

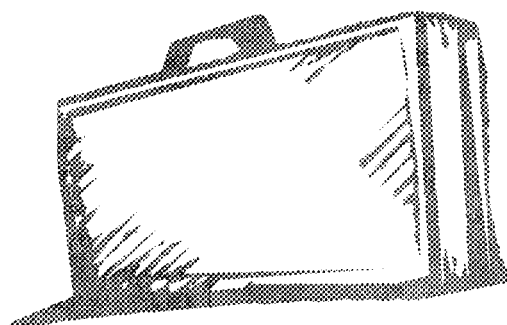
# Annual Report 2001-2002

Report

Junction

**Certified True Copy**  
For MEWAR INDUSTRIES LIMITED

*Signature*  
Director/Auth. Signatory



## MEWAR INDUSTRIES LIMITED

**MEWAR INDUSTRIES LIMITED****BOARD OF DIRECTORS**

Sh. Ramphal Bansal	Director
Sh. Ashok Kumar Gadiya	Director
Sh. Govind Lal Gadiya	Director
Sh. Pramod Kumar Chhaparwal	Director
Sh. Ashok Kumar Singhal	Director

**AUDITORS**

M/s Ramesh Somani & Co.  
Chartered Accountants  
116-C, Pocket-I, Phase-I,  
Mayur Vihar, New Delhi - 110 091

**BANKERS TO THE COMPANY**

Citi Bank, New Delhi  
State Bank of Patiala, Delhi  
Punjab National Bank, Udaipur  
The Bank of Rajasthan Ltd., Udaipur  
State Bank of India, Chittorgarh

**REGISTERED OFFICE**

4117, 1st Floor, Naya Bazar, Delhi-110006  
Phone: 396 2062, 391 1438

**LISTED WITH STOCK EXCHANGES**

**The Delhi Stock Exchange Association Limited**

DSE House, 3/1, Asaf Ali Road, Delhi - 110 002

Company Scrip Code : 8065

**The Stock Exchange, Mumbai**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

Company Scrip Code : 31194

**The Stock Exchange, Ahmedabad**

Kamdheni Complex, Panjarapole,  
Ahmedabad - 380 015

Company Scrip Code : 36446

**Jaipur Stock Exchange Limited**

Indira Palace, JLN Marg,  
Malviya Nagar, Jaipur.

Company Scrip Code : 675

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## MEWAR INDUSTRIES LIMITED

### NOTICE

Notice is hereby given that the 10th Annual General Meeting of the members of Mewar Industries Limited will be held on Saturday, the 28th day of September, 2002 at the Registered Office of the Company, i.e. 4117, 1st Floor, Naya Bazar, Delhi-110006, at 10.30 A.M. to transact the following business :

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2002 and Profit & Loss Account of the Company for the year ended on that date, together with the Reports of Directors and Auditors' thereon.
2. To appoint Director in place of Sh. Govind Lal Gadiya, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in place of Sh. Pramod Kumar Chhaparwal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s Ramesh Somani & Co., Chartered Accountants as Auditors to hold office till the conclusion of the next Annual General Meeting 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 a special resolution –

“RESOLVED THAT subject to such consents, permissions or sanctions as may be required from any authority, statutory or otherwise, particularly from the Securities and Exchange Board of India (SEBI) and pursuant to section 61, and all other applicable provisions of the Companies Act, 1956 and guidelines, rules etc. framed by SEBI in this regard the Board of Directors of the company be and is hereby authorised to seek voluntary delisting of its equity shares listed at Jaipur Stock Exchange and Stock Exchange, Ahmedabad and for that matter to approach Jaipur Stock Exchange and Stock Exchange, Ahmedabad and any other concerned authorities seeking its approval for voluntary delisting of equity shares from the said Stock Exchanges.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to settle all questions, difficulties or doubts as may arise with regard to the aforesaid voluntary delisting of shares as it may in its absolute discretion deem fit in that being required to seek any further approval of the members or otherwise to the end and intent that the members share be deemed to have given their approval expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary steps in this regard in order to comply with all the legal and procedural formalities and further to authorise any of its committee or any of its directors or any of the officers of the company to do all such acts, deeds or things to give effect to the above said resolution.”

6. 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 all other applicable provisions, if any, of the Companies Act, 1956 (including statutory modifications or re-enactment thereof for the time being in force) the Articles of Association of the Company be and is hereby altered by inserting clause 9A after the existing clause 9 in the Articles of Association of the company:

#### *Article No. 9A*

Notwithstanding anything contained in these Articles, the Board of Directors, may, when and if thought fit buy back such of the company's own shares or securities as it may think necessary, subject to such limits, and upon such terms and conditions and subject to such approvals, as may be permitted by the law.”

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**MEWAR INDUSTRIES LIMITED**

7. 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 77A and other applicable provisions if any, of the Companies Act, 1956 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 from existing holders of shares and/or other securities giving right to subscribe for shares of the company, on a proportionate basis or otherwise and / or from the open market and/or odd lots and/or by purchasing the securities issued to the employees, pursuant to a scheme of stock option, the shares or such other securities having such underlying voting rights as may be notified by the Central Government or any other regulatory authority, from time to time, from out of its reserves or out of the securities premium account of the company or out of the proceeds of any issue made by the company specifically for the purpose, or from such other sources as may be permitted by law, on such terms, conditions and in such manner as may be prescribed by law from time to time; provided that the aggregate of securities so bought back shall not exceed 25% of the respective securities of the company.

On Behalf of the Board of Directors  
For **MEWAR INDUSTRIES LIMITED**

Sd/-

**ASHOK KUMAR GADIYA**

Director

Delhi, 4th day of September, 2002

**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and such 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 time fixed for the meeting.
2. The register of the members and share transfer books of the Company shall remain closed from 16/09/2002 to 28/09/2002 (both days inclusive).
3. Members/ Proxies are requested to bring the attendance slip sent herewith duly filled in for attending the meeting.
4. Members who hold shares in de-materialised form are requested to bring their ID and DP ID No. for easier identification of attendance at the meeting.
5. The members desirous of getting information on the accounts or operations of the company, are requested to forward their queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
6. Members are requested to kindly notify immediately any change in their address to the company and in case their shares are held in dematerialised form, this information should be passed on to their respective Depository Participant without any delay.

## MEWAR INDUSTRIES LIMITED

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

#### Item No. 5

Equity shares of your company are presently listed with four stock exchanges namely, Delhi Stock Exchange, Stock Exchange, Mumbai, Stock Exchange, Ahmedabad and Jaipur Stock Exchange. It has been observed that trading of equity shares of your company on Ahmedabad Stock Exchange and Jaipur Stock Exchange are very low as compared to Delhi and Mumbai Stock Exchanges. Accordingly, the listing fee paid to these Stock Exchanges are disproportionately higher in comparison to liquidity and volumes of trading. Hence the Jaipur & Ahmedabad Stock Exchanges are not serving the desired purpose.

The holders of shares in the region of these Stock Exchanges would be given an exit opportunity by promoters of the Company as per the SEBI guidelines.

In view of the above, the Board have recommended for delisting of its Shares from Jaipur & Ahmedabad Stock Exchanges, which will also reduce paper work and extra burden of expenses on annual listing fees paid to the Stock Exchanges.

All material documents, copy of listing agreements are open for inspection to the members till the conclusion of the Meeting at the Registered Office of the company.

None of the directors is concerned or interested, in any way, in the above resolution.

#### Item No. 6

The company proposes to delist the shares from two stock exchanges. For the very purpose, it has to give opportunity to the shareholders of those region to offer the shares for buy-back. As per section 77A, buy back should be authorised by the Articles of Association of the company. To authorise the company to buy back its shares, article 9A is proposed to be inserted in the Articles of Association. The alteration of the Articles require the approval of the members by passing a special resolution.

The board recommends the resolution for your approval.

None of the directors is interested in the said resolution.

Copies of the Memorandum and Articles of Association and other relevant papers are available for inspection at the registered office of the company during the business hours.

#### Item No. 7

As you all are aware that the Equity shares of the Company is proposed to be de-listed from Ahmedabad & Jaipur Stock Exchanges and as per SEBI guidelines the holders of shares in the region of these Stock Exchanges should be given an exit opportunity by the promoters of the Company to dispose off their shareholdings. In view of the above, the promoters of the company have offered to buy any shares that may be offered by any member residing within the jurisdiction of the Stock Exchanges.

All material documents, copy of listing agreements are open for inspection to the Members till the conclusion of the Meeting at the Registered Office of the company.

None of the directors is concerned or interested, in any way, in the above resolution.