

COLINZ LABORATORIES LIMITED

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For **COLINZ LABORATORIES LTD.**


Chairman & Managing Director

Colinz

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**13th Annual Report
1998-99**

13th Annual Report

BOARD OF DIRECTORS

SHRI. L. S. MANI *Chairman & Managing Director.*
 SHRI. N. K. MENON *Whole-Time Director*
 SHRI. J. C. MEHTA
 SMT. VIJAYA MANI

AUDITORS

S. V. BHAT & CO.
Chartered Accountants.

BANKERS

BANK OF BARODA.

REGISTERED OFFICE

123, RAJA INDUSTRIAL ESTATE,
 MULUND [WEST],
 MUMBAI - 400 080.

CORPORATE OFFICE

2ND FLOOR, COPPER ROLLERS COMPOUND
 L. B. S. MARG, BHANDUP [WEST]
 MUMBAI - 400 078.

WORKS

PLOT NO. 60, 'STICE', MUSALGAON
 SINNAR-SHIRDI ROAD, SINNAR
 NASIK DIST. - 422 103.

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COLINZ LABORATORIES LIMITED**NOTICE**

Notice is hereby given that the 13th Annual General Meeting of the Company will be held at the Corporate Office of the Company, i.e. 2nd Floor, Copper Rollers Compound, L. B. S. Marg, Bhandup West, Mumbai - 400 078, on Thursday, 23rd September, 1999, at 11.00 A. M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt audited Statement of Accounts together with Director's Report and also the Auditor's Report thereon for the year ended 31st March, 1999.
2. To appoint a Director in place of Shri. J. C. Mehta, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors to hold office from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to provisions of Sections 198, 269, 309 and all other applicable provisions if any, of the Companies Act, 1956 and Schedule XIII to the Companies Act, 1956 the Company hereby accords its approval and consent to the reappointment of Shri L. S. Mani as Chairman & Managing Director of the Company for a further period of 5 years with effect from 01-10-1999 upon and subject to the terms and conditions including the remuneration as set out in the draft Agreement (placed before this meeting and signed by a Director for the purpose of identification) with liberty and power to the Board of Directors to alter and vary, from time to time, any of the terms and conditions of the said appointment and / or agreement but so as not to exceed the limit specified in Schedule XIII to the Companies Act, 1956 , as may be acceptable to Shri. L. S. Mani".

"RESOLVED FURTHER THAT such remunerations as aforesaid by way of salary and perquisite be paid and provided to Shri L. S. Mani, notwithstanding that in any financial year, during the currency of tenure of Shri L. S. Mani, as the Chairman & Managing Director, the Company may have made no profits or its profits may be inadequate".

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

"RESOLVED THAT pursuant to provisions of Sections 198, 269, 309 and all other applicable provisions if any, of the Companies Act, 1956 and Schedule XIII to the Companies Act, 1956 the Company hereby accords its approval and consent to the reappointment of Shri N. K. Menon as Whole-Time Director of the Company for a further period of 5 years with effect from 01-10-1999 upon and subject to the terms and conditions including the remuneration as set out in the draft Agreement (placed before this meeting and signed by a Director for the purpose of identification) with liberty and power to the Board of Directors to alter and vary, from time to time, any of the terms and conditions of the said appointment and / or agreement but so as not to exceed the limit specified in Schedule XIII to the Companies Act, 1956 , as may be acceptable to Shri N. K. Menon".

RESOLVED FURTHER THAT such remunerations as aforesaid by way of salary and perquisite be paid and provided to Shri N. K. Menon, notwithstanding that in any financial year, during the currency of tenure of Shri N. K. Menon, as the Whole-Time Director, the Company may have made no profits or its profits may be inadequate".

By order of the Board.
For Colinz Laboratories Limited.

Regd. Office:
123, Raja Industrial Estate,
Mulund (West).
Mumbai - 400 080.
Date : 15th July 1999.

L. S. MANI
Chairman & Managing Director.

NOTES :

- (a) The Relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of Special Business under items 4 and 5 is annexed hereto.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. AN INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- (c) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 9th September, 1999 to Thursday, 23rd September, 1999 (both days inclusive)
- (d) Members are requested to notify immediately any change in their address to the Company at the Corporate Office at 2nd Floor, Copper Rollers Compound, L. B. S. Marg, Bhandup (West), Mumbai - 400 078.
- (e) Members intending to require any information about accounts to be explained in the meeting are requested to inform the Company in writing at least Ten days in advance of the date of Annual General Meeting.

EXPLANATORY STATEMENT :

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 4 :

Shri L. S. Mani was appointed as Chairman & Managing Director of the Company with effect from 01-10-1994, on a remuneration of Rs.15,000-1,000-20,000 for a period of 5 years. Since his term expires on 30-09-1999, the Board of Directors at their meeting held on 15th July, 1999 have reappointed Shri. L. S. Mani as Chairman & Managing Director for a further period of 5 years w.e.f. 01-10-1999.

Shri L. S. Mani is an able and capable to head a professional management team. The Company's current success in its marketing activities is attributed to the best leadership qualities of Shri L. S. Mani. Therefore, it is felt necessary in the interest of the Company to reappoint Shri L. S. Mani, as Chairman & Managing Director of the Company for further 5 years, on remuneration and other terms as under ;

COLINZ LABORATORIES LIMITED**I. Salary and Commission :**

- a) Salary Rs. 20,000/- per month (Rupees Twenty Thousand only) in the scale of Rs. 20,000 - 1,500 - 27,500.
- b) Commission @1% on the Net Profit subject to the ceiling laid down in Section 198 and 309 of the Companies Act, 1956. Net profit to be computed in accordance with the Provisions of Section 349 and 350 of the Companies Act, 1956.

II. Perquisites:

- a) Housing :
 - (1) Expenditure by the Company in hiring unfurnished accommodation subject to the ceiling of 50% of the salary.
 - (2) In case accommodation is owned by the Company, 10% of the salary shall be deducted by the Company.
 - (3) If the Company does not provide accommodation, House Rent Allowance will be paid by the Company subject to a ceiling laid down in (1) above.

The expenditure incurred by the Company on Gas, Electricity, Water and Furnishing shall be valued as per the Income Tax Rules, 1962, subject to a ceiling of 10% of salary.

- b) Medical reimbursement for self and family subject to the extent of one month's salary for every year of service
- c) Children studying either in India or abroad, Rs. 5,000/- per month per child or actual expenses which ever is less subject to a maximum of two children.
- d) Leave travel concession for self and family once in a year as per the Rules of the Company applicable to senior executives.
- e) Club fees subject to maximum of two clubs, but shall not include admission and life membership fees.
- f) Personal Accident Insurance of an amount the annual premium of which does not exceed Rs. 5,000 /-
- g) Company's contribution to provident fund and Superannuation fund, as per the Rules of the Company applicable to senior executives.
- h) Gratuity not exceeding half month's salary for each completed year of service.
- i) Leave as per the Rules of the Company applicable to senior executives.
- j) Encashment of leave as per Rules of the Company applicable to senior executives, at the end of the tenure.
- k) Car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

The aggregate value of the perquisites shall be restricted to maximum of annual salary.

Shri. L. S. Mani shall not be paid any sitting fees for attending the Board meetings or committee thereof. The Chairman & Managing Director shall not be liable for retirement by rotation.

Shri L. S. Mani and Smt. Vijaya Mani, being the relative of Shri L. S. Mani, are concerned or interested in the appointment of Shri L. S. Mani. None of the other Directors of the Company, is in any way concerned or interested in the resolution.

Item No. 5 :

Shri N. K. Menon was appointed as Whole-Time Director of the Company with effect from 01-10-1994, on a remuneration of Rs.10,000-1,000-15,000 for a period of 5 years. Since his term expires on 30-09-1999, the Board of Directors at their meeting held on 15th July, 1999 have reappointed Shri. N. K. Menon as Whole-Time Director for a further period of 5 years w.e.f. 01-10-1999.

Shri N. K. Menon, has made valuable contribution to the progress and development of the Company. Under his able leadership, the Company was able to commission its plant at Sinnar. Therefore, it is felt necessary in the interest of the Company to reappoint Shri N. K. Menon, as Whole-Time Director of the Company, for a further period of 5 years on remuneration and other terms as under.

I. Salary and Commission :

- a) Salary Rs. 15,000/- per month (Rupees Fifteen Thousand only) in the scale of Rs. 15,000 - 1,500 - 22,500.
- b) Commission @1% on the Net Profit subject to the ceiling laid down in Section 198 and 309 of the Companies Act, 1956. Net profit to be computed in accordance with the Provisions of Section 349 and 350 of the Companies Act, 1956.

II. Perquisites:

- a) Housing :

- (1) Expenditure by the Company in hiring unfurnished accommodation subject to the ceiling of 50% of the salary.
- (2) In case accommodation is owned by the Company, 10% of the salary shall be deducted by the Company.
- (3) If the Company does not provide accommodation, House Rent Allowance will be paid by the Company subject to a ceiling laid down in (1) above.

The expenditure incurred by the Company on Gas, Electricity, Water and Furnishing shall be valued as per the Income Tax Rules, 1962, subject to a ceiling of 10% of salary.

- b) Medical reimbursement for self and family subject to the extent of one month's salary for every year of service
- c) Children studying either in India or abroad, Rs. 5,000/- per month per child or actual expenses which ever is less subject to a maximum of two children.

COLINZ LABORATORIES LIMITED

- d) Leave travel concession for self and family once in a year as per the Rules of the Company applicable to Senior executives.
- e) Club fees subject to maximum of two clubs, but shall not include admission and life membership fees.
- f) Personal Accident Insurance of an amount the annual premium of which does not exceed Rs. 5,000 /-
- g) Company's contribution to provident fund and Superannuation fund, as per the Rules of the Company applicable to senior executives.
- h) Gratuity not exceeding half month's salary for each completed year of service.
- i) Leave as per the Rules of the Company applicable to senior executives.
- j) Encashment of leave as per Rules of the Company applicable to senior executives, at the end of the tenure.
- k) Car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

The aggregate value of the perquisites shall be restricted to maximum of annual salary.

Shri. N. K. Menon shall not be paid any sitting fees for attending the Board meetings or committee thereof. The Whole-Time Director shall not be liable for retirement by rotation.

None of the Directors, except Shri N. K. Menon, is in any way concerned or interested in the resolution.

By order of the Board.
For Colinz Laboratories Limited.

Regd. Office:
123, Raja Industrial Estate,
Mulund (West).
Mumbai - 400 080.
Date : 15th July, 1999.

L. S. MANI
Chairman & Managing Director.