



## ANNUAL REPORT

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## ZENERGY LIMITED

(Formerly : Boss Technologies Limited)

## ZENERGY LIMITED

### BOARD OF DIRECTORS

- Shri Prem Sawhney (Chairman & Managing Director)
- Shri Gurinder Kahlon (Resigned on 06-01-99)
- Smt. Smeeta Sawhney
- Shri Rumi Palsetia (Co-opted on 06-01-99)
- Shri Vinod Melwani (Co-opted on 17-07-99)

### 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.  
Tel.: +91-22-285 0086 / 0087  
Fax : +91-22-285 3328  
E-mail: zenergy@vsnl.com

### NOTE :

The Company, **BOMBAY OFFSHORE SUPPLIES & SERVICES LIMITED**, has made its Public Issue of Equity Shares in April, 1994

The name of the Company was changed from Bombay Offshore Supplies & Services Limited to **BOSS TECHNOLOGIES LIMITED** w.e.f. 3<sup>rd</sup> January, 1996

Subsequently, the name of the Company was changed from Boss Technologies Limited to **ZENERGY LIMITED** w.e.f. 11<sup>th</sup> January, 1999

The Company proposes to print Fresh Share Certificates under the name and style of **Zenergy Limited** and the communication will be sent to the Shareholders in this regard for exchange of Old Share Certificates.

**PLEASE DO NOT SEND THE SHARE CERTIFICATE STILL SUCH TIME YOU HEAR FROM US.**

Presently, the Equity Shares of the Company are listed at the Stock Exchange, Mumbai, under the name of **ZENERGY LIMITED ~ SECURITY CODE No. 26498.**

Till such time, the Share Certificates of **BOMBAY OFFSHORE SUPPLIES & SERVICES LIMITED** with or without **Rubber Stamp of BOSS TECHNOLOGIES LIMITED** will be treated as **VALID AND GOOD DELIVERY** for trading at the Stock Exchange, Mumbai.

# ZENERGY LIMITED

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS WILL BE HELD ON THURSDAY, THE 30TH SEPTEMBER 1999 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 1999, the Profit & Loss Account for the Year ended on that date and the Reports of Directors and Auditors.
2. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

### SPECIAL BUSINESS

3. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution :  
"RESOLVED THAT Shri Rumi Palsetia, be and is hereby appointed as a Director of the company, liable to retire by rotation"
4. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution :  
"RESOLVED THAT Shri Vinod Melwani, be and is hereby appointed as a Director of the company, liable to retire by rotation"
5. To consider, and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act 1956 including the provisions of Schedule XIII thereto. Shri P V S Sawhney be and is hereby appointed as the Managing Director of the Company for a period of five years commencing on 1st December 1998 on a salary of Rs 1,80,000/- per annum, a commission of one (1) percent of the net profits of the company and such other allowances, perquisites and amenities, provided however, that the aggregate of salary, commission, allowances, perquisites and amenities shall not exceed five (5) percent of the net profits of the company as are specified in and on such other terms and conditions contained in the Draft of Agreement to be entered into by the Board of Directors with Shri P V S Sawhney and which is now placed before the Meeting duly initialed for the purpose of identification by the Chairman which Draft be and is hereby approved"  
"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any Financial Year, the remuneration payable to Shri P V S Sawhney shall be restricted as provided in Schedule XIII to the Companies Act, 1956 to a maximum remuneration of Rs 1,80,000/- per annum including all allowances and perquisites but not including:  
(a) Contribution to Provident Fund, Super Annuity Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Act 1961.  
(b) Gratuity payable at a rate not exceeding half a months salary for each completed year of service, and  
(c) Encashment of leave at the end of the tenure.

Place : Mumbai

Date : 30th July, 1999

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

### 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 Nos. 3, 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 am and 1 pm 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 21st September, 1999 to 30th September, 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. THE BOARD OF DIRECTORS HAVE WAIVED THE INTEREST AMOUNT ON THE ALLOTMENT MONEY DUES, AS SUCH, THE SHAREHOLDERS WHO HAVE NOT PAID THE ALLOTMENT MONEY SO FAR, ARE REQUESTED TO PAY THE ALLOTMENT MONEY OF RS 5/- PER SHARE ON OR BEFORE 31ST DECEMBER, 1999 WITHOUT INTEREST. IN CASE, OF FAILURE TO PAY THE ALLOTMENT MONEY, THE BOARD MAY DECIDE TO FORFEIT THE SHARES AFTER GIVING DUE NOTICE.  
e. Intimation will be sent to the Shareholders to exchange their Share Certificates with New Certificates. PLEASE DO NOT SEND THE SHARE CERTIFICATES TILL SUCH TIME YOU HEAR FROM US.

### ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 sets out all the material details in respect of the Items of Special Business in the accompanying Notice.

#### Item No. 3 & 4

Under the provisions of Section 260 of the Companies Act, 1956 and Article 140 of the Articles of Association of the Company, the Board had appointed Shri Rumi B H Palsetia and Shri Vinod Melwani as Additional Directors of the Company. Shri Palsetia and Shri Melwani will hold office upto the ensuing Annual General Meeting, but being eligible, offer themselves for appointment as Directors liable to retire by rotation. The company has received Notices in writing from Members, under Section 257 of the Companies Act, 1956, proposing the candidature of Shri Rumi B H Palsetia and Shri Vinod Melwani for the office of Directors.

Shri Palsetia and Shri Melwani may be regarded as being interested in the Resolution for their appointments. No other Director is in any way concerned or interested in this Resolution.