

A E O N I A N I N V E S T M E N T S

C O M P A N Y L I M I T E D

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24th

Annual Report

2004 – 2005

Aeonian Investments Company Limited

Board Of Directors :

1. *Shri Amit C. Choksey*
2. *Shri Bharushankar R. Trivedi*
3. *Shri Manubhai G. Patel*
4. *Shri Dhiren P. Mehta*
5. *Smt. Priti A. Choksey*

Auditors :

Ravi A. Shah & Associates
Chartered Accountants
10, Shriniket, 23, Bajaj Road
Vile Parle (W), Mumbai - 400 056.

Bankers :

1. *Central Bank of India*
2. *Standard Chartered Bank*
3. *ABN Amro Bank*
4. *HDFC Bank Ltd*
5. *Kotak Mahindra Bank Ltd*

Registrar and Share Transfer Agents :

MCS LIMITED

"Sri Venkatesh Bhavan"
Plot No.27, Road 11,
M.I.D.C Area, Andheri (East),
Mumbai - 400 093.

Registered Office :

N K Mehta International House
178, Backbay Reclamation
Babubhai M Chinai Marg
Mumbai - 400 020.

AEONIAN INVESTMENTS COMPANY LIMITED

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NOTICE

NOTICE is hereby given that the Twenty Forth Annual General Meeting of the Company will be held at its Registered office at N K Mehta International House, 178 Backbay Reclamation, Babubhai M Chinai Marg, Mumbai 400 020 on Friday, the 29th day of July, 2005 at 3:30 P.M. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited statement of Accounts for the year ended 31st March, 2005 and report of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity shares.
3. To appoint a Director in place of Shri Bhanushankar R. Trivedi, who retires by rotation and being eligible, offers himself for re - appointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS :

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

“RESOLVED THAT Shri Manubhai G. Patel, who was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956, and holds office up to the date of this Annual General Meeting and in respect of whom Company has received a notice pursuant to Section 257 of the Companies Act 1956, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retirement by rotation as per provisions of the Articles of Association of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Section 94(1) (d) and all other applicable provisions, if any of the Companies Act, 1956 and the provisions of the Articles of Association of the Company, and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Equity shares of the Company having a nominal face value of Rs.10/- (Rupees Ten Only) per shares be sub - divided into 5 (Five) Equity shares having a nominal face value of Rs.2/- (Rupees Two Only) per shares.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall also include any committee thereof duly authorised in this behalf) be and are hereby authorised to issue new

share certificates representing the sub- divided shares with new distinctive numbers (except in case of shares held in demat form) in the aforesaid proportion, subject to the rules laid down in the Companies (Issue of Share Certificates) Rules, 1960 with an option to either exchange the new shares certificates in lieu of cancellation of the old share certificates or without physically exchanging the share certificate by treating the old share certificate as deemed to be cancelled and also to inform Registrar and Transfer Agents of the Company and Depositories to take the necessary action to give effect to the above.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things including issue of fresh share certificates and execute all such documents, instruments and writing as may be required in the said connection and to delegate all or any of the powers herein vested in them to any committee of Directors or any Director(s) to give effect to the aforesaid resolution.”

7. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution :

“**RESOLVED THAT** pursuant to the provisions of Section 94 of the Companies Act, 1956 the Authorised Share capital of the Company be and is hereby increased from Rs. 24,00,000/- (Rupees Twenty Four Lacs) divided into 2,40,000 (Two Lacs Forty Thousand) Equity shares of Rs.10 /- (Rupees Ten) each to Rs.1,00,00,000/- (Rupees One Crore Only) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs. 2/- (Rupees Two Only) each.”

8. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the existing clause V of the Memorandum of Association of the company relating to Share Capital be and is hereby altered by deleting the same and substituting in place thereof the following new clause :

V. The Authorised Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 50,00,000 (Fifty Lacs) Equity shares of Rs.2/- (Rupees Two Only) each.

9. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution :

“**RESOLVED THAT** pursuant to provision of Section 31 and other applicable provisions, in any, of the Companies Act, 1956 the existing Article 2(a) of the Articles of Association of the company relating to Share Capital be and is hereby altered by deleting the same and substituting in place thereof the following new Article:

2(a). The Authorised Share Capital of the Company is Rs.1,00,00,000/- (Rupees One Crore Only) divided into 50,00,000 (Fifty Lacs) Equity shares of Rs.2/- (Rupees Two Only) each. The Company shall have the power to increase or reduce the capital.

10. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956 and Article No. 176 (a) of the Articles of association of the Company and subject to the guidelines issued by the Securities and Exchange Board of India (SEBI) and such other approvals, permissions and sanctions as may be necessary and subject further to such terms, conditions, alterations, modifications, changes and variations as may be specified while according such approvals which the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall also include a committee thereof) be and is hereby authorised to accept, if it thinks fit, the Company be and is hereby authorised to capitalize upto Rs. 72,00,000/- (Rupees Seventy Two Lacs) out of “Reserves and Surplus” and transfer said amount to Share Capital account towards issue and allotment of Equity shares not exceeding 36,00,000 (Thirty Six Lacs) Equity Shares of Rs. 2/- (Rupees Two Only) each, as bonus shares credited as fully paid- up to members of the Company holding Equity shares of Rs. 2/- (Rupees Two Only) each whose names stand on the Register of Members of the Company on such date (record date) as the Board may determine, in that behalf in the proportion of 3 (Three) new fully paid up equity shares of Rs.2/- (Rupees Two Only) each for every 1 (One) Equity shares of Rs.2/- (Rupees Two Only) each held as on the record date and that the bonus shares so issued and allotted be treated for all purposes as an increase in the nominal amount of the equity share capital of the company held by each such member/person and not as income and that the said equity shares be issued and allotted, inter alia, on the following terms and conditions :

- (a) The new equity shares of Rs.2/- (Rupees Two Only) each to be issued and allotted as bonus shares shall be subject to the Memorandum and Articles of Association of the company and shall rank pari passu in all respects and carry the same rights as the then existing equity shares of the company, notwithstanding the date or dates of the allotments thereof, including entitlement to payment of dividend, if declared, for the financial year in which the same are allotted.
- (b) No letters of allotment shall be issued for the bonus shares and the share certificates in respect thereof shall be issued and delivered subject to the provisions of the Companies (Issue of Share Certificates) Rules 1960.
- (c) The members to whom the new Equity shares are allotted, shall accept the same in full and final satisfaction of their respective rights and interest in the capitalised sum of Rs.72,00,000/- (Rupees Seventy Two Lacs Only).
- (d) In case of shares held by Beneficial Owners in Dematerialised Form, allotment of bonus shares shall, subject to the approval of the depository, be made by way of direct credit to their respective Demat Account.
- (e) The members holding shares in physical form may, at their option, be allotted Bonus shares by way of direct credit to their respective Demat Account.

- (f) The members holding shares in physical form be allotted Bonus shares in physical form on their failure to exercise the option as aforesaid.
- (g) The issue and allotment of fully paid -up new equity shares as bonus shares to the extent that they relate to non-residents shall be subject to approval of Reserve Bank of India under the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof for the time being in force), if any required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the issue and allotment of bonus shares as aforesaid or any other matter incidental or consequential thereto.”

11. To consider and if thought fit, to pass with or without modification (s) the following resolution as a special resolution :

“**RESOLVED THAT** the consent of the Company be and is hereby accorded to the payment of sitting fees with effect from 1st May, 2005 to non - executive directors, including independent directors within the maximum permissible limits prescribed under the Companies Act, 1956 or by Central Government from time to time for each meeting of the Board and/or of one or more Committee (s) of the Board attended by them, as may be decided by the Board of Directors from time to time. ”

BY ORDER OF THE BOARD

PLACE : MUMBAI
DATE : JUNE 10, 2005

(AMIT C. CHOKSEY)
CHAIRMAN

Registered Office :
N K Mehta International House
178 Backbay Reclamation House
Babubhai M Chinai Marg
Mumbai 400 020.

Notes:

- The explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 are annexed hereto and form part of the notice.
- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies to be effective, should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
- The Register of Members and Share Transfer Books of the Company will remain closed from 25th July, 2005 to 28th July, 2005 (Both days inclusive), in connection with the ensuing Annual General Meeting and the payment of final dividend.
- The dividend as recommended by the Board of Directors, if approved by the shareholders at the Annual General Meeting shall be paid to those members whose names appear on the Register of members of the Company as on 28th July, 2005. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of 28th July, 2005 as per the details furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
- Members holding shares in physical form are requested to immediately intimate change of address, if any, to the Company / Registrar and Share Transfer Agents quoting reference of the Registered Folio Number. Members holding shares in the electronic form are advised to inform any change in address to their respective Depository Participants. The address as furnished to the Company by the respective Depositories viz., NSDL and CDSL will be printed on the dividend envelopes.
- As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting. We hope you will help us in our endeavour of cost control and cost reduction.
- Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) to the company's R & T Agents, M/s. MCS Limited, for consolidation of all such shareholding into one folio to facilitate better service.
- Members desirous of asking any questions at the AGM are requested to send in their questions so as to reach the Company's Registered Office at least seven days in advance before the AGM so that the same may be made readily available at the meeting.

- Members are requested to produce the enclosed Attendance Slip duly signed at the entrance to the Meeting. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
- The unclaimed dividend for the financial year 1996 - 97 of the Company has been transferred to the Investor Education and Protection Fund as required under section 205-C of the Companies Act, 1956. The balance amount in unpaid Dividend Account for the financial year 1997-98 is due for transfer to the Investors Education and Protection Fund administered by the Central Government during the month of September 2005. The shareholders whose dividend is unclaimed for the aforesaid financial year are requested to claim it immediately from the Company. Further shareholders are requested to note that no claim shall lie against the said fund or the Company in respect of any amounts which were unclaimed for a period of seven years from the date of that they first became due for payment and no payment shall be made in respect of any such claim.
- The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the Bank account details, if available, on the payment instruments for distribution of dividend.

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• **ADDITIONAL INFORMATION ON DIRECTORS BEING RE-APPOINTED AT THE ANNUAL GENERAL MEETING :-**

Following is the biographical data of the Directors being re-appointed at the ensuing Annual General meeting:

1. Shri Manubhai G. Patel

Shri Manubhai G. Patel a practising Chartered Accountants with over forty years of experience in the field of Accounts, Audit, Taxation, Finance and General Management.

2. Shri Bhanushankar Trivedi

Shri Bhanushankar Trivedi has vast experience in the field of Export , Sales and Marketing and Managing Investments.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

ITEM NO. 5

The Board of Directors of your Company appointed Shri Manubhai G. Patel as an Additional Director at their meeting held on 21st April 2004, pursuant to Section 260 of the Companies Act, 1956. In terms of the said section he holds office up to the ensuing Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of the Director of the Company.

Shri Manubhai G. Patel is an experienced Chartered Accountants practising in Ahmedabad in the areas of accounting audit, taxation and general management. He was a member of The Central Council of The Institute of Chartered Accountants of India and had served on several Central Government Committees on Accounting and Taxation.

The Board consider it desirable that the Company continues to avail of services of Mr. Manubhai G. Patel and accordingly the Directors recommend that he be appointed as Director of the Company.

His inclusion on the Board will be of immense benefit to the Company.

Except, Shri Manubhai G. Patel none of the other Directors of the Company is concerned or interested in the said resolution.

The Board of Directors recommend the resolution for your approval.