under Section 309 read with Section 198(4) and other applicable provisions, if any, of the Companies Act, 1956 such remuneration be paid to Maj. Gen. A. L. Suri, AVSM (Retd.) not withstanding, that in any financial year of the Company during his term of office, the Company may have made no profits or inadequate profits.

RESLOVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and thing as it considers necessary, desirable or expedient for the purpose of giving effect to this Resolution."

11. To consider and if thought fit to pass with or without modification, the following Resolution which will be proposed as an Special Resolution :

"RESOLVED THAT in pursuant of Section 21 and other applicable provisions, if any, of the Companies Act, 1956, the Name of the Company be changed from SURI CAPITAL & LEASING LTD to any one of the Names noted below as per the availability of the same with ROC, subject to in principle no objection being received from Government/RBI for change of Name :

(1) VIRTUALSOFT TECHNOLOGIES LTD.

(2) VIRTUALSOFT LTD.

(3) VIRTUALSOFT SYSTEMS LTD.

RESOLVED FURTHER THAT the any one of the Names noted above according to its



SURI CAPITAL & LEASING LTD.

availability with the ROC be substituted in the Memorandum and Articles of Association wherever the Company Name occurs.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deed and things as may be deemed expedient and necessary to give effect to this Resolution."

12. To consider and if thought fit to pass with or without modification, the following Resolution which will be proposed as an Ordinary resolution :

"RESOLVED THAT re-appointment of Maj. Gen. A. L. Suri, AVSM (Retd.) as the Managing Director of the Company with effect from 09/01/2000 to 31/07/2000 on all existing terms and conditons & remuneration be and is hereby approved and ratified.

13. To consider and if thought fit to pass with or without modification, the following Resolution which will be proposed as an Ordinary Resolution :

"RESOLVED THAT re-appointment of Ms. Sonya Suri, as Executive Director of the Company with effect from 09/01/2000 to 31/07/2000 on all existing terms and conditions & remuneration be and is hereby approved and ratified.

14. FURTHER ALLOTMENT OF SHARES ON PREFERENTIAL BASIS

To consider and thought fit, to pass with or without modification/s the following resolution as a Special Resolution.

"RESOLVED that pursuant to section 81(1A) of the Companies Act, 1956, the guidelines issued by the Securities & Exchange Board of India and Article 13 of the Articles of Association of the Company, the consent approval and authority of the members is hereby accorded to the Board of Directors for the issue of not more than 10,00,000 (ten lacs) Equity shares of Rs. 10/- (Rupees ten only) each being the un-issued share capital of the Company, at a price of not less than Rs. 15/- par share (i.e. at a premium of not less than Rs. 5/- per share) for cash at per, to the customers, associates and strategic investors excluding the promoters of the Company, irrespective of whether the allottees are members of the Company or not, provided that share holding of any allottee along with the shares held by such allottee prior to such allotment shall not exceed 5% of the total paid up share capital of the Company.

RESOLVED further that the Board of Directors of the Company be and is hereby authorised to take any step, sign any documents that may be necessary in this connection and to avail services of any professional including legal advisors and generally to take any step that is required to remove any difficulty in implementing the aforesaid resolution.

Resolved further that the Board of Directors be and is hereby authorised to apply for the listing of the aforesaid shares to the Mumbai, Delhi, Ahmedabad and Jaipur Stock Exchange and file any return, document and intimation to any authority as may be necessary in connection with the above.

By Order of the Board

Registered Office :
C-485, Defence Colony
New Delhi - 110 024
Date : Aug 16, 2000

(S R SHARMA)
Company Secretary

**SURI CAPITAL & LEASING LTD.****NOTES**

- a) An explanatory statement as required under section 173(2) of the Companies Act, 1956, in respect of the Items 3 to 14 specified in the Notice as annexed hereto
- b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- c) The Register of Members and Share Transfer Book of the Company will remain closed from Tuesday, the Sept 26th to Sept 29th 2000 (both days inclusive).
- d) Members are requested to notify immediately any change in their address to the registered Office C-485, Defence Colony, New Delhi-110 024.
- e) Members attending to seek any information on the Annual Account at the Meeting are requested to inform the Company well in advance.
- f) Members/Proxies are requested to fill up and sign the attendance slip for attending the Meeting.
- g) As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the Meeting.
- h) Members are requested to affix their signature at the space provided on the attendance sheet annexed to the Proxy form and hand over the slip at the entrance to the place of the Meeting.

For SURI CAPITAL & LEASING LTD

Place : New Delhi
Date : Aug 16, 2000

(S R SHARMA)
Company Secretary

**SURI CAPITAL & LEASING LTD.****Explanatory Statement****Pursuant to Section 173(2) of the Companies Act, 1956****Item No. 3 & 4**

The Board of Directors of the Company ("The Board") at its meeting held on July 31, 2000 decided to appoint Mr. Gokul Tandan as Additional Director of the Company with effect from that date. Pursuant to Section 260 of the Companies Act, 1956, Mr. Gokul Tandan will hold office upto the date of the forthcoming Annual General Meeting. The Company has received a notice in writing from a member together with the requisite deposit proposing the candidature of Mr. Gokul Tandan for the office of a Director of the Company under the provisions of Section 257 of the Companies Act, 1956.

On the aforesaid date Mr. Gokul Tandan was also appointed as a Managing Director of the Company by the Board as per provisions of the Article of Association of the Company for 5 years with effect from July 31, 2000 to July 30, 2005 subject to approval of Members in the ensuing Annual General Meeting of the Company. The Remuneration of Mr. Gokul Tandan as approved by the Board is as under :

Basic Salary

At the rate of Rs. 6,84,000/- per annum, payable in monthly installments.

House Rent Allowance

At the rate of Rs. 4,80,000/- per annum, payable in monthly installments.

Perquisites

Company Transport : Chauffeur driven car shall be provided for official and personal use of Mr. Gokul Tandan. In case, Mr. Gokul Tandan prefers to use his own car, the actual expenditure on its use for official purpose including chauffeur's salary shall be reimbursed to him as per Company's policies.

Leave Travel Concession : The Company shall pay the air fares for self and family for visit to any place in India, twice in a block of four years by economy class.

Medical : Medical expense reimbursement for self and family.

The monetary value of all the perquisites shall be limited to Rs. 50,000/- per annum. For the purpose of such limit: Perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in absence of any such Rule, shall be valued at actual cost. Use of Company car for official purposes and telephone at residence and mobile phone (including payment for local calls long



SURI CAPITAL & LEASING LTD.

distance official calls) shall not be included.

PROVIDED THAT the aggregate of the salary and perquisites shall not exceed the limits specified in Sections 198 and 309 of the Companies Act, 1956.

Minimum Remuneration

Not with standing anything contained herein, where in any financial year during the period of office Mr. Gokul Tandan as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay him the remuneration stated above as minimum Remuneration subject, at all times, to the approvals required under the Act, or any statutory modifications or re-enactments thereof.

Item No. 5 & 6

The Board of Directors of the Company ("The Board") at its meeting held on July 31, 2000 decided to appoint Mr. Rajendra Kulkarni as Additional Director of the Company with effect from that date. Pursuant to Section 260 of the Companies Act, 1956, Mr. Rajendra Kulkarni will hold office upto the date of the forthcoming Annual General Meeting. The Company has received a notice in writing from a member together with the requisite deposit proposing the candidature of Mr. Rajendra Kulkarni for the office a Director of the Company under the provisions of Section 257 of the Companies Act, 1956.

On the aforesaid date Mr. Rajendra Kulkarni was also appointed as a Wholetime Director ("Joint Managing Director") of the Company by the Board as per provisions of the Article of Association of the Company for 2 years with effect from July 31, 2000 to July 30, 2002 subject to approval of Members in the ensuing Annual General Meeting of the Company. The Remuneration of Mr. Rajendra Kulkarni as approved by the Board is as under :

Basic Salary

At the rate of Rs. 5,10,000/- per annum, payable in monthly installments.

House Rent Allowance

At the rate of Rs. 3,54,000/- per annum, payable in monthly installments.

Perquisite

Company Transport : Chauffeur driven car shall be provided for official and personal use of Mr. Rajendra Kulkarni. In case, Mr. Rajendra Kulkarni prefers to use his own car, the actual expenditure on it's use for official purpose including chauffeur's salary shall be reimbursed to him as per Company's policies.

Leave Travel Concession : The Company shall pay the air fares for self and family for visit to any

**SURI CAPITAL & LEASING LTD.**

place in India, twice in a block of four years by economy class.

Medical : Medical expense reimbursement for self and family.

The monetary value of all the perquisites shall be limited to Rs. 50,000/- per annum. For the purpose of such limit:

Perquisites shall be evaluated at actual cost and use of Company car for official purposes and telephone at residence and mobile phone (including payment for local calls and long distance official calls) shall not be included.

PROVIDED THAT the aggregate of the salary and perquisites shall not exceed the limits specified in Sections 198 and 309 of the Companies Act, 1956.

Minimum Remuneration

Not with standing anything contained herein, where in any financial year during the period of office Mr. Rajendra Kulkarni as Joint Managing Director, the Company has no profits or its profits are inadequate, the Company will pay him the remuneration stated above as minimum Remuneration subject, at all times, to the approvals required under the Act, or any statutory modifications or re-enactments thereof.

Item No. 7

Ms. Sonya Suri was holding the office of the Director was appointed as Wholetime Director ("Executive Director") of the Company by the Board on July 31, 2000 for a period of 2 years with effect from July 31, 2000 to July 30, 2002 subject to approval of Members in the ensuing Annual General Meeting of the Company. Her Remuneration as approved by the Board is as under :

Basic Salary

At the rate of Rs. 4,80,000/- per annum, payable in monthly installments.

House Rent Allowance

At the rate of Rs. 3,24,000/- per annum, payable in monthly installments.

Perquisites

Company Transport : Chauffeur driven car shall be provided for official and personal use of Ms. Sonya Suri. In case, Ms. Sonya Suri prefers to use her own car, the actual expenditure on it's use for official purpose including chauffeur's salary shall be reimbursed to her as per Company's policies.

Leaver / Travel Concession : The Company shall pay the air fares for self and family for visit to