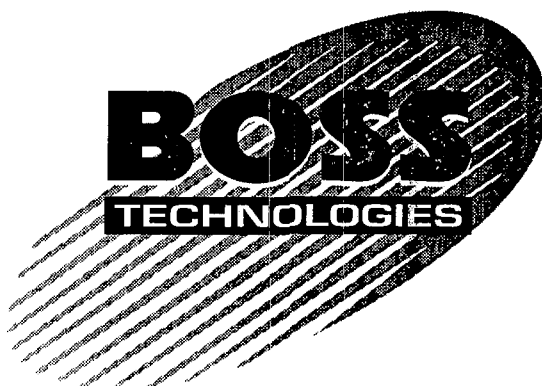


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YE	<input checked="" type="checkbox"/>			<input checked="" type="checkbox"/>



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ANNUAL REPORT

1997 - 98

BOSS TECHNOLOGIES LIMITED

(Formerly : Bombay Offshore Supplies & Services Limited)

BOSS TECHNOLOGIES LIMITED

BOARD OF DIRECTORS

- Shri Prem Sawhney (Chairman & Managing Director)
- Shri Gurinder Kahlon
- Smt Smeeta Sawhney

COMPANY SECRETARY

- M V Krishna Moorthy

BANKERS

- Development Credit Bank Ltd.
- The Jammu & Kashmir Bank Ltd.
- Indian Bank
- Canara Bank
- Syndicate Bank
- Vijaya Bank
- Bank of Maharashtra
- Punjab National Bank
- Bank of Baroda

AUDITORS

M/s N B Shetty & Co.,
Chartered Accountants
Mumbai.

REGISTERED OFFICE

Ground Floor, 7 Raheja Centre,
214, Nariman Point, Mumbai 400 021.

Tele.: +91.22.285.0086 / 0087

Fax : +91.22.285.3328

E-mail : bosstech@bom3.vsnl.net.in

BOSS TECHNOLOGIES LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS WILL BE HELD ON THURSDAY, THE 31ST DECEMBER 1998 AT 10 AM AT REGISTERED OFFICE OF THE COMPANY 7 RAHEJA CENTRE, NARIMAN POINT MUMBAI 400 021 TO TRANSACT THE FOLLOWING :

- 1 To consider receive and adopt the Audited Balance Sheet as at 31st March 1998, the Profit & Loss Account for the Year ended on that date and the Reports of Directors and Auditors.
 - 2 To appoint a Director in place of Mr Gurinder Kohlon who retires by rotation, but being eligible, offers himself for re-appointment.
 - 3 To appoint Auditors and to authorise the Board of Directors to fix their remuneration.
- SPECIAL BUSINESS.
4. To consider the change in the name of the Company.
"RESOLVED the name of the Company be changed from "BOSS TECHNOLOGIES LIMITED" to "ZENERGY LIMITED."
 5. To consider and if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution :
"RESOLVED that subject to such approvals from the Authorities concerned, the Company be and is hereby authorised to Delist its shares from the Stock Exchange - Calcutta and the Delhi Stock Exchange Association Limited."
RESOLVED that the Board of Directors be and are hereby authorised to do be such acts deeds or things as may be necessary to give effect to the afore said resolution".

Place : Mumbai

Date : 30th November 1998

Registered Office :

Ground Floor, 7 Raheja Centre,

214 Nariman Point, Bombay 400 021.

for and on behalf of the

BOARD OF DIRECTORS

P V S Sawhney

Chairman & Managing Director

NOTES :

1. 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 of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the Meeting.
2. The Explanatory Statement setting out the material facts for the business mentioned in Item No.4 & 5 under Section 173(2) of Companies Act, 1956 is annexed hereto.
3. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days except Saturday between 11 a.m. and 1 p.m. upto the date of Annual General Meeting.
4. The Company has taken over the share transfer operation from On Line Share Management Services Pvt. Ltd., w.e.f. 1st March, 1995 for ensuring better services to our esteemed Members as well as Public. Members are therefore requested to send all the documents/ correspondence to the registered Office of the Company.
5. The Register of Members and Share transfer book of the Company will remain closed from 24th December, 1998 to 1st January, 1999 (both days inclusive).
6. Members are requested to bring the Attendance slip and handover the same at the entrance of the venue of the meeting.
7. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring with them their copies of the Annual Report.
8. Shareholders desirous of any information on the Accounts at the meeting are requested to send their queries to the company atleast 10 days before the meeting.
9. The members are requested :
 - a. to quote their folio number while corresponding with the Company.
 - b. to notify any change in their registered address immediately.
 - c. not to bring their guests, friends, associates, relatives, children, etc. at the meeting as entry to the Meeting hall shall be restricted to the members and valid proxies only.
 - d. to pay the allotment money on shares (Rs.5/- per share plus interest) if not paid.
 - e. to get the share certificates endorsed as fully paid up, if not endorsed AS STICKERS ARE NOT SENT.

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

Item 4 : As the Company is planning to diversify into other high tech Core sectors, the Board is of the opinion that the name of the Company be changed from BOSS TECHNOLOGIES LIMITED to ZENERGY LIMITED. The Company has obtained the necessary approval from Registrar of the companies of Mumbai. The Board commends the passing of the resolution by the Members.

Item 5 : The Companies Equity Shares are currently listed in the Stock Exchange Mumbai, Delhi & Calcutta. While the Mumbai Stock Exchange is the regional Stock Exchange the shares of the Company are being traded only on the Stock Exchange Mumbai while there has been no trading on the Delhi Stock Exchange Association Limited, and the Calcutta Stock Exchange.

In view of the above it is put that the trading of the Equity Shares of the Company, with these Stock Exchange does not serve any purpose. Also with the increased availability of the services of the BOLT at many centres, the interest of the shareholders are not affected.

The Board commends the passing of the Resolution by the Members.

None of the Directors are interested or concerned in the abovesaid Resolutions.

for and on behalf of the

BOARD OF DIRECTORS

P V S Sawhney

Chairman & Managing Director

Place : Mumbai

Date : 30th November 1998