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THOMAS COOK (INDIA) LIMITED

BOARD OF DIRECTORS

P. P. MADHAVJI

Chairman

M. L. APTE

H. S. BILLIMORIA

J. BALLABH

K. DIGVIJAY SINGH

J. DONALDSON

L. PORTER

ALAN STEWART

A. M. KAKKAR

*Chief Executive Officer
& Managing Director*

SECRETARY:

R. R. KENKARE

*Head of Legal &
Company Secretary*

Auditors

Lovelock & Lewes

Solicitors

Crawford Bayley & Co.

Principal Bankers

The Hongkong & Shanghai
Banking Corporation Ltd.
ANZ Grindlays Bank plc.
State Bank of Bikaner & Jaipur
State Bank of India
Standard Chartered Bank

Registered Office

Thomas Cook Building
Dr. Dadabhai Naoroji Road
Mumbai - 400 001

Registrar and Share

Transfer Agents

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



DIRECTORS' REPORT

TO THE MEMBERS:

Your Directors have pleasure in presenting the Twenty Third Annual Report, together with the Balance Sheet and Profit and Loss Account for the year ended 31st December, 1999.

Your Company has produced consistent results during the year ended 31st December, 1999, despite keen competition affecting all the areas of the Company's activities and overall economic & political conditions.

	Jan./Dec. (1999)	Jan./Dec. (1998)
	(Rupees in lakhs)	
Profit before Taxation	2462.15	2424.54
Provision for Taxation	685.00	700.00
Excess provision for Taxation for earlier years written back	26.33	—
Profit after Taxation	1803.48	1724.54
Transferred to Reserve U S. 80 HHD of the Income Tax Act, 1961	180.00	150.00
Transferred to General Reserve	1000.00	1000.00
Proposed Dividend	437.50	437.50

A war-like situation in any country is bound to have an adverse impact on its economy, and tourism is usually the first and worst affected. Due to the Kargil issue, travellers avoided the northern region mainly and there was an overall slowdown in tourist traffic. Considering the adverse circumstances, your Company fared well.

In the business of money changing and wholesale trading in foreign currencies the performance by your Company was exceptionally good. Also the aggressive marketing efforts

enabled your Company to negate the impact of a recessionary economic trend.

In both the travel and forex business, your Company is a known and successful innovator and has received favourable response to the pre-paid ATM Card which allows the card holder to withdraw cash in local currency across 120 countries. Until recently, your Company operated largely in forex but the decision to focus on value added services in the very high potential tourism business has turned it into a one-stop travel shop, which provides all conceivable services.

Millennium Compliant:

Your Directors are pleased to inform you that your Company has successfully passed through the Millennium date change and would like to take this opportunity to thank the entire Y2K team for their support and contribution for making the Year 2000 data and computer systems Y2K compliant. Your Company spent Rs. 4.45 Crores to make all its Hardware/Software Y2K compliant.

Listing:

The Equity shares of the Company are listed with The Stock Exchange, Mumbai and all applicable annual listing fees have been paid upto date.

Opening of new branch offices and counters:

Continuing its geographical expansion, five new branch offices were opened and the famous red and white banner of Thomas Cook was again unfurled in the cities of Hyderabad, Bangalore,

Cochin, Chandigarh and New Delhi. Keeping pace with the rapidly changing business environment, your Company decided to be the pioneer travel agent in the new ultra-modern, commercial complex International Tech Park in Hyderabad and Hi-Tech City in Bangalore.

In keeping with our aim of being ahead, and at the right place at the right time, your Company opened its own counter at the Cochin International Airport – the first Private Sector airport in India, which was dedicated to the nation on 25th May, 1999. Also the first Foreign Exchange cash dispensing machine in India is made operational by your Company at the Cochin International Airport.

In an effort to meet the increase in demand for foreign exchange business, your Company set up a foreign exchange office at Chandigarh and a branch at Osho Ashram, Pune. This takes your Company's strength to 49 offices across 15 cities.

Your Company welcomed the new millennium with its 50th branch launch. A foreign exchange counter at New Delhi Railway Station (near platform no. 12, Ajmeri Gate) was inaugurated on 9th February 2000. It is the first foreign exchange counter to be located at a railway station and the first city branch to be operational 24 hours.

Euro Travellers Cheque:

The 1st of January, 1999, saw the birth of a new currency– the EURO and heralded the advent of the single currency to be used by 11 countries of the European Union. As the major



capital cities of Europe went Euro-crazy, your Company was also completely "Euro-ready" to handle this significant change that will influence financial dealings all over the world. Euro travellers cheques were made available for buying along with your company's existing range of 12 foreign currencies at all its outlets in 14 major cities. Your Company was the first to capitalise on the opportunity presented by the introduction of Euro.

Launch of Global Services and Global Credit Card:

In March 1999, your Company launched the Thomas Cook Global Services Card in India - the first card of its kind, promising the outbound traveller, help and services that would make travelling 100% worry-free and hassle-free.

"The power to get help anywhere in the world," is the promise your Company gave the travelling public with this card, offering the traveller immense confidence and re-assurance to face any situation, anywhere in the world - be it a financial, legal or medical emergency; be it travel assistance of any kind; be it advice on anything; or even courier or messaging service.

Operational 365 days, 24 hours, this one toll-free phone call is answered from a huge state-of-the-art U.K.-based Call Center, with a global network of over 100,000 service points.

Thomas Cook Global Services Card is indeed a major breakthrough in travel products in India !

India has definitely come of age where Credit Cards are concerned and your Company did not wish to be left behind. Joining hands with two other global giants in their field, viz. the Standard Chartered Bank - the market leader in Global Credit Cards in India, and Visa - the world's largest consumer payment system, your Company this year launched the Thomas Cook-Standard Chartered Global Credit Card. Currently it is available in Mumbai, Chennai, Bangalore, Delhi, Calcutta, Hyderabad, Pune, Ahmedabad, Baroda and Coimbatore, and is indeed India's first co-branded corporate card. The Thomas Cook - Standard Chartered - Visa unique partnership concept is an unbeatable combination as it provides the best of all three.

Launch of Money Gram — "Money in Minutes to India":

A new money transfer service, "Money in Minutes to India" was launched in Dubai on 3rd February, 1999 by Thomas Cook Al Rostamani Exchange Company in association with your Company and Moneygram of USA. Under the scheme, upto Rs. 50,000 (DHs. 4350) sent from UAE can be withdrawn within a few minutes time at any Thomas Cook foreign exchange center in India after the receiver identifies himself by answering a question. This scheme will meet the needs of the increasing number of UAE nationals visiting India and will also cater to the expatriate community from India.

Tie-up with Air France:

Your Company is committed to bringing new and unusual holidays to

the Indian traveller and tapping the growing holiday market for outbound travellers. It tied up with Air France in association with Maison de la France, the State promoted tourism body in France, to promote, "Destination France", "Namaste France" and "Bonjour". These products were one novel way of letting our customers discover France the way they like it. We offered our Customers neatly tied package-deals and individually chosen tailor-made holidays with a wide choice and flexibility, at a very reasonable price.

ABCI Award:

The Association of Business Communicators of India (ABCI) holds annual competitions to promote excellence in all areas of written and visual communications. Your Company's Corporate Brochure 1999 won the First Prize for the best Corporate Brochure in the Prestige Publication category and the Annual Report 1997 received the third prize.

Preussag becomes Majority Shareholder of Thomas Cook Holdings Ltd.

Thomas Cook Holdings Ltd. now has three shareholders : Preussag (Europe's largest tourism company), Westdeutsche Landesbank (Germany's third largest bank), and Carlson Companies Inc. (one of America's largest privately owned companies). Preussag AG is the majority shareholder of Thomas Cook Group with 50.1%. Westdeutsche Landesbank holds 27.9% and Carlson Companies Inc. holds 22%.



Preussag AG is a service company with three business lines: Energy/Commodities, Technology and Logistics/Tourism. Over half of its turnover is generated by the Logistics/Tourism line. Preussag is the largest tourism company in Europe.

Westdeutsche Landesbank (WestLB) is the State bank of the North Rhine Westphalia, Germany's third largest bank.

Carlson Companies Inc. is a global leader in the corporate and hospitality services industries, and one of America's largest privately owned company.

Dividend:

Your Directors are pleased to recommend a dividend of 50 %. The dividend absorbs Rs. 4,37,50,000/-

General Reserve:

Your Directors have resolved to transfer Rs. 10,00,00,000/- to General Reserve out of the profits of the Company. In view of the transfers, the total reserves are at Rs. 75,30,92,439/- as at 31st December, 1999.

Capitalisation of Reserves:

Your Directors are pleased to recommend Capitalisation of Reserves by issue of 58,33,333 shares for 87,50,000 shares held i.e. bonus issue in the ratio of 2:3. This is basically to adjust the disparity between the paid-up capital of Rs. 8,75,00,000/- and the distributable reserves of Rs. 75,30,92,439/- as at 31st December, 1999. After the capitalisation of reserves, the paid-up capital will be Rs. 14,58,33,330/-.

Directors:

Mr. Ulrich Zierke resigned from the Board effective 24th February, 1999 and in his place Mr. J. Donaldson was appointed as a Director.

Mr. D. P. Roy ceased to be a Director of the Company effective 14th May, 1999 and in his place Mr. J. Ballabh was appointed on 14th May, 1999, as Nominee Director of State Bank of India.

Mr. J. D. Ketkar, Executive Director resigned effective 13th July, 1999.

Mr. John McEwan who was appointed as a Director of the Company on 23rd June, 1998 resigned from the Board effective 13th October, 1999 and in his place Mr. Digvijay Singh was appointed as a Director of the Company.

Mr. Neil Pirie resigned effective 13th October, 1999.

Mr. Alan Stewart was appointed as an Additional Director on 8th December, 1999.

Your Directors place on record the valuable services rendered by Mr. Ulrich Zierke, Mr. D. P. Roy, Mr. J. D. Ketkar, Mr. John McEwan and Mr. Neil Pirie during their tenure.

In accordance with Article 131 of the Articles of Association of the Company, Mr. John Donaldson and Mr. Lester Porter retire by rotation and being eligible, offer themselves for re-election.

In accordance with Section 257 of the Companies Act, 1956, the Company has received Notices in writing from

certain members of the Company signifying the candidature of Mr. Alan Stewart as Director of the Company who was appointed as an Additional Director with effect from 8th December, 1999.

Auditors:

M/s. Lovelock & Lewes, Chartered Accountants, Auditors of the Company who retire at the forthcoming Annual General Meeting are eligible for re-appointment and have expressed their willingness to be re-appointed. They have given a certificate to the effect that the re-appointment, if made, would be within the limits prescribed under Section 224(1-B) of the Companies Act, 1956. Your Directors recommend their re-appointment.

Subsidiary Companies:

The audited Statement of Accounts alongwith the Directors' Report of Thomas Cook Tours Ltd., India Alive Tours Ltd., Indian Horizon Travel & Tours Ltd. and Hindustan Cargo Ltd. for the year ended 31st December, 1999, are separately attached as required under the provisions of Section 212 of the Companies Act, 1956.

Particulars regarding Conservation of Energy, Technology absorption and Foreign Exchange Earnings and Expenditure:

The foreign exchange earnings during the year amounted to Rs. 16.17 crores.

During the year, the Company has incurred expenditure in foreign currencies towards interest and bank



charges, professional fees as well as travelling for promotional activities, subscriptions, etc., as disclosed in Schedule L Note 9.

Since your Company does not own any manufacturing facility, the other particulars in the Companies (Disclosure of Particulars in the Report of the Board of Directors' Rules, 1988) are not applicable.

Employees:

Relations with the employees continued to be cordial throughout the year. Your Directors place on record the appreciation of the effort and dedication of the employees in producing consistent results during the year under review. In line with its

policy, the Company continues to place great emphasis on training programmes for all-round development of the Staff at all levels. Your Company has been actively concentrating on development of human resources, which is a prime asset for its substantial growth.

Information pursuant to Section 217 of the Companies Act, 1956:

The particulars required under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, forms part of this Report. However, as per Section 219(1) (b) (iv) of the Companies Act, 1956, the Report and Accounts is being sent to all shareholders of the

Company excluding the above Statement. Any shareholder interested in obtaining a copy of the said Statement may write to the Head of Legal & Company Secretary at the Registered Office of the Company.

The matters specified in Section 217 of the Companies Act, 1956, to the extent to which they are applicable to our Company, are incorporated in this Report.

BY ORDER OF THE BOARD

P. P. MADHAVJI
Chairman

A. M. KAKKAR
CEO &
Managing Director

Mumbai

Dated : 17th February, 2000.



AUDITORS' REPORT

To the Members of Thomas Cook (India) Limited

1. We have audited the attached balance sheet of Thomas Cook (India) Limited as at 31st December, 1999 and the annexed profit and loss account for the year ended on that date, which are in agreement with the books of account.
2. As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988, issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956, of India, and on the basis of such checks of books and records as we considered appropriate and the information and explanations given to us during the course of our audit, we give in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred to in paragraph 2 above :

- (i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (ii) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (iii) in our opinion, the profit and loss account and balance sheet comply with the Accounting Standards specified by the Institute of Chartered Accountants of India, referred to in Section 211(3C) of the Companies Act, 1956;
- (iv) in our opinion and to the best of our information and according to the explanations given to us, the said accounts together with the notes thereon

give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view:

- (a) in the case of the balance sheet, of the state of affairs of the Company as at 31st December, 1999,

and

- (b) in the case of the profit and loss account, of the profit of the Company for the year ended on that date.

For Lovelock & Lewes
Chartered Accountants

SANJAY HEGDE
Partner

Mumbai
Dated : 17th February, 2000

**ANNEXURE TO THE AUDITORS' REPORT****Annexure referred to in paragraph 2 of the Auditors' Report to the Members of Thomas Cook (India) Limited on the Accounts for the year ended 31st December, 1999**

1. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. All the assets are physically verified by the management once in a year which in our opinion is reasonable and no material discrepancies were noticed on such verification carried out during the year.
2. None of the fixed assets have been revalued during the year.
3. The Company has not taken any loans, secured or unsecured, from companies, firms or parties listed in the register maintained under Section 301 of the Companies Act, 1956, where the rate of interest and other terms and conditions are, in our opinion, prima facie prejudicial to the interest of the Company. In terms of the sub-section (6) of Section 370 of the Companies Act, 1956, provisions of the section are not applicable to a company on or after the commencement of the Companies (Amendment) Act, 1999.
4. The Company has not granted any loans to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. In terms of the sub-section (6) of Section 370 of the Companies Act, 1956, provisions of the section are not applicable to a company on or after the commencement of the Companies (Amendment) Act, 1999.
5. In respect of loans or advances in the nature of loans given by the Company, the principal amounts and interest where applicable have been recovered as stipulated, except for the interest free loans and advances to a subsidiary company where no stipulations have been made for the recovery of the principal amounts. This amount stands recovered.
6. There are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of equipment and other assets.
7. There are no sales of services made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and aggregating during the year to Rs. 50,000/- or more in respect of each party.
8. The Company has not accepted any deposits from the public to which the provisions of Section 58A of the Companies Act, 1956 or the rules framed thereunder would apply.
9. The Company has an internal audit system commensurate with the size and the nature of its business.
10. The Company has been regular in depositing the Provident Fund and Employees' State Insurance dues with the appropriate authorities.
11. No undisputed amounts payable in respect of income-tax, wealth tax, sales tax, and customs duty were outstanding as at 31st December, 1999 for a period of more than six months from the date they became payable.
12. During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices, we have not come across any personal expenses which have been charged to revenue account, other than those payable under contractual obligations or in accordance with generally accepted business practice.
13. The service activities of the Company are such that the question of recording receipts, issues and consumption of material and stores and allocation of materials and manhours consumed to the relative jobs does not arise. Consequently, the authorisation and control on the issue of stores and allocation of stores and labour to jobs are not applicable.
14. The Company is not a Sick Industrial Company within the meaning of Clause (o) of sub-section (1) of Section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985.
15. As per the information and explanations given to us and taking into consideration the nature of the business of the Company, clauses (iii), (iv), (v), (vi), (xii), (xiv) and (xvi) of paragraph 4(A), clauses (i) and (ii) of paragraph 4(C), clauses (i), (ii), (iii) and (iv) of paragraph 4(D) are not applicable to the Company for the current year.

For Lovelock & Lewes
Chartered Accountants

SANJAY HEGDE
Partner

Mumbai
Dated : 17th February, 2000



BALANCE SHEET AS AT 31ST DECEMBER, 1999

	Schedule	As at 31st December, 1999 Rs.	As at 31st December, 1998 Rs.
I. SOURCES OF FUNDS :			
SHAREHOLDERS' FUNDS :			
Share capital	A	8,75,00,000	8,75,00,000
Reserves and surplus	B	75,30,92,439	62,17,44,407
		<u>84,05,92,439</u>	<u>70,92,44,407</u>
LOAN FUNDS :			
Secured loans	C	28,15,89,574	22,98,34,487
Unsecured loans	D	37,12,56,197	33,73,96,613
		<u>65,28,45,771</u>	<u>56,72,31,100</u>
TOTAL :		<u><u>1,49,34,38,210</u></u>	<u><u>1,27,64,75,507</u></u>
II. APPLICATION OF FUNDS :			
FIXED ASSETS :			
Gross block	E	58,49,01,711	52,23,88,810
Less : Depreciation		<u>14,10,42,173</u>	<u>10,30,86,250</u>
Net block		44,38,59,538	41,93,02,560
Advances for capital expenditure		<u>36,49,264</u>	<u>1,06,28,329</u>
		<u>44,75,08,802</u>	<u>42,99,30,889</u>
INVESTMENTS	F	<u>25,00,090</u>	<u>25,00,090</u>
CURRENT ASSETS, LOANS AND ADVANCES			
Sundry debtors	G1	21,81,10,274	19,71,45,749
Cash and bank balances	G2	85,25,72,096	92,33,88,613
Loans and advances	G3	<u>27,77,60,589</u>	<u>15,85,32,807</u>
		<u>1,34,84,42,959</u>	<u>1,27,90,67,169</u>
LESS : CURRENT LIABILITIES AND PROVISIONS			
Current liabilities	H1	28,14,74,411	38,68,97,641
Provisions	H2	<u>4,85,62,500</u>	<u>4,81,25,000</u>
		<u>33,00,36,911</u>	<u>43,50,22,641</u>
NET CURRENT ASSETS		<u>1,01,84,06,048</u>	<u>84,40,44,528</u>
MISCELLANEOUS EXPENDITURE (to the extent not written off or adjusted)			
Start up costs of new businesses		<u>2,50,23,270</u>	<u>—</u>
TOTAL :		<u><u>1,49,34,38,210</u></u>	<u><u>1,27,64,75,507</u></u>

Notes to the accounts

L

Schedules "A" to "H2" and "L" referred to above form an integral part of the Balance Sheet

This is the Balance Sheet referred to in our report of even date
For Lovelock & Lewes
Chartered Accountants

SANJAY HEGDE
Partner

Mumbai
Dated : 17th February, 2000

For and on behalf of the Board of Directors

P. P. MADHAVJI — CHAIRMAN
A. M. KAKKAR — CHIEF EXECUTIVE OFFICER &
MANAGING DIRECTOR
R. R. KENKARE — HEAD OF LEGAL &
COMPANY SECRETARY

Mumbai
Dated : 17th February, 2000



THOMAS COOK (INDIA) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER, 1999

	Schedule	Year ended 31st December, 1999 Rs.	Year ended 31st December, 1998 Rs.
INCOME :			
Turnover		70,80,40,473	72,25,53,641
Other income	I	3,75,35,002	2,98,18,250
TOTAL :		74,55,75,475	75,23,71,891
EXPENDITURE :			
Personnel expenses	J	14,08,72,617	14,54,05,456
Other expenses	K	30,89,99,790	32,78,41,004
Depreciation	E	4,94,88,555	3,66,71,700
TOTAL :		49,93,60,962	50,99,18,160
Profit before taxation		24,62,14,513	24,24,53,731
Provision for taxation		6,85,00,000	7,00,00,000
Add : Excess provision for taxation for earlier years written back		26,33,519	—
Profit after taxation		18,03,48,032	17,24,53,731
Transferred to reserve (Net) as required under Section 80HHD of the Income-tax Act, 1961		30,00,000	30,00,000
		17,73,48,032	16,94,53,731
Balance brought forward from last year		3,53,58,428	1,40,29,697
Amount available for appropriations		21,27,06,460	18,34,83,428
Less : Appropriations			
Proposed dividend		4,37,50,000	4,37,50,000
Corporate dividend tax (includes Rs.4,37,500/- for the previous year)		52,50,000	43,75,000
Transferred to general reserve		10,00,00,000	10,00,00,000
Balance carried to balance sheet		6,37,06,460	3,53,58,428

Notes to the accounts

L

Schedules "E", "I" to "K" and "L" referred to above form an integral part of the Profit and Loss Account

This is the Profit and Loss Account referred to in our report of even date

For Lovelock & Lewes

Chartered Accountants

SANJAY HEGDE

Partner

Mumbai

Dated : 17th February, 2000

For and on behalf of the Board of Directors

P. P. MADHAVJI

— CHAIRMAN

A. M. KAKKAR

— CHIEF EXECUTIVE OFFICER &
MANAGING DIRECTOR

R. R. KENKARE

— HEAD OF LEGAL &
COMPANY SECRETARY

Mumbai

Dated : 17th February, 2000



SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999

	As at 31st December, 1999 Rs.	As at 31st December, 1998 Rs.
SCHEDULE "A" : SHARE CAPITAL :		
Authorised :		
2,00,00,000 Equity shares of Rs.10/- each	20,00,00,000	20,00,00,000
Issued and subscribed :		
87,50,000 Equity shares of Rs.10/- each fully paid-up	8,75,00,000	8,75,00,000
1) of the above, 2,79,993 Equity shares of Rs.10/- each, fully paid-up, have been allotted to Thomas Cook Overseas Limited, U.K. for consideration other than cash		
2) includes 80,50,000 Equity shares issued as fully paid-up bonus shares by capitalisation of general reserve and capital reserve		
SCHEDULE "B" : RESERVES AND SURPLUS :		
Reserve as required under Section 80HHD of the Income-tax Act, 1961 :		
Balance as per last balance sheet	10,75,00,000	10,45,00,000
Add: Transferred from profit and loss account	1,80,00,000	1,50,00,000
	12,55,00,000	11,95,00,000
Less : Transferred to profit and loss account	1,50,00,000	1,20,00,000
	11,05,00,000	10,75,00,000
General reserve :		
Balance as per last balance sheet	47,88,85,979	37,88,85,979
Add: Transferred from profit and loss account	10,00,00,000	10,00,00,000
	57,88,85,979	47,88,85,979
Balance in profit and loss account	6,37,06,460	3,53,58,428
	75,30,92,439	62,17,44,407
SCHEDULE "C" : SECURED LOANS :		
Overdraft from banks	8,15,89,574	22,98,34,487
(Secured by hypothecation of book debts, stock of currencies and paid documents)		
Term loan from a bank	20,00,00,000	—
(Secured by first pari passu charge on book debts, stock of currencies and paid documents)		
(payable within one year Rs.20,00,00,000/- previous year Rs. Nil)		
	28,15,89,574	22,98,34,487
SCHEDULE "D" : UNSECURED LOANS :		
Overdraft from banks	4,49,18,938	15,26,78,393
Short term loan from a bank	20,00,00,000	—
(payable within one year Rs.20,00,00,000/- previous year Rs. Nil)		
Commercial paper	10,00,00,000	10,00,00,000
(payable within one year Rs.10,00,00,000/- previous year Rs.10,00,00,000/-)		
Foreign currency loan from others	2,18,60,000	6,37,20,000
(payable within one year Rs.2,18,60,000/- previous year Rs.4,24,80,000/-)		
From Deutsche Bank AG, Frankfurt, Germany	44,77,259	8,99,086
(temporary overdraft in normal course of business)		
From Credit Suisse, Zurich	—	71,791
(temporary overdraft in normal course of business)		
From Bank of New York, USA	—	2,00,27,343
(temporary overdraft in normal course of business)		
	37,12,56,197	33,73,96,613



SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999

SCHEDULE "E" : FIXED ASSETS										
Details	GROSS BLOCK			DEPRECIATION			NET BLOCK		As at 31st December, 1999 Rs.	As at 31st December, 1998 Rs.
	Cost as at 31st December, 1998 Rs.	Additions during the year Rs.	Disposal/ Adjust- ments Rs.	Cost as at 31st December, 1999 Rs.	Upto 31st December, 1998 Rs.	For the year Rs.	On Deduc- tions Rs.	Upto 31st December, 1999 Rs.		
Leasehold properties	2,20,13,287	10,00,900	—	2,30,14,187	86,71,866	64,41,718	—	1,51,13,584	79,00,603	1,33,41,421
Freehold premises #	24,24,27,805	18,76,719	—	24,43,04,524	1,19,28,560	39,52,416	—	1,58,80,976	22,84,23,548	23,04,99,245
Strong room	4,43,252	2,31,173	—	6,74,425	3,47,947	38,843	—	3,86,790	2,87,635	95,305
Furniture and fixtures	7,59,09,653	1,28,28,851	47,555	8,86,90,949	1,89,75,329	56,48,112	13,316	2,46,10,125	6,40,80,824	5,69,34,324
Computers	11,66,83,225	3,28,05,081	89,99,142	14,04,89,164	4,37,22,495	2,70,51,926	82,38,163	6,25,36,258	7,79,52,906	7,29,60,730
Office equipment	4,26,15,362	1,69,19,277	11,49,148	5,83,85,491	1,00,23,900	26,34,380	4,21,297	1,22,36,983	4,61,48,508	3,25,91,462
Vehicles	2,22,96,226	1,12,54,281	42,07,536	2,93,42,971	94,16,153	37,21,160	28,59,856	1,02,77,457	1,90,65,514	1,28,80,073
GRAND TOTAL	52,23,88,810	7,69,16,282	1,44,03,381	58,49,01,711	10,30,86,250	4,94,88,555	1,15,32,632	14,10,42,173	44,38,59,538	41,93,02,560
<i>Previous year</i>	<i>43,29,51,830</i>	<i>11,13,99,774</i>	<i>2,19,62,794</i>	<i>52,23,88,810</i>	<i>8,38,59,133</i>	<i>3,66,71,700</i>	<i>1,74,44,583</i>	<i>10,30,86,250</i>	<i>41,93,02,560</i>	

NOTE : # Cost of Freehold premises includes:

- 120 unquoted fully paid shares in various co-operative societies amounting to Rs.6,250/-.
- Rs.2,540/- towards share application money to various co-operative societies.
- Rs.94,71,416/- for premises on freehold land where the Company is yet to be registered as the owner of a proportionate share in land.
- Rs.14,38,66,670/- for premises where the co-operative society is yet to be formed.
- Additions during the year includes exchange difference on account of realignment of foreign currency liability Rs.16,55,000/- (previous year Rs.71,60,000/-)



SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999

	As at 31st December, 1999 Rs.	As at 31st December, 1998 Rs.
SCHEDULE "F" : INVESTMENTS (Long-term) :		
Investments in subsidiary companies at cost (unquoted) :		
India Alive Tours Limited		
3 Equity shares of Rs.10/- each fully paid-up	30	30
Indian Horizon Travel and Tours Limited		
3 Equity shares of Rs.10/- each fully paid-up	30	30
Thomas Cook Tours Limited		
3 Equity shares of Rs.10/- each fully paid-up	30	30
Hindustan Cargo Limited		
2,50,000 Equity shares of Rs.10/- each fully paid-up	25,00,000	25,00,000
	<u>25,00,090</u>	<u>25,00,090</u>
SCHEDULE "G1": SUNDRY DEBTORS :		
Unsecured, considered good		
Outstanding exceeding six months	94,92,201	29,92,422
Others	20,86,18,073	19,41,53,327
	<u>21,81,10,274</u>	<u>19,71,45,749</u>
Unsecured, considered doubtful		
Outstanding exceeding six months	1,56,89,136	1,58,11,447
Others	4,22,429	—
	<u>1,61,11,565</u>	<u>1,58,11,447</u>
	23,42,21,839	21,29,57,196
	1,61,11,565	1,58,11,447
Less : Provision for doubtful debts	<u>21,81,10,274</u>	<u>19,71,45,749</u>



THOMAS COOK (INDIA) LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999

	Rs.	As at 31st December, 1999 Rs.	As at 31st December, 1998 Rs.
SCHEDULE "G2" : CASH AND BANK BALANCES :			
Cash and cheques on hand		38,07,34,737	22,97,10,694
(including foreign currencies-notes and paid documents)			
Remittances in transit :			
Foreign currencies - Notes and paid documents	27,63,12,573		61,60,64,978
Less : Provision for lost remittances	26,25,791		26,55,923
		27,36,86,782	61,34,09,055
Balances with scheduled banks :			
On current account	4,75,21,246		2,15,92,350
On fixed deposit	7,91,45,754		5,86,76,514
		12,66,67,000	8,02,68,864
Balances with non-scheduled banks :			
On current account with Credit Suisse, Zurich		31,67,818	—
(maximum balance during the year Rs.60,92,780/- previous year Rs.72,42,100/-)			
On current account with Bank of New York, USA		5,17,00,135	—
(maximum balance during the year Rs.23,96,18,501/- previous year Rs.21,57,37,245/-)			
On current account with ABN Amro, London		1,66,15,624	—
(maximum balance during the year Rs.4,68,37,903/- previous year Rs.Nil)			
		85,25,72,096	92,33,88,613
SCHEDULE "G3" : LOANS AND ADVANCES :			
(Unsecured, considered good)			
Advances recoverable in cash or in kind or for value to be received		23,12,27,994	13,05,46,070
Tax payments less provisions		4,65,32,595	2,79,86,737
		27,77,60,589	15,85,32,807
SCHEDULE "H1" : CURRENT LIABILITIES :			
Sundry creditors		25,16,60,827	36,79,45,785
Advance payment from customers for which value is still to be given (including travellers cheques, drafts and transfers unpaid)		2,85,49,118	1,79,35,439
Balance in share application money and fractional entitlement on bonus shares refund accounts		1,40,639	1,42,046
Unclaimed dividends		11,23,827	8,74,371
		28,14,74,411	38,68,97,641
SCHEDULE "H2" : PROVISIONS :			
Proposed dividend		4,37,50,000	4,37,50,000
Corporate dividend tax		48,12,500	43,75,000
		4,85,62,500	4,81,25,000



**SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST DECEMBER, 1999**

	Year ended 31st December, 1999 Rs.	Year ended 31st December, 1998 Rs.
SCHEDULE "I" : OTHER INCOME :		
Interest on :		
Bank accounts	42,27,248	44,28,298
(tax deducted at source Rs.5,08,632/- previous year Rs.7,50,855/-)		
Refund of tax	24,72,355	49,55,369
Others	1,24,741	72,944
Dividend on long-term investments — from a subsidiary company	15,00,000	—
Rent	94,838	1,33,235
Profit on sale of fixed assets	8,20,106	54,137
Exchange differences (net) other than in normal course of business as foreign exchange authorised dealers	89,20,063	98,76,277
Provision for remittances lost in transit (net)	30,132	—
Management fees	24,62,264	7,44,689
Miscellaneous income	1,68,83,255	95,53,301
	<u>3,75,35,002</u>	<u>2,98,18,250</u>
SCHEDULE "J" : PERSONNEL EXPENSES :		
Salaries, wages and bonus	10,05,52,513	9,65,25,266
Contribution to provident and other funds	1,21,76,292	1,08,86,278
Premium on gratuity-cum-life assurance policy	24,62,506	20,25,131
Staff welfare	1,72,58,359	1,70,91,614
Staff training, recruitment & other cost	27,67,626	65,12,967
Incentive/Commission to staff and directors	56,55,321	1,23,64,200
	<u>14,08,72,617</u>	<u>14,54,05,456</u>



THOMAS COOK (INDIA) LIMITED

SCHEDULE FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER, 1999

	Year ended 31st December, 1999 Rs.	Year ended 31st December, 1998 Rs.
SCHEDULE "K" : OTHER EXPENSES :		
Rent	1,82,37,629	1,63,57,516
Rates and taxes	19,67,384	5,97,368
Insurance	6,64,306	23,62,703
Repairs to building	1,19,867	1,21,007
Other repairs and maintenance	1,38,11,078	1,65,17,315
Electricity	1,18,93,784	97,99,568
Printing and stationery	1,15,38,171	1,25,07,124
Postage, telegrams, telex and telephones	3,40,50,336	3,74,59,544
Freight currency shipment	69,70,070	98,78,286
Legal and professional fees	79,26,391	89,24,055
Interest :		
On bank overdraft	2,45,90,629	2,84,51,478
On term loan	1,18,67,531	60,63,571
On commercial paper	71,62,317	9,75,513
	4,36,20,477	3,54,90,562
Auditors' remuneration :		
Audit fees	3,93,750	3,93,750
Reports under various sections of Income-tax Act, 1961	7,71,750	7,99,375
Miscellaneous Reports	2,11,769	1,52,100
Reimbursement of out-of-pocket expenses	50,451	2,11,580
	14,27,720	15,56,805
Bank charges including handling charges on remittances	1,46,43,898	1,75,51,663
Travelling and subsistence	2,88,53,606	3,40,62,161
Advertising and business promotional expenses	4,89,61,076	4,12,83,551
Brokerage and incentives	3,76,43,838	4,75,86,329
Directors' fees	98,000	1,12,000
Security services	55,20,297	58,37,355
Motor car running expenses	56,91,967	58,27,303
Miscellaneous expenses	1,30,36,596	1,06,51,966
Provision for bad and doubtful debts :		
Provision made during the year	62,80,831	88,50,647
Less: Written back no longer required	55,91,525	13,75,719
	6,89,306	74,74,928
Provision for remittances lost in transit (net)	—	23,38,923
Loss on fixed assets sold/scrapped	16,33,993	35,42,972
	30,89,99,790	32,78,41,004



NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE

SCHEDULE "I"

1. SIGNIFICANT ACCOUNTING POLICIES

- a) The financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the accounting standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956.

b) Fixed assets and depreciation :

- i) The gross block of fixed assets is stated in the accounts at the purchase price of acquisition of such fixed assets (adjusted for increase in exchange fluctuations) including any attributable cost of bringing the asset to its working condition for its intended use.
- ii) Depreciation on fixed assets is provided at the rates prescribed in Schedule XIV to the Companies Act, 1956, or at the rates determined based on the useful life of the asset whichever is higher. Depreciation on all fixed assets except for computers and vehicles is provided at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 on the Straight Line Method. Depreciation on computers and vehicles is provided at 25 percent and 15 percent respectively determined based on the useful life of the assets. Assets costing less than Rs.5000/- are depreciated fully in the year of purchase. Depreciation on additions to fixed assets due to exchange fluctuations is provided over the remaining life of the assets.
- iii) Leasehold properties are amortised over the period of the lease.

c) Accounting for foreign currency transactions :

The Company is valuing all the monetary items denominated in foreign currency at the closing rate and the exchange differences (other than those relating to acquisition of fixed assets) arising out of settlement/conversion at the closing rate are recognised in the Profit and Loss Account, and the gains and losses in respect of forward exchange contracts as income or expense over the life of the contract. Exchange difference relating to purchase of fixed assets are adjusted to carrying cost of fixed assets.

As per the consistent practice, the "closing rate" is considered to be the lowest market buying rate for debit balances and the highest market selling rate for credit balances quoted by the Company for its transactions as at the year end. Purchase and sale of foreign exchange by the Company in its capacity as authorised dealer are accounted at the rate offered by it and profit and loss arising thereon is accounted as a part of turnover.

d) Investments :

Investments are stated at cost.

e) Retirement Benefits :

Contributions towards gratuity and superannuation schemes are based on the premium contributions called for by the Life Insurance Corporation of India (LIC) with whom the Company has entered into an arrangement. Per the terms of its scheme with LIC, LIC settles the claim for the full value of the gratuity paid by the Company to its employees, as and when such a payment is made.

f) Turnover :

Turnover comprises of travellers cheques commissions and margins on foreign exchange transactions in the normal course of business as authorised dealers, net commissions earned on Travel Management, service agency charges including profit or loss in respect of tour activities. In line with established international practice, the income arising from the buying and selling of foreign currencies has been included on the basis of margins achieved, since inclusion on their gross value would not be meaningful and potentially misleading for use as an indicator of the level of the Company's business.

All of the Company's activities are considered to be one inter related business.

g) Start up costs of new businesses:

All costs in relation to new businesses will be amortised over a period of two years commencing from the date the new businesses start generating revenues to the extent such costs are not separately recovered.

2. Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances, Rs.43,47,842/- (previous year: Rs.1,36,85,897/-).
3. Disputed Income-tax demand Rs.1,85,33,792/- (previous year: Rs.1,85,33,792/-).
4. Income-tax provision and payment have been made, without considering benefit of deduction under Section 80HHC of the Income-tax Act, 1961, claimed by the Company in its Income-tax returns, as such claims have not been accepted by the Income-tax department against which the Company is in appeal.



THOMAS COOK (INDIA) LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE

SCHEDULE "L" (contd.)

5. Expenses of the Distribution Centre, amounting to Rs.2,18,39,900/- for the year January 1999 to December 1999 do not form a part of the expenses of the company, as these are reimbursable by Thomas Cook Travellers Cheques Limited, U.K. and therefore charged to the current account of Thomas Cook Travellers Cheques Limited, U.K. In the previous year the income and expenses of the Distribution Centre formed a part of the income and expenses of the company vide the Sole Selling Agency Agreement dated 8/6/98 which has not been renewed. To this extent, the figures of the current year are not comparable to that of the previous year.
6. In respect of forward foreign exchange contracts outstanding as at the year end, the income to be recognised in the next accounting period is Rs.2,15,31,756/- (previous year; Rs.1,25,73,254/-).
7. Start up cost of new businesses includes Salaries, wages and bonus Rs.30,49,210/-, Contribution to Provident and other funds Rs.3,80,446/-, Staff welfare Rs.9,22,483/-, Insurance Rs.1,95,838/- and Payment to auditors in respect of other services Rs.5,27,340/-.

	Year ended 31st December, 1999 Rs.	Year ended 31st December, 1998 Rs.
8. Managerial Remuneration under Section 198 of the Companies Act, 1956 :		
Whole-time directors (excluding gratuity contributed on a global basis)		
Salaries	29,88,848	36,95,400
House Rent Allowance/Perquisite	8,17,390	13,18,849
Commission	37,28,288	52,82,945
Contribution to provident and other funds	8,06,989	9,97,758
Perquisites in cash and in kind	30,05,152	31,70,643
Retirement Benefits	1,61,333	6,67,982
	<u>1,15,08,000</u>	<u>1,51,33,577</u>
Commission to non-executive directors	5,39,172	7,89,678
	<u>1,20,47,172</u>	<u>1,59,23,255</u>
Directors' fees	98,000	1,12,000
Computation of net profits in accordance with Section 198 read with Section 309(5) of the Companies Act, 1956		
Profit after taxation as per profit and loss account	18,03,48,032	17,24,53,731
Add:		
Provision for taxation	6,85,00,000	7,00,00,000
Less:		
Excess provision for taxation for earlier years written back	<u>26,33,519</u>	<u>—</u>
	6,58,66,481	7,00,00,000
Remuneration to directors	1,20,47,172	1,59,23,255
Directors' fees	98,000	1,12,000
Depreciation per accounts	4,94,88,555	3,66,71,700
Loss on fixed assets sold/scrapped per accounts	16,33,993	35,42,972
Net profit on fixed assets sold/scrapped as per Section 350	<u>1,46,668</u>	<u>1,51,410</u>
	<u>30,96,28,901</u>	<u>29,88,55,068</u>
Less:		
Depreciation as per Section 350	6,82,42,501	5,28,73,097
Profit on sale of fixed assets per accounts	8,20,106	54,137
Net loss on fixed assets sold/scrapped as per Section 350	<u>18,15,260</u>	<u>29,51,843</u>
	<u>7,08,77,867</u>	<u>5,58,79,077</u>
Net Profit	<u>23,87,51,034</u>	<u>24,29,75,991</u>
Commission payable to directors; restricted by the Board of Directors to	<u>42,67,460</u>	<u>60,72,623</u>



**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999 AND
THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE**

		Year ended 31st December, 1999 Rs.	Year ended 31st December, 1998 Rs.
SCHEDULE "L" (contd.)			
9.	Expenditure in foreign currency :		
	Interest and bank charges	1,30,84,150	1,69,20,526
	Professional fees	8,88,019	19,51,738
	Travelling, subscription and others	95,59,423	80,70,825
10.	Remittances in foreign currencies :		
	(other than in normal course of the business as foreign exchange authorised dealers)		
	On account of dividend :		
	Net amount remitted to a non-resident shareholder – Thomas Cook Overseas Limited		
	No. of shares held	Dividend for the year ended	
	35,00,000	31st December, 1998	1,75,00,000
	35,00,000	31st December, 1997	—
			1,57,50,000
11.	Earnings in foreign exchange		
	(excluding reimbursement of expenses and receipts in foreign currency of foreign exchange transactions in the normal course of business as authorised dealers):		
	Interest	14,95,831	7,96,113
	Communication charges	5,26,760	8,77,016
	Receipts from independent tours and travel	14,95,61,921	16,44,91,614
	Commission on travellers cheques (refer note 5 above)	77,01,550	5,41,23,720
	Management fees	24,62,264	7,44,689
12.	C.I.F. value of import in respect of capital goods	23,08,252	—

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE****SCHEDULE "I" (contd.)**

13. The balance sheet abstract and Company's general business profile as required by Part IV to Schedule VI to the Companies Act, 1956 are given below:

I. Registration Details

Registration No. 2 0 7 1 7 / T A

State Code 1 1

Balance Sheet Date 3 1 1 2 9 9

Date Month Year

II. Capital raised during the year (Amount in Rs. Thousands)

Public Issue

- - - N I L - - -

Rights Issue

- - - N I L - - -

Bonus Issue

- - - N I L - - -

Private Placement

- - - N I L - - -

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities*

- - 1 8 2 3 4 7 5

* includes current liabilities

Total Assets**

- - 1 8 2 3 4 7 5

** includes current assets

Sources of Funds

Paid-up Capital

- - - - 8 7 5 0 0

Secured Loans

- - - 2 8 1 5 9 0

Application of Funds

Net Fixed Assets

- - - 4 4 7 5 0 9

Net Current Assets

- - 1 0 1 8 4 0 6

Accumulated Losses

- - - N I L - - -

Reserves & Surplus

- - - 7 5 3 0 9 2

Unsecured Loans

- - - 3 7 1 2 5 6

Investments

- - - - - 2 5 0 0

Miscellaneous Expenditure

- - - - 2 5 0 2 3



**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999 AND
THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE**

SCHEDULE "L" (contd.)

IV. Performance of Company (Amount in Rs. Thousands)

Turnover	Total Expenditure
- - - 7 4 5 5 7 5	- - - 4 9 9 3 6 1
Profit / Loss before tax	Profit / Loss after tax
+ - - - 2 4 6 2 1 5	+ - - - 1 8 0 3 4 8
Earning per share in Rs.	Dividend @ %
- - 2 0 . 6 1	5 0

(+ for Profit, — for Loss)

V. Generic Names of Three Principal Products/Services of Company (as per monetary terms)

Item Code No. (ITC Code)	N O T A P P L I C A B L E
Product Description	A U T H O R I S E D F O R E I G N - - E X C H A N G E D E A L E R S -
Item Code No. (ITC Code)	N O T A P P L I C A B L E
Product Description	T R A V E L A G E N T S -
Item Code No. (ITC Code)	N O T A P P L I C A B L E
Product Description	T O U R O P E R A T O R S -

14. Previous year's figures have been regrouped wherever necessary.

Signatures to Schedules A to L

For and on behalf of the Board of Directors

P. P. MADHAVJI	—	CHAIRMAN
A. M. KAKKAR	—	CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR
R. R. KENKARE	—	HEAD OF LEGAL & COMPANY SECRETARY

Mumbai
Dated : 17th February, 2000



THOMAS COOK (INDIA) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST DECEMBER, 1999 (Pursuant to the Listing Agreement with Stock Exchanges)

	Rs.	1999 Rs.	Rs.	1998 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES:				
NET PROFIT BEFORE TAX AND EXTRA-ORDINARY ITEMS		24,62,14,513		24,24,53,731
Adjustments for:				
Depreciation	4,94,88,555		3,66,71,700	
Interest on tax refunds	(24,72,355)		(49,55,369)	
Interest income	(43,51,989)		(45,01,242)	
Exchange fluctuation	(4,24,829)		(9,58,459)	
Dividend income	(15,00,000)		—	
Profit on sale of fixed assets	(8,20,106)		(54,137)	
Loss on sale of fixed assets	16,33,993		35,42,972	
Interest expenses	4,36,20,477		3,54,90,562	
Start up cost of new businesses	(2,50,23,270)		—	
		6,01,50,476		6,52,36,027
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		30,63,64,989		30,76,89,758
Adjustments for:				
Trade and other receivables	(11,88,93,883)		(1,38,09,057)	
Trade payable provisions	(10,52,59,116)		(10,54,72,613)	
		(22,41,52,999)		(11,92,81,670)
CASH GENERATED FROM OPERATIONS		8,22,11,990		18,84,08,088
Interest paid	(4,37,84,591)		(3,62,30,037)	
Interest received on tax refunds	1,66,355		45,53,635	
Interest received	43,30,252		34,92,696	
Direct taxes paid-net of refund	(8,92,24,838)		(7,93,66,137)	
		(12,85,12,822)		(10,75,49,843)
NET CASH (USED) IN/FROM OPERATING ACTIVITIES		(4,63,00,832)		8,08,58,245
B. CASH FLOW FROM INVESTING ACTIVITIES:				
Purchase of fixed assets		(6,93,17,217)		(11,36,98,191)
Sale of fixed assets		20,56,862		10,29,376
Dividend received		15,00,000		—
NET CASH USED IN INVESTING ACTIVITIES		(6,57,60,355)		(11,26,68,815)
C. CASH FLOW FROM FINANCING ACTIVITIES:				
Increase in borrowings		8,49,94,670		21,49,82,079
Dividend paid		(4,37,50,000)		(3,93,06,492)
NET CASH USED IN FINANCING ACTIVITIES		4,12,44,670		17,56,75,587
NET (DECREASE) INCREASE IN CASH OR CASH EQUIVALENT (A+B+C)		(7,08,16,517)		14,38,65,017
CASH AND CASH EQUIVALENT AS AT THE COMMENCEMENT OF THE YEAR		92,33,88,613		77,95,23,596
CASH AND CASH EQUIVALENT AS AT THE END OF THE YEAR		85,25,72,096		92,33,88,613
NET (DECREASE) INCREASE AS DISCLOSED ABOVE		(7,08,16,517)		14,38,65,017

For and on behalf of the Board of Directors

Mumbai
Dated : 1st February, 2000

A. M. KAKKAR
CHIEF EXECUTIVE OFFICER
& MANAGING DIRECTOR

AUDITORS' CERTIFICATE

We have examined the above cash flow statement of Thomas Cook (India) Limited for the year ended 31st December, 1999. The statement has been prepared by the Company in accordance with the requirements of the listing agreement with Mumbai Stock Exchange and is based on and derived from the audited accounts of the Company for the years ended 31st December, 1998 and 31st December, 1999.

For Lovelock & Lewes
Chartered Accountants

Mumbai
Dated : 1st February, 2000

SANJAY HEGDE
Partner



**INFORMATION REGARDING SUBSIDIARY COMPANIES PURSUANT TO
SECTION 212(1)(e) OF THE COMPANIES ACT, 1956**

(a) Subsidiary Companies	Hindustan Cargo Limited	Thomas Cook Tours Limited	India Alive Tours Limited	Indian Horizon Travel & Tours Limited
(b) Holding Company's Interest	Holding Company along with a nominee holds 2,50,000 shares of Rs.10/- each fully paid-up	Holding Company along with a nominee holds 3 shares of Rs.10/- each fully paid-up	Holding Company along with a nominee holds 3 shares of Rs.10/- each fully paid-up	Holding Company along with a nominee holds 3 shares of Rs.10/- each fully paid-up
(c) Net aggregate amount of the Subsidiary Company's profit/(loss) not dealt with in the Company's accounts:				
i) For the Subsidiary Company's financial year ended 31st December, 1999	Rs.7,61,326	—	—	—
ii) For the Subsidiary Company's previous financial years	Rs.72,70,297	—	—	—
(d) Net aggregate amount of the Subsidiary Company's profit dealt with in the Company's accounts:				
i) For the Subsidiary Company's financial year ended 31st December, 1999	—	—	—	—
ii) For the Subsidiary Company's previous financial years	—	—	—	—

For and on behalf of the Board of Directors

P. P. MADHAVJI	—	CHAIRMAN
A. M. KAKKAR	—	CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR
R. R. KENKARE	—	HEAD OF LEGAL & COMPANY SECRETARY

Mumbai
Dated : 17th February, 2000



DIRECTORS' REPORT

TO THE MEMBERS:

Your Directors have pleasure in presenting the Seventh Annual Report, together with the Balance Sheet and Profit and Loss Account for the year ended 31st December, 1999.

FINANCIAL RESULTS:

Due to keen competition affecting all the areas of the Company's activities and overall economic & political conditions your Company's results are not as good as it was anticipated during the year ended on 31st December, 1999.

	Jan/Dec. (1999)	Jan/Dec. (1998)
	(Amount in Rupees)	
Profit before Taxation	42,61,326	62,65,977
Provision for Taxation	20,00,000	24,10,000
Profit after Taxation	22,61,326	38,55,977
Interim Dividend	15,00,000	—
Corporate Dividend Tax	1,65,000	—
Transferred to General Reserve	2,26,132	—

At present your Company operates through its 7 branches at Mumbai, Bangalore, New Delhi, Hyderabad, Pune, Calcutta & Chennai as Cargo Agents offering a wide range of clearing and forwarding services in air and sea export, import, consolidation and break bulk service and wherever required door to door.

During the past year, your Company attached the highest priority to the millennium project and passed smoothly through the millennium period.

DIVIDEND:

During the year your Directors paid an interim dividend of 60%. The dividend absorbed Rs. 15 lacs and corporate dividend tax absorbed Rs. 1,65,000/-.

GENERAL RESERVE:

Your Directors have transferred Rs. 2,26,132/- to the General Reserve out of the profits of the Company. The total Reserves & Surplus now stands at Rs.78,66,623/- as at 31st December, 1999.

DIRECTORS:

Mr. J. D. Ketkar resigned as a Director of the Company effective 13th July, 1999. Your Directors place on record the valuable services rendered by Mr. Ketkar during his tenure.

In accordance with Article 131 of the Articles of Association of the Company, Mr. P. P. Madhavji retires by rotation and being eligible offers himself for re-election.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE:

The foreign exchange earnings during the year amounted to Rs. 4.59 lacs.

During the year, the Company has incurred expenditure in foreign currency towards subscription and travel as disclosed as per Schedule K Note 5.

Since your Company does not own any manufacturing facility, the other particulars in the Companies (Disclosure of Particulars in the Report of the Board of Directors' Rules, 1988) are not applicable.

AUDITORS:

M/s. Lovelock & Lewes, Chartered Accountants, Auditors of the Company will retire at the meeting and are eligible for re-appointment.

EMPLOYEES:

Relations with the employees continued to be cordial throughout the year. Your Directors place on record the appreciation of the effort and dedication of the employees in producing good results during the year under review.

INFORMATION PURSUANT TO SECTION 217 OF THE COMPANIES ACT, 1956 :

The particulars required under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 forms part of this Report. However, as per Section 219(1) (b) (iv) of the Companies Act, 1956, the Report and Accounts is being sent to all shareholders of the Company excluding the above Statement. Any shareholder interested in obtaining a copy of the said Statement may write to the Secretary at the Registered Office of the Company.

The matters specified in Section 217 of the Companies Act, 1956, to the extent to which they are applicable to our Company, are incorporated in this Report

BY ORDER OF THE BOARD

P. P. MADHAVJI
Chairman

Mumbai
Dated: 16th February, 2000.



AUDITORS' REPORT

To the Members of Hindustan Cargo Limited

1. We have audited the attached balance sheet of Hindustan Cargo Limited as at 31st December, 1999 and the annexed profit and loss account for the year ended on that date, which are in agreement with the books of account.
2. As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988, issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956, of India, and on the basis of such checks of books and records as we considered appropriate and the information and explanations given to us during the course of our audit, we give in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
3. Attention is invited to the matter referred to in note 3 of Schedule K.

4. Further to our comments in the Annexure referred to in paragraph 2 above :

- (i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (ii) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (iii) in our opinion, the profit and loss account and balance sheet comply with the Accounting Standards specified by the Institute of Chartered Accountants of India, referred to in Section 211(3C) of the Companies Act, 1956;
- (iv) in our opinion and to the best of our information and

according to the explanations given to us, the said accounts together with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view:

- (a) in the case of the balance sheet, of the state of affairs of the Company as at 31st December, 1999,

and

- (b) in the case of the profit and loss account, of the profit of the Company for the year ended on that date.

For Lovelock & Lewes
Chartered Accountants

N. RAMESH RAJAN
Partner

Chennai

Dated: 17th February, 2000.



ANNEXURE TO THE AUDITORS' REPORT

Annexure referred to in paragraph 2 of the Auditors' Report to the members of Hindustan Cargo Limited on the Accounts for the year ended 31st December, 1999.

1. The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets. The fixed assets of the Company have been physically verified by the management during the year and the results of the verification have been reconciled with the book records. No material discrepancies between book records and physical inventory have been noticed.
2. None of the fixed assets have been revalued during the year.
3. The Company has not taken any loans, secured or unsecured, from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. In terms of sub-section (6) of Section 370 of the Companies Act, 1956, provisions of Section 370 (1B) are not applicable to a company on or after the commencement of the Companies (Amendment) Act, 1999.
4. The Company has not granted any loan, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. In terms of sub-section (6) of Section 370 of the Companies Act, 1956, provisions of Section 370 (1B) are not applicable to a company on or after the commencement of the Companies (Amendment) Act, 1999.
5. In respect of the loans or advances in the nature of loans given by the Company, the principal amounts and interest where applicable have been recovered as stipulated.
6. There are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of equipment and other assets. There are no purchase of raw materials including components, plant and machinery and sale of goods.
7. There are no transactions of purchase of goods and materials and sale of goods, materials and services made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956.
8. The Company has not accepted any deposits from the public.
9. The Company has an internal audit system commensurate with the size and nature of its business.
10. The Company has been regular in depositing the Employees' State Insurance dues with the appropriate authorities. In respect of Provident Fund dues, the Company has regularly deposited the amounts with Thomas Cook Local Staff Provident Fund India. The Provident Fund dues for the month of December, 1999, amounting to Rs.89,373 is yet to be deposited with the Provident Fund authorities pending registration with the authorities in the name of Hindustan Cargo Limited.
11. No undisputed amounts payable in respect of income tax and wealth tax were outstanding as at 31st December, 1999 for a period of more than six months from the date they became payable. Customs duty, excise duty and sales tax is not applicable to the Company.
12. No personal expenses of employees or directors have been charged to revenue account, other than those payable under contractual obligations or in accordance with generally accepted business practices followed in India.
13. The Company is not a Sick Industrial Company within the meaning of clause (o) of sub-section (1) of Section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985.
14. In respect of the Service activities of the Company:
 - (i) The service activities of the Company does not require materials and hence recording of receipts, issues and consumption of materials does not arise.
 - (ii) Though allocation of man hours utilised is not made to the relative jobs, in our opinion, control is exercised on the total labour utilised on the jobs.
 - (iii) The Company has a reasonable system of authorisation at proper levels and an adequate system of internal control commensurate with the size of the Company and nature of its business and as stated in (ii) above, though allocation of labour is not made to the relative jobs, in our opinion, control is exercised on the total labour utilised on the jobs.
15. As per the information and explanations given to us and taking into consideration the nature of the business of the Company, clauses (iii), (iv), (v), (vi), (xii), (xiv), (xvi) of paragraphs 4(A), paragraphs 4(C) and 4(D) of the aforesaid Order are not applicable to the Company.

For Lovelock & Lewes
Chartered Accountants

N. RAMESH RAJAN
Partner

Chennai
Dated: 17th February, 2000.



BALANCE SHEET AS AT 31ST DECEMBER, 1999

	Schedule	As at 31st December, 1999 Rs.	As at 31st December, 1998 Rs.
I. SOURCES OF FUNDS :			
SHAREHOLDERS' FUNDS :			
Share capital	A	25,00,000	25,00,000
Reserves and surplus	B	78,66,623	72,70,297
		<u>1,03,66,623</u>	<u>97,70,297</u>
LOAN FUNDS :			
Unsecured Loans	C	17,38,527	37,74,907
TOTAL :		<u><u>1,21,05,150</u></u>	<u><u>1,35,45,204</u></u>
II. APPLICATION OF FUNDS :			
FIXED ASSETS :			
Gross block	D	56,58,854	53,96,309
Less : Depreciation		<u>24,03,468</u>	<u>18,44,324</u>
Net block		<u>32,55,386</u>	<u>35,51,985</u>
CURRENT ASSETS, LOANS AND ADVANCES :			
Sundry debtors	E1	94,56,039	90,81,403
Cash and bank balances	E2	32,91,767	47,99,293
Loans and advances	E3	70,35,194	57,79,885
		<u>1,97,83,000</u>	<u>1,96,60,581</u>
LESS: CURRENT LIABILITIES AND PROVISIONS :			
Current liabilities	F	1,09,33,236	96,67,362
		<u>1,09,33,236</u>	<u>96,67,362</u>
NET CURRENT ASSETS		<u><u>88,49,764</u></u>	<u><u>99,93,219</u></u>
TOTAL :		<u><u>1,21,05,150</u></u>	<u><u>1,35,45,204</u></u>

Notes to the accounts

K

Schedules "A" to "F" and "K" referred to above form an integral part of the Balance Sheet

This is the Balance Sheet referred to in our report of even date

For Lovelock & Lewes
Chartered Accountants

N. RAMESH RAJAN
Partner

Chennai
Dated : 17th February, 2000

For and on behalf of the Board of Directors

P. P. MADHAVJI — CHAIRMAN

A. M. KAKKAR — DIRECTOR

R. SRIDHAR — MANAGING DIRECTOR

S. K. JHAVERI (MRS.) — COMPANY SECRETARY

Mumbai
Dated : 16th February, 2000



HINDUSTAN CARGO LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER, 1999

	Schedule	Year ended 31st December, 1999 Rs.	Year ended 31st December, 1998 Rs.
INCOME :			
Income from services rendered	G	2,23,95,203	2,27,98,787
Other income	H	6,44,685	10,57,127
TOTAL :		2,30,39,888	2,38,55,914
EXPENDITURE :			
Personnel expenses	I	75,65,911	67,94,768
Other expenses	J	1,05,42,067	1,01,91,684
Depreciation	D	6,70,584	6,03,485
TOTAL :		1,87,78,562	1,75,89,937
Profit before taxation		42,61,326	62,65,977
Provision for taxation		20,00,000	24,10,000
Profit after taxation		22,61,326	38,55,977
Balance brought forward from last year		65,23,989	26,68,012
Amount available for appropriations		87,85,315	65,23,989
Less : Appropriations			
Interim dividend paid		15,00,000	—
Corporate dividend tax		1,65,000	—
Transferred to general reserve		2,26,132	—
Balance carried to balance sheet		68,94,183	65,23,989

Notes to the accounts

K

Schedules "D", "G" to "J" and "K" referred to above form an integral part of the Profit and Loss Account

This is the Profit and Loss Account referred to in our report of even date

For Lovelock & Lewes
Chartered Accountants

N. RAMESH RAJAN
Partner

Chennai
Dated : 17th February, 2000

For and on behalf of the Board of Directors

P. P. MADHAVJI — CHAIRMAN

A. M. KAKKAR — DIRECTOR

R. SRIDHAR — MANAGING DIRECTOR

S. K. JHAVERI (MRS.) — COMPANY SECRETARY

Mumbai
Dated : 16th February, 2000



SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999

	Rs.	As at 31st December, 1999 Rs.	As at 31st December, 1998 Rs.
SCHEDULE "A" : SHARE CAPITAL :			
Authorised :			
10.00.000 Equity shares of Rs. 10/- each		1,00,00,000	1,00,00,000
Issued and subscribed :			
2.50.000 Equity shares of Rs. 10/- each fully paid-up		25,00,000	25,00,000
1) of the above, 26,955 Equity shares of Rs. 10/- each, fully paid-up, have been allotted to Thomas Cook (India) Limited, (TCIL) for consideration other than cash			
2) the entire issued share capital is held by the holding company, TCIL, directly or through its nominee.			
SCHEDULE "B" : RESERVES AND SURPLUS :			
General reserve :			
Balance as per last balance sheet	7,46,308		7,46,308
Add : Transferred from profit and loss account	2,26,132		—
		9,72,440	7,46,308
Balance in profit and loss account		68,94,183	65,23,989
		78,66,623	72,70,297
SCHEDULE "C" : UNSECURED LOANS :			
From Bank - Short term		17,38,527	37,74,907
		17,38,527	37,74,907

SCHEDULE "D" : FIXED ASSETS :

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as at 31st December, 1998 Rs.	Additions during the year Rs.	Disposal/ Adjust-ments Rs.	Cost as at 31st December, 1999 Rs.	Upto 31st December, 1998 Rs.	For the year Rs.	On Deduc-tions Rs.	Upto 31st December, 1999 Rs.	As at 31st December, 1999 Rs.	As at 31st December, 1998 Rs.
Furniture and fixtures	8,90,790	49,085	4,42,462	4,97,413	2,52,942	65,560	1,10,591	2,07,911	2,89,502	6,37,848
Office equipment	18,48,006	4,16,968	25,555	22,39,419	3,91,439	1,16,672	849	5,07,262	17,32,157	14,56,567
Vehicles	17,11,880	41,209	—	17,53,089	5,96,900	2,58,843	—	8,55,743	8,97,346	11,14,980
Computers	9,45,633	2,23,300	—	11,68,933	6,03,043	2,29,509	—	8,32,552	3,36,381	3,42,590
GRAND TOTAL	53,96,309	7,30,562	4,68,017	56,58,854	18,44,324	6,70,584	1,11,440	24,03,468	32,55,386	35,51,985
Previous Year	45,55,133	10,46,109	2,04,933	53,96,309	12,70,701	6,03,485	29,862	18,44,324	35,51,985	


SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999

	Rs.	As at 31st December, 1999 Rs.	As at 31st December, 1998 Rs.
SCHEDULE "E1" : SUNDRY DEBTORS :			
Unsecured, considered good		4,53,352	16,50,363
Outstanding exceeding six months		90,02,687	74,31,040
Others		94,56,039	90,81,403
Unsecured, considered doubtful		9,63,000	5,23,620
Outstanding exceeding six months		9,63,000	5,23,620
Less : Provision for doubtful debts		—	—
		94,56,039	90,81,403
SCHEDULE "E2" : CASH AND BANK BALANCES :			
Cash on hand		1,69,046	51,900
Cheques on hand		26,373	6,000
Balances with scheduled banks :			
On current account	26,71,348		43,86,393
On fixed deposit	4,25,000		3,55,000
		30,96,348	47,41,393
		32,91,767	47,99,293
SCHEDULE "E3" : LOANS AND ADVANCES :			
Advances recoverable in cash or in kind or for value to be received*#			
Unsecured, considered good	35,84,051		33,33,574
Unsecured, considered doubtful	30,000		—
	36,14,051		33,33,574
Less: Provision for doubtful advances	30,000		—
		35,84,051	33,33,574
Balance with customs, port trust, etc. :			
On current account	13,33,398		8,32,518
On security deposit account	70,000		70,000
		14,03,398	9,02,518
Tax payments less provisions		20,47,745	15,43,793
		70,35,194	57,79,885
*Includes Rs. Nil due from the Managing Director (31/12/1998 Rs.24,000/-)			
Maximum amount due at any time during the year Rs.24,000/- (31/12/1998 Rs.76,167/-)			
= includes Rs.25,000/- of 7 year National Savings Certificates deposited with customs			
(31 12 1998 Rs.25,000/-)			
SCHEDULE "F" : CURRENT LIABILITIES :			
Sundry creditors		1,00,15,366	87,77,050
Other liabilities		1,51,318	1,14,646
Advance payment from customers		7,66,552	7,75,666
		1,09,33,236	96,67,362



SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER, 1999

	Year ended 31st December, 1999 Rs.	Year ended 31st December, 1998 Rs.
SCHEDULE "G": INCOME FROM SERVICES RENDERED :		
Commission	1,03,59,013	1,13,30,312
Agency	1,20,36,190	1,14,68,475
	<u>2,23,95,203</u>	<u>2,27,98,787</u>
SCHEDULE "H" : OTHER INCOME :		
Interest on Fixed deposits (tax deducted at source Rs.1,311/- previous year Rs.698/-)	64,718	41,445
Exchange gain (Net)	5,75,463	8,29,222
Miscellaneous income	4,504	1,86,460
	<u>6,44,685</u>	<u>10,57,127</u>
SCHEDULE "I" : PERSONNEL EXPENSES :		
Salaries, wages, bonus and commission	55,58,300	50,60,615
Contribution to provident and other funds	5,12,694	4,30,696
Premium on gratuity-cum-life assurance policy	2,22,456	2,30,183
Staff welfare	12,72,461	10,73,274
	<u>75,65,911</u>	<u>67,94,768</u>
SCHEDULE "J" : OTHER EXPENSES :		
Rent	11,40,325	10,10,743
Insurance	26,965	19,203
Repairs and maintenance	15,76,815	14,15,858
Printing and stationery	5,48,858	5,74,451
Postage, telegrams, telex and telephones	20,16,199	22,52,865
Legal and professional fees	2,62,682	2,82,279
Auditors' remuneration:		
Audit fees	78,750	78,750
Report u/s 44AB of the Income-tax Act, 1961	77,700	77,700
Miscellaneous Reports	78,750	78,750
Reimbursement of out-of-pocket expenses	6,820	—
	<u>2,42,020</u>	<u>2,35,200</u>
Travelling and subsistence	19,04,570	19,34,445
Brokerage and incentives	3,61,794	3,24,708
Director's fees	10,000	8,000
Motor car running expenses	8,24,104	5,64,318
Miscellaneous expenses	8,01,778	12,15,330
Provision for bad and doubtful debts/advances :		
Provision made during the year	5,44,211	2,73,511
Less : Written back no longer required	74,831	879
	<u>4,69,380</u>	<u>2,72,632</u>
Loss on fixed assets sold/scrapped	3,56,577	81,652
	<u>1,05,42,067</u>	<u>1,01,91,684</u>



NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE

SCHEDULE "K"

1. SIGNIFICANT ACCOUNTING POLICIES

- a) The financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the accounting standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956.
- b) Fixed assets and depreciation :
 - i) The gross block of fixed assets is stated in the accounts at the purchase price of acquisition of such fixed assets including any attributable cost of bringing the assets to its working condition for its intended use.
 - ii) Depreciation on fixed assets is provided on the Straight Line Method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956, except that in respect of computers and vehicles costing more than Rs.5,000/- each, the depreciation rates applied are 25 percent and 15 percent respectively.
- c) Accounting for foreign currency transactions :

Foreign currency transactions are recorded at the rate of exchange prevailing at the time of accounting such transactions and exchange differences are dealt with in the profit and loss account. Current assets and liabilities at year end are converted at closing rates and exchange differences are recognised in the profit and loss account.
- d) Service Income :

Income comprises commissions and margins (net of recoveries) in the normal course of business, as custom house/ IATA agent and as per terms and conditions agreed with the customers/agents.
- e) Retirement Benefits :

Contributions towards gratuity and superannuation schemes are based on the premium contributions called for by the Life Insurance Corporation of India (LIC) with whom the Company has entered into an arrangement. Per the terms of its scheme with LIC, LIC settles the claim for the full value of the gratuity paid by the Company to its employees, as and when such a payment is made.

2. Contingent liability not provided for :

Claim against the Company not acknowledged as debt - Rs.2,02,840/- (31/12/1998 - Rs.Nil)

3. The Company had acquired the cargo division of Thomas Cook (India) Limited (TCIL), the holding company, with effect from the commencement of the business on 1st November, 1994 as per the agreement for sale and transfer of business and undertaking executed on that date. The Company is still in the process of transferring to its name, certain assets and liabilities and licences and permissions attached/accruing to the erstwhile cargo division of TCIL. Accordingly, the balances of such assets as at 31st December, 1999 reflected in the Balance Sheet are in the name of TCIL.



**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999 AND
THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE**

	Year ended 31st December, 1999 Rs.	Year ended 31st December, 1998 Rs.
SCHEDULE "K" (contd.)		
4. Managerial Remuneration under Section 198 of the Companies Act, 1956 to the Managing Director (excluding gratuity contributed on a global basis)		
Salaries	2,37,600	2,37,600
House perquisites	84,425	93,600
Contribution to provident and other funds	64,152	64,152
Perquisites in cash and in kind	2,37,600	2,37,100
	<u>6,23,777</u>	<u>6,32,452</u>
Director's fees	10,000	8,000
Computation of net profits in accordance with Section 198 read with Section 309(5) of the Companies Act, 1956		
Net profit as per profit and loss account	22,61,326	38,55,977
Add :		
Provision for taxation	20,00,000	24,10,000
Remuneration to the Managing Director	6,23,777	6,32,452
Director's fees	10,000	8,000
Depreciation per accounts	6,70,584	6,03,485
Loss on fixed assets sold/scrapped per accounts	3,56,577	81,652
	<u>59,22,264</u>	<u>75,91,566</u>
Less :		
Depreciation as per Section 350	7,69,952	7,20,444
Net loss on fixed assets sold/scrapped as per Section 350	2,70,727	37,147
	<u>10,40,679</u>	<u>7,57,591</u>
Net profit	<u>48,81,585</u>	<u>68,33,975</u>
Maximum remuneration payable at the rate of 5 percent of the net profits as per Section 309 of the Companies Act, 1956	2,44,079	3,41,699
Remuneration per Section 198 excluding commission*	6,23,777	6,32,452
* Minimum remuneration per the terms of appointment and in terms of the Central Government approval obtained vide Ref. No. 2/77/98 -CL. VII dated 27/11/1998		
5. Expenditure in foreign currency :		
Subscription/Travel	2,40,020	2,58,576
6. Earnings in foreign currency :		
Commission on export shipment	4,59,426	6,27,591

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE****SCHEDULE "K" (contd.)**

7. The balance sheet abstract and Company's general business profile as required by Part IV to Schedule VI to the Companies Act, 1956 are given below:

I. Registration DetailsRegistration No.

1	1	-	7	5	4	8	0
---	---	---	---	---	---	---	---

State Code

1	1
---	---

Balance Sheet Date

3	1
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1	2
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9	9
---	---

Date Month Year**II. Capital raised during the year** (Amount in Rs. Thousands)

Public Issue

-	-	-	N	I	L	-	-	-
---	---	---	---	---	---	---	---	---

Rights Issue

-	-	-	N	I	L	-	-	-
---	---	---	---	---	---	---	---	---

Bonus Issue

-	-	-	N	I	L	-	-	-
---	---	---	---	---	---	---	---	---

Private Placement

-	-	-	N	I	L	-	-	-
---	---	---	---	---	---	---	---	---

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities*

-	-	-	-	2	3	0	3	8
---	---	---	---	---	---	---	---	---

*includes current liabilities

Total Assets**

-	-	-	-	2	3	0	3	8
---	---	---	---	---	---	---	---	---

**includes current assets

Sources of Funds

Paid-up Capital

-	-	-	-	-	2	5	0	0
---	---	---	---	---	---	---	---	---

Secured Loans

-	-	-	N	I	L	-	-	-
---	---	---	---	---	---	---	---	---

Reserves & Surplus

-	-	-	-	-	7	8	6	6
---	---	---	---	---	---	---	---	---

Unsecured Loans

-	-	-	-	-	1	7	3	8
---	---	---	---	---	---	---	---	---

Application of Funds

Net Fixed Assets

-	-	-	-	-	3	2	5	5
---	---	---	---	---	---	---	---	---

Investments

-	-	-	N	I	L	-	-	-
---	---	---	---	---	---	---	---	---

Net Current Assets

-	-	-	-	-	8	8	4	9
---	---	---	---	---	---	---	---	---

Miscellaneous Expenditure

-	-	-	N	I	L	-	-	-
---	---	---	---	---	---	---	---	---

Accumulated Losses

-	-	-	N	I	L	-	-	-
---	---	---	---	---	---	---	---	---



**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999 AND
THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE**

SCHEDULE "K" (contd.)

IV. Performance of Company (Amount in Rs. Thousands)

Turnover										Total Expenditure									
-	-	-	-	2	3	0	4	0		-	-	-	-	1	8	7	7	9	
Profit / Loss Before Tax										Profit / Loss After Tax									
	+	-	-	-	-	4	2	6	1		+	-	-	-	-	2	2	6	1
(+ for Profit, - for Loss)																			
Earning per share in Rs.										Dividend @ %									
-	-	-	9	.	0	4											6	0	

V. Generic Names of Three Principal Products/Services of Company (as per monetary terms)

Item Code No. (ITC Code)	N O T A P P L I C A B L E																			
Product Description	C L E A R I N G & F O R W A R D I N G S E R V I C E S I N A I R & S E A E X P O R T, I M P O R T, C O N S O L - I D A T I O N & B R E A K B U L K S E R V I C E - - - - -																			
Item Code No. (ITC Code)	- - - - -																			
Product Description	- - - - - - - - - - - - - - -																			
Item Code No. (ITC Code)	- - - - -																			
Product Description	- - - - - - - - - - - - - - -																			



**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST DECEMBER, 1999 AND
THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE**

SCHEDULE "K" (contd.)

8. Previous year's figures have been regrouped wherever necessary.

For and on behalf of the Board of Directors

Signatures to Schedules A to K

P. P. MADHAVJI	— CHAIRMAN
A. M. KAKKAR	— DIRECTOR
R. SRIDHAR	— MANAGING DIRECTOR
S. K. JHAVERI (MRS.)	— COMPANY SECRETARY

Mumbai

Dated : 16th February, 2000

DIRECTORS' REPORT

TO THE MEMBERS :

Your Directors have pleasure in presenting the Eleventh Annual Report and the Balance Sheet and Profit & Loss Account for the year ended 31st December, 1999.

OPERATIONS :

There were no business activities carried on throughout the financial year.

FINANCIAL RESULTS :

During the period under review, the Company did not carry on any business activities and accordingly no income was generated.

DIVIDEND :

In view of no business activities, your Directors do not propose to recommend any dividend for the period under review.

DIRECTORS :

Mr. J. D. Ketkar resigned from the services of the company effective 23rd August, 1999.

Your Directors place on record the valuable services rendered by Mr. J.D. Ketkar during his tenure.

In accordance with Article 131 of the Articles of Association of the Company, Mr. P. P. Madhavji retires by rotation and being eligible, offers himself for re-election.

AUDITORS :

M/s. Lovelock & Lewes, Chartered Accountants, Auditors of the Company will retire at the Meeting and are eligible for re-appointment.

INFORMATION PURSUANT TO SECTION 217 OF THE COMPANIES ACT, 1956: No employees were employed throughout the financial year. Therefore, the particulars required under Section 217 (2A) of the Companies Act, 1956 and the rules framed thereunder are not furnished herewith.

The matters specified in Section 217 of the Companies Act, 1956, to the extent to which they are applicable to our Company are incorporated in this Report.

BY ORDER OF THE BOARD

P. P. MADHAVJI

Chairman

Mumbai

Dated : 16th February, 2000

AUDITORS' REPORT

To the Members of India Alive Tours Limited

- We have audited the attached balance sheet of India Alive Tours Limited as at 31st December, 1999 and the annexed profit and loss account for the year ended on that date, which are in agreement with the books of account.
- We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- As the Company was not engaged in any activity during the year, the compliance with the Accounting Standards specified by the Institute of Chartered Accountants of India, referred to in Section 211(3C) of the Companies Act, 1956 is not applicable.
- In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view :
 - in the case of the balance sheet, of the state of affairs of the Company as at 31st December, 1999, and
 - in the case of the profit and loss account, of the nil profit/loss for the year ended on that date.
- No report has been made under the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956 of India, as the Company was not engaged in any of the activities mentioned in paragraph 1(2)(a) of the said Order, during the year ended 31st December, 1999.

For Lovelock & Lewes
Chartered Accountants
SANJAY HEGDE
Partner

Mumbai

Dated : 16th February, 2000

BALANCE SHEET AS AT 31ST DECEMBER, 1999

	As at 31st December. 1999 Rs.	As at 31st December. 1998 Rs.
I. SOURCES OF FUNDS :		
SHAREHOLDERS' FUNDS :		
Share capital :		
Authorised :		
5,00,000 Equity shares of Rs.10/- each	50,00,000	50,00,000
Issued and subscribed :		
3 Equity shares of Rs.10/- each fully paid-up, all held by the holding company, Thomas Cook (India) Limited and its nominees	30	30
TOTAL	30	30
II. APPLICATION OF FUNDS :		
CURRENT ASSETS, LOANS AND ADVANCES :		
Current assets :		
Cash and bank balances	30	30
Cash on hand	30	30
TOTAL	30	30

The balance sheet abstract and Company's general business profile as required by Part IV to Schedule VI to the Companies Act, 1956 are given in the annexure.

This is the Balance Sheet referred to in our report of even date.

For Lovelock & Lewes

Chartered Accountants

SANJAY HEGDE

Partner

Mumbai

Dated : 16th February, 2000

For and on behalf of the Board of Directors

P. P. MADHAVJI — CHAIRMAN

A. M. KAKKAR — DIRECTOR

Mumbai

Dated : 16th February, 2000

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER, 1999

	Year ended 31st December. 1999 Rs.	Year ended 31st December. 1998 Rs.
INCOME	NIL	NIL
EXPENDITURE	NIL	NIL

The balance sheet abstract and Company's general business profile as required by Part IV to Schedule VI to the Companies Act, 1956 are given in the annexure.

This is the Profit and Loss Account referred to in our report of even date.

For Lovelock & Lewes

Chartered Accountants

SANJAY HEGDE

Partner

Mumbai

Dated : 16th February, 2000

For and on behalf of the Board of Directors

P. P. MADHAVJI — CHAIRMAN

A. M. KAKKAR — DIRECTOR

Mumbai

Dated : 16th February, 2000

Annexure referred to in the balance sheet as at 31st December, 1999 and the profit and loss account for the year ended on that date BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(During the financial year as there were no business activities, the details to the extent applicable are furnished)

I. Registration Details

Registration No. 11-54760 State Code 11

Balance Sheet Date 31/12/99

Date Month Year

II. Position of Mobilisation and Deployment of Funds (Amount in Rs.)

Total Liabilities Total Assets

- - - - - 3 0 - - - - - 3 0

Sources of Funds

Paid-up Capital

- - - - - 3 0

Application of Funds

Net Current Assets

- - - - - 3 0

For and on behalf of the Board of Directors

P. P. MADHAVJI — CHAIRMAN

A. M. KAKKAR — DIRECTOR

Mumbai

Dated : 16th February, 2000

DIRECTORS' REPORT**TO THE MEMBERS :**

Your Directors have pleasure in presenting the Eleventh Annual Report and the Balance Sheet and Profit & Loss Account for the year ended 31st December, 1999.

OPERATIONS :

There were no business activities carried on throughout the financial year.

FINANCIAL RESULTS :

During the period under review, the Company did not carry on any business activities and accordingly no income was generated.

DIVIDEND :

In view of no business activities, your Directors do not propose to recommend any dividend for the period under review.

DIRECTORS :

Mr. J. D. Ketkar resigned from the services of the company effective 23rd August, 1999.

Your Directors place on record the valuable services rendered by Mr. J. D. Ketkar during his tenure.

In accordance with Article 131 of the Articles of Association of the Company, Mr. P. P. Madhavji retires by rotation and being eligible, offers himself for re-election.

AUDITORS :

M. S. Lovelock & Lewes, Chartered Accountants, Auditors of the Company will retire at the Meeting and are eligible for re-appointment.

INFORMATION PURSUANT TO SECTION 217 OF THE COMPANIES ACT, 1956 : No employees were employed throughout the financial year. Therefore, the particulars required under Section 217 (2A) of the Companies Act, 1956 and the rules framed thereunder are not furnished herewith.

The matters specified in Section 217 of the Companies Act, 1956, to the extent to which they are applicable to our Company are incorporated in this Report.

BY ORDER OF THE BOARD
P. P. MADHAVJI
Chairman

Mumbai
Dated : 16th February, 2000.

AUDITORS' REPORT

To the Members of Thomas Cook Tours Limited

- We have audited the attached balance sheet of Thomas Cook Tours Limited as at 31st December, 1999 and the annexed profit and loss account for the year ended on that date, which are in agreement with the books of account.
- We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- As the Company was not engaged in any activity during the year, the compliance with the Accounting Standards specified by the Institute of Chartered Accountants of India, referred to in Section 211(3C) of the Companies Act, 1956 is not applicable.
- In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view :
 - in the case of the balance sheet, of the state of affairs of the Company as at 31st December, 1999, and
 - in the case of the profit and loss account, of the nil profit/loss for the year ended on that date.
- No report has been made under the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956 of India, as the Company was not engaged in any of the activities mentioned in paragraph 12(a) of the said Order, during the year ended 31st December, 1999.

For Lovelock & Lewes
Chartered Accountants
SANJAY HEGDE
Partner

Mumbai
Dated : 16th February, 2000

BALANCE SHEET AS AT 31ST DECEMBER, 1999

	AS at 31st December, 1999 Rs.	AS at 31st December, 1998 Rs.
I. SOURCES OF FUNDS :		
SHAREHOLDERS' FUNDS :		
Share capital :		
Authorised :		
5,00,000 Equity shares of Rs.10/- each	50,00,000	50,00,000
Issued and subscribed :		
3 Equity shares of Rs.10/- each fully paid-up, all held by the holding company, Thomas Cook (India) Limited and its nominees	30	30
TOTAL	50,00,030	50,00,030
II. APPLICATION OF FUNDS :		
CURRENT ASSETS, LOANS AND ADVANCES :		
Current assets :		
Cash and bank balances		
Cash on hand	30	30
TOTAL	30	30

The balance sheet abstract and Company's general business profile as required by Part IV to Schedule VI to the Companies Act, 1956 are given in the annexure.

This is the Balance Sheet referred to in our report of even date.

For Lovelock & Lewes
Chartered Accountants
SANJAY HEGDE
Partner
Mumbai
Dated : 16th February, 2000

For and on behalf of the Board of Directors
P. P. MADHAVJI — CHAIRMAN
A. M. KAKKAR — DIRECTOR
Mumbai
Dated : 16th February, 2000

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST DECEMBER, 1999**

	Year ended 31st December, 1999 Rs.	Year ended 31st December, 1998 Rs.
INCOME	NIL	NIL
EXPENDITURE	NIL	NIL

The balance sheet abstract and Company's general business profile as required by Part IV to Schedule VI to the Companies Act, 1956 are given in the annexure.

This is the Profit and Loss Account referred to in our report of even date.

For Lovelock & Lewes
Chartered Accountants
SANJAY HEGDE
Partner
Mumbai
Dated : 16th February, 2000

For and on behalf of the Board of Directors
P. P. MADHAVJI — CHAIRMAN
A. M. KAKKAR — DIRECTOR
Mumbai
Dated : 16th February, 2000

**Annexure referred to in the balance sheet as at
31st December, 1999 and the profit and loss account
for the year ended on that date
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL
BUSINESS PROFILE**

(During the financial year as there were no business activities, the details to the extent applicable are furnished)

I. Registration Details

Registration No. 11-54761 State Code 11

Balance Sheet Date 31/12/99
Date Month Year

II. Position of Mobilisation and Deployment of Funds (Amount in Rs.)

Total Liabilities Total Assets
- - - - - 3 0 - - - - - 3 0

Sources of Funds

Paid-up Capital

- - - - - 3 0

Application of Funds

Net Current Assets

- - - - - 3 0

For and on behalf of the Board of Directors
P. P. MADHAVJI — CHAIRMAN
A. M. KAKKAR — DIRECTOR

Mumbai
Dated : 16th February, 2000

DIRECTORS' REPORT**TO THE MEMBERS :**

Your Directors have pleasure in presenting the Eleventh Annual Report and the Balance Sheet and Profit & Loss Account for the year ended 31st December, 1999.

OPERATIONS :

There were no business activities carried on throughout the financial year.

FINANCIAL RESULTS :

During the period under review, the Company did not carry on any business activities and accordingly no income was generated.

DIVIDEND :

In view of no business activities, your Directors do not propose to recommend any dividend for the period under review.

DIRECTORS :

Mr. J.D. Ketkar resigned from the services of the company effective 23rd August, 1999.

Your Directors place on record the valuable services rendered by Mr. J.D. Ketkar during his tenure.

In accordance with Article 131 of the Articles of Association of the Company, Mr. P.P. Madhavji retires by rotation and being eligible, offers himself for re-election.

AUDITORS :

M/s. Lovelock & Lewes, Chartered Accountants, Auditors of the Company will retire at the Meeting and are eligible for re-appointment.

INFORMATION PURSUANT TO SECTION 217 OF THE COMPANIES ACT, 1956 :
No employees were employed throughout the financial year. Therefore, the particulars required under Section 217 (2A) of the Companies Act, 1956 and, the rules framed thereunder are not furnished herewith.

The matters specified in Section 217 of the Companies Act, 1956, to the extent to which they are applicable to our Company are incorporated in this Report.

BY ORDER OF THE BOARD

Mumbai
Dated : 16th February, 2000

P. P. MADHAVJI
Chairman

AUDITORS' REPORT

To the Members of Indian Horizon Travel & Tours Limited

- We have audited the attached balance sheet of Indian Horizon Travel & Tours Limited as at 31st December, 1999 and the annexed profit and loss account for the year ended on that date, which are in agreement with the books of account.
- We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- As the Company was not engaged in any activity during the year, the compliance with the Accounting Standards specified by the Institute of Chartered Accountants of India, referred to in Section 211(3C) of the Companies Act, 1956 is not applicable.
- In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view :
 - in the case of the balance sheet, of the state of affairs of the Company as at 31st December, 1999, and
 - in the case of the profit and loss account, of the nil profit/loss for the year ended on that date.
- No report has been made under the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956 of India, as the Company was not engaged in any of the activities mentioned in paragraph 12(a) of the said Order, during the year ended 31st December, 1999.

For Lovelock & Lewes
Chartered Accountants
SANJAY HEGDE
Partner

Mumbai
Dated : 16th February, 2000

BALANCE SHEET AS AT 31ST DECEMBER, 1999

	As at 31st December, 1999 Rs.	As at 31st December, 1998 Rs.
I. SOURCES OF FUNDS :		
SHAREHOLDERS' FUNDS :		
Share capital :		
Authorised :		
5,00,000 Equity shares of Rs.10/- each	50,00,000	50,00,000
Issued and subscribed :		
3 Equity shares of Rs.10/- each fully paid-up, all held by the holding company, Thomas Cook (India) Limited and its nominees	30	30
TOTAL	30	30
II. APPLICATION OF FUNDS :		
CURRENT ASSETS, LOANS AND ADVANCES :		
Current assets :		
Cash and bank balances	30	30
Cash on hand	30	30
TOTAL	30	30

The balance sheet abstract and Company's general business profile as required by Part IV to Schedule VI to the Companies Act, 1956 are given in the annexure.

This is the Balance Sheet referred to in our report of even date

For Lovelock & Lewes Chartered Accountants SANJAY HEGDE Partner Mumbai Dated : 16th February, 2000	For and on behalf of the Board of Directors P. P. MADHAVJI — CHAIRMAN A. M. KAKKAR — DIRECTOR Mumbai Dated : 16th February, 2000
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**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST DECEMBER, 1999**

	Year ended 31st December, 1999 Rs.	Year ended 31st December, 1998 Rs.
INCOME	NIL	NIL
EXPENDITURE	NIL	NIL

The balance sheet abstract and Company's general business profile as required by Part IV to Schedule VI to the Companies Act, 1956 are given in the annexure.

This is the Profit and Loss Account referred to in our report of even date

For Lovelock & Lewes Chartered Accountants SANJAY HEGDE Partner Mumbai Dated : 16th February, 2000	For and on behalf of the Board of Directors P. P. MADHAVJI — CHAIRMAN A. M. KAKKAR — DIRECTOR Mumbai Dated : 16th February, 2000
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**Annexure referred to in the balance sheet as at
31st December, 1999 and the profit and loss account
for the year ended on that date
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL
BUSINESS PROFILE**

(During the financial year as there were no business activities, the details to the extent applicable are furnished)

I. Registration Details

Registration No. 11-54765 State Code 11
Balance Sheet Date 31-12-99
Date Month Year

II. Position of Mobilisation and Deployment of Funds (Amount in Rs.)

Total Liabilities	Total Assets
- - - - - 3 0	- - - - - 3 0

Sources of Funds

Paid-up Capital

- - - - - 3 0

Application of Funds

Net Current Assets

- - - - - 3 0

For and on behalf of the Board of Directors
P. P. MADHAVJI — CHAIRMAN
A. M. KAKKAR — DIRECTOR

Mumbai
Dated : 16th February, 2000



THOMAS COOK (INDIA) LIMITED

TEN FINANCIAL YEARS PERFORMANCE

	(Rs. in thousands)									
	1990/91 Rs.	1991/92 Rs.	1992/93 Rs.	1993 Rs.	1994 Rs.	1995 Rs.	1996 Rs.	1997 Rs.	1998 Rs.	1999 Rs.
Fixed Assets	50327	58672	67569	86403	117354	124866	267181	352698	429931	447509
Investments	—	—	—	—	2500	2500	2500	2500	2500	2500
Net Current Assets	93915	136944	291838	300158	295043	467014	444299	577242	844044	1018406
Misc. Expenditure	—	—	—	—	—	—	—	—	—	25023
Total Application of Funds	144242	195616	359407	386561	414897	594380	713980	932440	1276475	1493438
Share Capital	15750	15750	15750	31500	31500	52500	52500	87500	87500	87500
Reserves	59095	83784	145635	173175	261944	323298	430883	497416	621744	753092
Shareholders' Funds	74845	99534	161385	204675	293444	375798	483383	584916	709244	840592
Loan Funds	69397	96082	198022	181886	121453	218582	230597	347524	567231	652846
Total Source of Funds	144242	195616	359407	386561	414897	594380	713980	932440	1276475	1493438
	(9 mths.)									
Total Income	101680	166653	272420	231566	346389	445721	541850	566906	752372	745575
Total Expenditure	67507	87321	125982	110251	176884	241415	291928	351060	509918	499361
Profit Before Taxation	34173	79332	146438	121315	169505	204306	249922	215846	242454	246214
Profit available for Appropriation (After Tax & Adjustments for prior years, if any)	20185	30202	68938	54315	102944	108604	136460	144846	172454	180348
Retained Earnings for the year	16247	24689	61850	43290	88769	82354	107585	105471	128704	136598
Dividend Paid/Payable	3938	5513	7088	11025	14175	26250	28875	39375	43750	43750
Dividend Percentage	*25	35	45	*35	45	*50	55	*45	50	50

* On the increased Capital Base

P.S. Shareholders may please address all their correspondence pertaining to Share Transfers, Dividend Warrants, etc., to the Company's Registrar & Share Transfer Agents, viz. Tata Share Registry Limited, Army & Navy Building, 148, Mahatma Gandhi Road, Fort, Mumbai 400 001, rather than addressing it to the Company. This will avoid delay in processing your transfers/ letters.