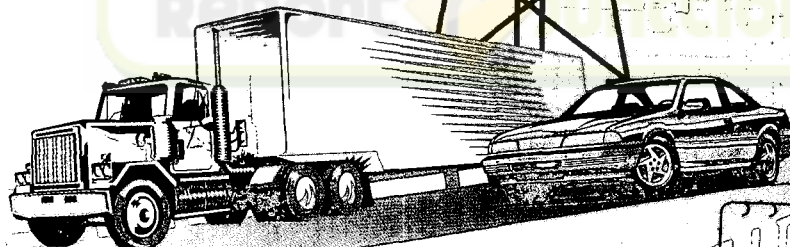
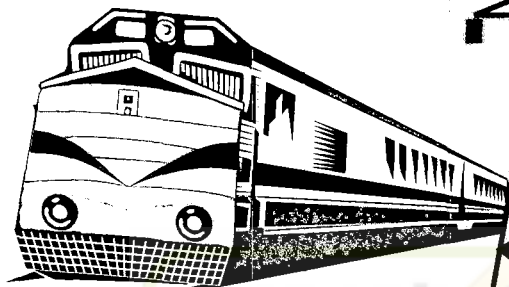
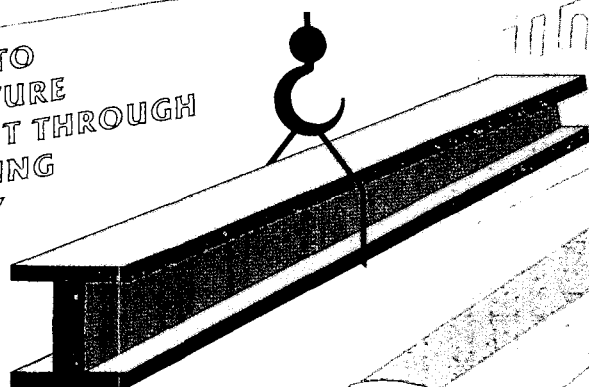


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MD	<input type="checkbox"/>	BKC	<input type="checkbox"/>
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YE	<input type="checkbox"/>		<input type="checkbox"/>



COMMITTED TO
INFRASTRUCTURE
DEVELOPMENT THROUGH
LATEST WELDING
TECHNOLOGY



ADVANI-OERLIKON

**ADVANI-OERLIKON
LIMITED**

Upswing of market forces to meet global standards

The liberalisation policy has succeeded in giving the Indian economy the much needed vitality for an upswing. The influx of foreign investors and exposure to new technologies and world class goods and services, has changed the customer ethos considerably. The options are now clear and open and the market will have to radically change and expand to provide increasingly better options.

Market driven, the economy is now poised for a launch growth with heavy outlays being apportioned in the Ninth Plan especially in the areas of power, oil exploration and refining, telecommunication and what is more, mega infrastructure projects. This would mean, increased business in welding products and services. With the imperative need to meet world standards, the welding industry will rise to the occasion with several new developments and introductions.

In this scenario, Advani-Oerlikon's role as the country's leader in welding technology, products and services assumes new significance in the nation's march towards the next century. With the help of several international alliances, the company will orient the market with welding processes and products that the world recognises. Full-fledged networking facilities along with the production capacity of as many as seven plants will enable the company to participate in mega projects. The dictates of the market will be effectively catered to, as Advani-Oerlikon fully gears itself to meet the dramatic economic development in the years to come.



**ADVANI-OERLIKON
LIMITED**

NOTICE

To,
The Members,
ADVANI-OERLIKON LIMITED.

Notice is hereby given that the **Forty-Fifth Annual General Meeting** of the Shareholders of Advani-Oerlikon Ltd. will be held at **Y. B. Chavan Centre**, General Jagannath Bhosale Marg, Next to Mantralaya Gymkhana, Mumbai 400 021, on **Monday, the 27th day of July, 1998, at 10.30 a.m.** to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 1998 and the Profit & Loss Account of the Company for the year ended on that date together with the Report of Directors' and the Auditors' thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Ms. Aruna B. Advani, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mrs. R. T. Malkani, who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED that Mrs. Ninotchka Malkani Nagpal, who was appointed as Additional Director of the Company and who holds office upto the date of this Annual General

Meeting under Section 260 of the Companies Act, 1956 and Article 92 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing, pursuant to Section 257 of the Companies Act, 1956, alongwith a deposit of Rs.500/- from a member proposing her candidature as Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation".

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

"RESOLVED that pursuant to Section 228 and other applicable provisions of the Companies Act, 1956, the accounts for the financial year ending 31.03.1999 pertaining to the Plants and Area Offices of the Company, be audited by Company's Auditors or such person or persons other than the Company's Auditors and as are qualified for appointment as Auditors under Section 226 of the Companies Act, 1956, and that the Board of Directors, be and is hereby authorised to decide and appoint such Branch Auditors in consultation with the Company's Auditors and fix their remuneration and terms and conditions."

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

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

Insert new Article, '3A' after Article '3' :-

Buy Back '3A' of Shares	Notwithstanding anything contained in the Articles, in the event it is permitted by law, the Company shall have power to buy back, purchase,
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its own shares and/or securities convertible into shares, subject to such limits, upon such terms and conditions as may be prescribed and subject to such approvals as may be required by law.

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

"RESOLVED THAT subject to all applicable provisions of the Companies Act, 1956, (including any statutory modification(s) or enactment(s) thereof for the time being in force or as may be enacted from time to time) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to, by the Board of Directors of the Company, the consent of the Company be and is hereby accorded to the Board of Directors to buy back, purchase such number of shares of the Company, on such terms and conditions and upto such limits as may be prescribed by law from time to time and as may be determined by the Board of Directors of the Company, provided that such buy back, purchase of its own shares, be not construed as reduction of Share Capital of the Company, which is subject to the controls as stipulated in Section 100 and 402 of the Companies Act, 1956, for the time being in force".

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do such acts and things as may be necessary and take such steps as it may, in its absolute discretion think necessary, fit and proper".

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

PROXIES IN ORDER TO BE VALID MUST REACH THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

- b) The relative explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business set out above is annexed hereto.
- c) The Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, the 14th July, 1998 to Monday, the 27th July, 1998 (both days inclusive)**.

Dividend as recommended by the Directors, if declared at the ensuing Annual General Meeting, will be paid to those shareholders whose names appear in the Register of Members of the Company as on 27th July, 1998.

- d) As per provisions of Section 205A of the Companies Act, 1956, the unclaimed dividend amounting to Rs.1,94,608/- (Rupees One Lac, Ninety Four Thousand, Six Hundred Eight Only), relating to financial year 1993-94 has been transferred to the 'General Revenue Account' of the Central Government. Any shareholder who wishes to claim dividend relating to the said financial year or earlier years is advised to submit his application in Form No.II to the Registrar of Companies, Maharashtra, Bombay Cotton Mills Compound, 2nd Flr, Dattaram Lad Marg, Kalachowkie, Mumbai 400 033.
- e) Unclaimed dividends for the financial year 1994-95 will also be deposited with the said authority as required by law. Members are therefore, advised to expeditiously put up



**ADVANI-OERLIKON
LIMITED**

their claim, if any, for dividend for the said year with the Company.

f) Members are requested to :

- i) Write to the Company atleast 7 days before the date of meeting, in case they desire any information as regards the audited accounts for the financial year ended 31st March, 1998, so as to enable the Company to keep the information ready.
- ii) Bring their copy of the Annual Report and the Attendance Slip at the Annual General Meeting.
- iii) Intimate to the Share Transfer Agents immediately, of any change in their addresses.
- iv) Quote registered folio numbers in all correspondence.
- v) Approach the Share Transfer Agents for consolidation of folios.
- vi) Furnish their bank account details to prevent fraudulent encashment of dividend warrants.
- vii) Send all share transfer lodgement, correspondence to the **Share Transfer Agents** of the Company located at the following address:-

Ador Finance Limited
(Share Registry Division)
Ador House, 5th Floor,
6 K. Dubash Marg,
Fort, Mumbai 400 023.
Tel No.: 284 2525/ 4027
Fax: 282 8023

By Order of the Board

Place : Pune.

A. S. Khandwala

Dated: 4th June, 1998

Company Secretary

Registered Office,
Ador House,
6-K. Dubash Marg, Fort,
Mumbai 400 023.

EXPLANATORY STATEMENT

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

Item No: 6

Mrs. Ninotchka Malkani Nagpal was appointed as Additional Director of the Company, with effect from 3rd October, 1997. She holds office upto the date of this Annual General Meeting, in accordance with the provisions of Section 260 of the Companies Act, 1956 and Article 92 of the Articles of Association of the Company and being eligible, has offered herself for re-appointment.

A notice in writing has been received from a member of the Company pursuant to Section 257 of the Companies Act, 1956, alongwith a deposit of Rs.500/- signifying his intention to propose Mrs.Ninotchka Malkani Nagpal for the office of a Director of the Company.

Apart from Mrs.Ninotchka Malkani Nagpal, none of the other Directors of the Company, is in any way, concerned or interested in passing of the aforesaid resolution.

Item No: 7

The Company has Manufacturing Plants and Area Offices geographically spread over various parts in India. In view of the diverse locations, it is proposed that the Board of Directors be authorised to appoint Branch Auditors, in consultation with the Company's Auditors, such person or persons, as are qualified for appointment as Auditors under Section 226 of the Companies Act, 1956, to audit the accounts of the Plants and Area Offices of the Company, for the financial year ending 31.03.1999 and fix their remuneration and terms and conditions.

The Ordinary Resolution, at item no.7 is commended for passing by the members.

None of the Directors of the Company, is in any way, concerned or interested in passing of the resolution.

45TH ANNUAL REPORT 1997-98**Item No(s): 8 & 9**

The Companies Act, 1956, presently prevents the Company from purchasing its own shares and securities convertible into equity shares. However, it is anticipated that the law may in future permit the Company to buy back, purchase its own shares and securities.

Subject to the buy back of shares and securities, being legally permissible, it is proposed to enable the Company to buy back, purchase its own shares from the members of the Company or from the open market or from the employees or from the holders of odd lots or otherwise, upto such limit and on such terms and conditions as may be prescribed by law and as may be decided by the Board of Directors.

Consequent to this, a suitable provision has also been made in the Articles of Association of the Company empowering the Board of Directors to buy Back, purchase shares and securities of the Company as and when permissible by law and deemed appropriate.

The Board recommends passing of the special resolutions.

A copy of the Articles of Association is available for inspection at the Registered Office of the Company during business hours on all working days upto the date of the Annual General Meeting.

None of the Directors of the Company, are in any way, concerned or interested in passing of the aforesaid resolutions.

By Order of the Board

Place : Pune.

A. S. Khandwala

Dated: 4th June, 1998

Company Secretary

Registered Office,
Ador House,
6-K, Dubash Marg, Fort,
Mumbai 400 023.

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY APPLICATION NO. 347 OF 1998
In the matter of the Companies Act, 1956;
AND
In the matter of Section 391 and 394 of the Companies Act, 1956
AND
In the matter of Scheme of Amalgamation of
SEMICONDUCTORS LIMITED
WITH
ADVANI-OERLIKON LIMITED

Advani- Oerlikon Limited)
a Company incorporated)
under the provisions of)
the Indian Companies Act , VII of)
1913, having its Registered)
Office at Ador House,)
6, K. Dubash Marg, Mumbai 400 023)Applicant

NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS

To,
The Equity Shareholders of Advani-Oerlikon Ltd,

TAKE NOTICE that by an Order made on the 25th day of June 1998, in the above Company Application, the High Court of Judicature, at Bombay has directed that a meeting of the Equity Shareholders of Advani-Oerlikon Ltd., the Applicant Company be convened and held at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Next to Mantralaya Gymkhana, Mumbai 400 021, on Monday, the 27th day of July, 1998, at 12.00 noon or immediately after the Annual General Meeting, for the purpose of considering and, if thought fit, approving with or without modifications, the Arrangement embodied in the Scheme of Amalgamation of 'Semiconductors Limited' with 'Advani-Oerlikon Ltd.', the Applicant Company.

TAKE FURTHER NOTICE that in pursuance of the said Order, a meeting of the Equity Shareholders of the Applicant Company will be held at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Next to Mantralaya Gymkhana, Mumbai 400 021, on Monday, the 27th day of July, 1998, at 12.00 noon or soon after the conclusion of the Annual General Meeting, when you are requested to attend.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy, provided that a Proxy in the prescribed form, duly signed by you, is deposited at the Registered Office of the Company at Ador House, 6 K. Dubash Marg, Fort, Mumbai 400 023, not later than 48 hours before the Meeting.

The Court has appointed Shri A. T. Mirchandani, Managing Director of the Applicant Company and failing him Miss Aruna B. Advani, Chairman of the Applicant Company to be the Chairman of the said Meeting.

A copy of the Arrangement embodied in the Scheme of Amalgamation, the Explanatory Statement under Section 393 of the Companies Act, 1956 and Form of Proxy are enclosed.

Dated : 29th June, 1998
Registered Office
Ador House, 6, K. Dubash Marg,
Fort, Mumbai 400 023.

Sd/-
A.T. MIRCHANDANI
Chairman Appointed for the meeting

Note : All alteration(s) made in the form of proxy should be initialled.



IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY APPLICATION NO 347 OF 1998

In the matter of the Companies Act, 1956;
AND
In the matter of Section 391 and 394 of the Companies Act, 1956
AND
In the matter of Scheme of Amalgamation of
SEMICONDUCTORS LIMITED
WITH
ADVANI OERLIKON- LIMITED

Advani- Oerlikon Limited)
a Company incorporated)
under the provisions of)
the Indian Companies Act , VII of)
1913, having its Registered)
Office at Ador House,)
6, K. Dubash Marg, Mumbai 400 023)Applicant

EXPLANATORY STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956

1. Pursuant to an order dated 25th day of June, 1998 passed by the High Court of Judicature, at Bombay in the Company Application referred to above, a meeting of the Equity Shareholders of the Applicant Company is being convened for the purpose of considering and, if thought fit, approving with or without modifications, the Scheme of Amalgamation embodied in the proposed Scheme of Amalgamation of the SEMICONDUCTORS LIMITED with ADVANI-OERLIKON LIMITED (hereinafter referred to as the Scheme) which is annexed to the notice and forming part of the Explanatory Statement .
2. In this statement the Applicant Company, "ADVANI-OERLIKON LIMITED" is hereinafter referred to as "The Transferee Company" and "SEMICONDUCTORS LIMITED" is hereinafter referred to as the "Transferor Company".
3.
 - a) The Transferor Company was incorporated on 24th day of April, 1961 under the provisions of the Companies Act, 1956 .
 - b) The registered office of the Transferor Company is situated at 4/5 Mile, Nagar Road, Pune 411014.
 - c) The present Authorised Share Capital of the Transferor Company is Rs.7,00,00,000 (Rupees Seven Crores only) divided into 70,000 equity shares of Rs.1000/ each. The Issued, Subscribed and Paid up Share Capital is Rs.6,30,00,000 (Rupees Six Crores, Thlrty Lacs Only), divided into 63,000 equity shares of Rs.1000/ each .

4.
 - a) The Transferee Company was originally incorporated on 22nd day of October, 1951 as 'J. B. Advani-Oerlikon Electrodes Private Limited' under the Indian Companies Act, V11 of 1913. The said name was thereafter changed to 'Messers Advani-Oerlikon Private Limited' on the 27th day of November, 1968. The Transferee Company became a public limited Company with effect from 19th March, 1975.
 - b) The Registered Office of the Transferee Company is situated at Ador House, 6, K. Dubash Marg, Fort, Mumbai 400 023 .
 - c) The present Authorised Share Capital of the Transferee Company is Rs.30,00,00,000 (Rupees Thirty Crores only), divided into 3,00,00,000 equity shares of Rs.10/- each. The Issued, Subscribed and Paid up Share Capital is Rs.15,82,83,000 (Rupees Fifteen Crores, Eighty Two Lacs and Eighty Three Thousand Only) divided into 1,58,28,300 equity shares of Rs.10/- each.
5. The Transferor Company was formed with the intention of manufacturing electronic and semiconductor devices. The Transferor Company is at present not engaged in any business activities, since May, 1991.
6. The Transferee Company is engaged in the business of manufacturing and marketing of welding electrodes and equipment and its components, fluxes, electronic equipment, devices and apparatus .
7. The Board of Directors of the Transferor Company and the Transferee Company have approved the Scheme of Amalgamation at their respective meetings .
8. The main benefits of the Amalgamation of the Transferor Company with the Transferee Company are as follows.
 - a) It will lead to reduction of administration costs and other overheads, which are presently being multiplied because of separate entity.
 - b) It will help to broaden Transferee Company's asset base and reserves thereby increasing the net worth and consequently the book value of the shares will go up.
 - c) The Transferee Company will be able to recoup its equity investment made in Subsidiary Company which is not earning any dividends.
9. The salient features of the Scheme are as follows.
 - a) With effect from the opening of business as on the Appointed Date, the entire undertaking, properties, all assets and liabilities, duties and obligations of the Transferor Company shall, without any further act or deed be transferred to the Transferee Company, pursuant to the provisions of Section 394 of the Companies Act, 1956, and other provisions of the said Act.