

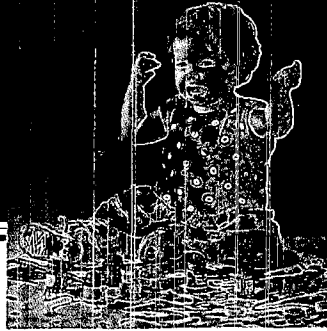
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**The
Bombay Burmah Trading Corporation, Limited.**

1997

One hundred and thirty-third annual report

www.reportjunction.com



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ANNUAL GENERAL MEETING — 1ST AUGUST, 1997 AT
 "PATKAR HALL", SIR VITHALDAS THACKERSEY MARG,
 MUMBAI 400 020 — 3.30 p.m.

The Bombay Burmah Trading Corporation, Limited

ONE HUNDRED AND THIRTY-THIRD ANNUAL REPORT 1996-97

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MD	/		BKC	/
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TRA	/		AC	/
AGM	/		SHI	/
YE	/			/

The Bombay Burmah Trading Corporation, Limited

NOTICE

NOTICE is hereby given that the One Hundred and Thirty-Third Annual General Meeting of the Members of the Corporation will be held at Patkar Hall, Sir Vithaldas Thackersey Marg, Mumbai 400 020, on Friday, the 1st day of August, 1997 at 3.30 p.m. for the purpose of transacting the following business:

1. To consider and adopt the Profit and Loss Account for the year ended 31st March, 1997 and the Balance Sheet as at that date, together with the Reports of the Board of Directors and Auditors.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Nusli N. Wadia, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Field Marshal S.H.F.J. Manekshaw, M.C., who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. J. Matthan, who retires by rotation and, being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. P. K. Cassels, who retires by rotation and, being eligible, offers himself for re-appointment.

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

"RESOLVED that M/s. C. C. Chokshi & Co., Chartered Accountants, be and are hereby appointed Auditors of the Corporation from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Corporation, at a remuneration to be fixed by the Board of Directors."

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

"RESOLVED that the audit of the accounts of the South India Branches of the Corporation be carried out by M/s. Fraser & Ross, Chartered Accountants and that they be and are hereby appointed Branch Auditors for the current year at a remuneration to be fixed by the Board of Directors.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to appoint in consultation with M/s. C. C. Chokshi & Co., the Corporation's Auditors, in respect of the audit of the accounts of the Corporation's branch offices outside India, a person who is either qualified for appointment as auditor of the Corporation under Section 226 of the Companies Act, 1956 or as accountant duly qualified to act as an auditor of the accounts of such branch offices, for the financial year ending 31st March, 1998 in accordance with the laws of the concerned countries and to fix the remuneration and the terms and conditions of their appointment as branch auditors."

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

"RESOLVED that pursuant to Section 309 (4) read with Section 309(7) and other applicable provisions, if any, of the Companies Act, 1956, so long as the Corporation has a Managing Director or Whole-time Director, the Directors of the Corporation (other than the Managing Director or Whole-time Director) be and are hereby

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authorised to receive a commission equal to 1% of the net profits of the Corporation for each of the financial years calculated in accordance with the provisions of the Act, or such lower amount as the Board may determine, such commission being divisible amongst the Directors as aforesaid in such proportion as the Board may determine or failing such determination, as the Chairman for the time being of the Board shall decide from time to time AND RESOLVED FURTHER that so long as the Corporation does not have a Managing Director or Whole-time Director, then the commission payable to the Directors as aforesaid shall be equal to 3% of the net profits of the Corporation for each of the financial years calculated in accordance with the provisions of the Act, or such lower amount as the Board may determine, such commission being divisible amongst the Directors in the manner stated above.

AND RESOLVED FURTHER that any Director receiving commission as aforesaid shall not be paid any fee for attending a meeting of the Board of Directors or any committee thereof.

AND RESOLVED FURTHER that this Resolution shall be effective for a period of five years from 1st April, 1998 and for determining the commission payable for any broken period of a year, in pursuance of the above Resolution, the net profits of the Corporation shall be arrived at on a proportionate basis."

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

"RESOLVED that pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956 the Articles of Association of the Corporation be altered in the manner and to the extent hereinafter set out:-

- (a) The existing definition of 'Member' in Article 2 be substituted by the following:

"Member" - means the registered holder from time to time of the shares of the Company and includes the subscribers of the Memorandum of the Company and also every person holding equity shares of the Company and whose name is entered as beneficial owner in the records of the Depository.

- (b) The following new definitions and marginal notes be added after the definition of "year" and "Financial Year" in Article 2:

"Beneficial owner"	"Beneficial owner" means a person whose name is recorded as such with a Depository.
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"Depositories Act"	"Depositories Act" means the Depositories Act, 1996 (22 of 1996) or any statutory modification or re-enactment thereof for the time being in force.
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"Depository"	"Depository" means a company formed and registered under the Depositories Act and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992 (15 of 1992).
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- (c) The following words be added after the words "sub-divided" in line 3 of Article 12:

"provided however that the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised."

The Bombay Burmah Trading Corporation, Limited

- (d) The following proviso be added at the end of Article 20 (b):

"Provided however that where the shares are dealt with in a Depository, the Company shall notwithstanding anything contained in Section 113 (1) of the Act, intimate the details of allotment of the shares to the Depository immediately on allotment of such shares".

- (e) The existing Article 23 be substituted with following new Article 23:

"23. Except as ordered by a Court of competent jurisdiction or as by law required the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person whose name appears in the Register of Members as holder of shares or whose name appears as the Beneficial owner of the shares in the records of the Depository, but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them".

- (f) The following new Article 23A and marginal note be inserted after the new Article 23:

Company entitled to dematerialise its shares and securities	"23A. Notwithstanding anything contained herein, the Company shall be entitled to dematerialise its shares and other securities pursuant to the Depositories Act and to offer its shares and other securities for subscription in a dematerialised form."
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- (g) The following words be added after the words "Members as the holder" in line 6 of Article 35:

"or as a Beneficial owner of shares in the records of the Depository."

- (h) The following new Article 55A and marginal note be inserted after the existing Article 55:

Transfer of shares or securities held in fungible form	"55A. In case of transfer of shares or other securities, where the Company has not issued any certificates and where such shares or other securities are being held in fungible form, the provisions of the Depositories Act shall apply."
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- (i) The following proviso be added at the end of Article 182:

"Provided that where the shares, and other securities are held in a Depository, the records of the Beneficial ownership may be served by such Depository on the Company by means of electronic mode or delivery of floppies or discs".

By Order of the Board,

B. J. SHROFF
Secretary

Registered Office:
9, Wallace Street,
Fort,
Mumbai 400 001.

Dated, the 27th day of May, 1997.

Annual Report 1996-97**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE IN HIS STEAD AND A PROXY NEED NOT BE A MEMBER OF THE CORPORATION.
2. In respect of Item Nos. 9 and 10 an Explanatory Statement as required under Section 173 of the Companies Act, 1956 is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Corporation will remain closed from 12th July, 1997 to 1st August, 1997 (both days inclusive).
4. Warrants in respect of dividend, if declared, will be posted to the Members on or after 4th August, 1997. Dividend will be payable on and from that date to those Members whose names appear in the Register of Members at the close of business on 1st August, 1997.
5. Dividends declared by the Corporation for the year ended 31st March, 1993 and made payable on and from 13th August, 1993 having not been claimed by some of the Members within a period of three years, have been transferred to the General Revenue Account of the Central Government with Punjab National Bank as required under Section 205A(5) of the Companies Act, 1956. The concerned Members who have not claimed the above dividends have been accordingly informed separately.
6. Members who have not claimed dividends declared by the Corporation for the years ended 31st March, 1994, 31st March, 1995 and 31st March, 1996 are being individually informed, separately.

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The Bombay Burmah Trading Corporation, Limited

EXPLANATORY STATEMENT

As required by Section 173 of the Companies Act, 1956; the following Explanatory Statement sets out all material facts relating to Item Nos. 9 and 10 mentioned in the accompanying Notice dated 27th May, 1997.

Item No. 9:

In terms of the Special Resolution passed at the 128th Annual General Meeting of the Corporation held on 9th September, 1992, the shareholders of the Corporation authorised the Board to pay Commission to be divided amongst the Directors (other than the Managing Director or Whole-time Director) equal to 1% of the net profits of the Corporation so long as the Corporation has a Managing Director or Whole-time Director and 3% of the net profits of the Corporation so long as the Corporation does not have a Managing Director or a Whole-time Director, for every financial year calculated in accordance with the provisions of the Act or such lower amount as the Board may determine for a period of five years commencing from 1st April, 1993. Pursuant to Section 309(7) of the Companies Act, 1956, this Special Resolution will be in force upto 31st March, 1998.

Having regard to the fact that the Directors render specific useful services to the Corporation, it is considered desirable that the Directors should continue to receive commission for every financial year calculated in accordance with the provision of the Act as the Board may determine. Hence the Resolution at Item No. 9 of the Notice provides that so long as the Corporation has a Managing Director or Whole-time Director, the commission payable to the Directors other than the Managing Director or Whole-time Director, will be equal to 1% of the net profits of the Corporation for each of the financial years calculated in accordance with the provisions of the Act, or such lower amount as the Board may determine. The said Resolution also provides that so long as the Corporation does not have a Managing Director or Whole-time Director the commission payable to the Directors will be equal to 3% of the net profits of the Corporation for each of the financial years calculated in accordance with the provisions of the Act, or such lower amount as the Board may determine. The commission so determined in either case will be divided amongst the Directors in such proportion as the Board may decide and failing such determination the commission shall be divided in such manner as the Chairman for the time being of the Board of Directors of the Corporation shall from time to time decide.

This arrangement, if approved by the shareholders, will be in force for a period of five years from 1st April, 1998.

No fees for attending meetings of the Board or Committee thereof will be paid to the Directors.

All the Directors except Mr. A.K. Hirjee, the Managing Director and Mr. M.C. Muthanna and Mr. R.P. Balsara, the Executive Directors of the Corporation may be deemed to be concerned or interested in this Resolution.

Item No. 10:

Consequent on the passing of the Depositories Act, 1996 and introduction of the depository system, some of the Articles in the Articles of Association of the Corporation pertaining to issue, holding, transfer and dealing in shares and other securities as also certificates thereof require to be amended so as to facilitate the depository system and

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ensure that the provisions relating to the foregoing in the Articles are in conformity with the applicable provisions of the Depositories Act, 1996.

The alterations proposed to be made in the Articles of Association for the above reasons are set out in extenso in the text of the Special Resolution at Item No. 10 of the Notice and are self-explanatory.

Section 31 of the Companies Act, 1956 requires a Special Resolution for alteration of the Articles of Association of the Corporation.

The Board of Directors accordingly recommend the Special Resolution for approval of the Members.

A copy of the Articles of Association of the Corporation together with the proposed alterations referred to in the Special Resolution at Item No. 10 of the Notice will be available for inspection by the Members at the Registered Office of the Corporation between 11.00 a.m. & 1.00 p.m. on any working day except Saturday.

None of the Directors is interested in the Resolution.

By Order of the Board,
B. J. SHROFF
Secretary

Registered Office :

9, Wallace Street,
Fort, Mumbai 400 001.

Dated, the 27th day of May, 1997.



The Bombay Burmah Trading Corporation, Limited

DIRECTORS' REPORT

Your Directors have pleasure in presenting their Report and the Audited Accounts for the year ended 31st March, 1997.

1. PROFIT & LOSS ACCOUNT SUMMARY:

	<u>1996-97</u>		<u>1995-96</u>	
	<u>Rupees in Lakhs</u>	<u>Rupees in Lakhs</u>	<u>Rupees in Lakhs</u>	<u>Rupees in Lakhs</u>
Gross Income		<u>11,068.64</u>		<u>11,380.84</u>
Gross Profit before Depreciation		<u>1,252.55</u>		<u>1,119.03</u>
Less: Depreciation		<u>295.63</u>		<u>276.08</u>
Net Profit before Taxes		<u>956.92</u>		<u>842.95</u>
Less: Tax on Profits for the year		<u>250.00</u>		<u>240.00</u>
Profit after Tax		<u>706.92</u>		<u>602.95</u>
Add: Transferred from Investment Allowance Reserve		—	13.87	
Transferred from Export Profit Reserve		0.25		
Short Provision for Taxes of earlier years		<u>(1.91)</u>		
		<u>(1.66)</u>		<u>13.87</u>
		<u>705.26</u>		<u>616.82</u>
Add: Balance brought forward		<u>312.12</u>		<u>272.99</u>
Profit available for Appropriation		<u>1,017.38</u>		<u>889.81</u>
Your Directors propose to transfer to:				
Debenture Redemption Reserve	79.06		79.06	
General Reserve	300.00		200.00	
And to pay a Dividend of	<u>320.95</u>		<u>298.63</u>	
		<u>700.01</u>		<u>577.69</u>
Balance to be carried forward		<u>317.37</u>		<u>312.12</u>