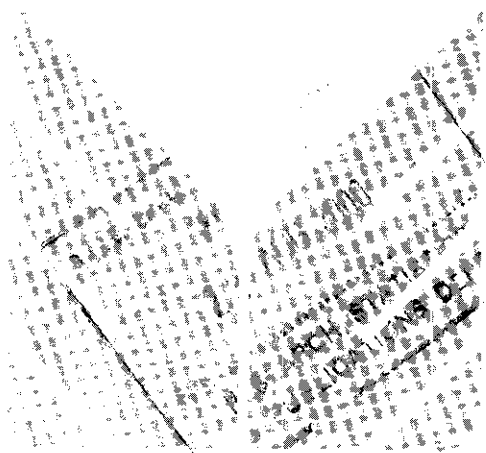


FIFTEENTH ANNUAL REPORT

1999 - 2000



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**COMPETENT
AUTOMOBILES
CO. LTD.**

COMPETENT AUTOMOBILES CO. LTD.

BOARD OF DIRECTORS

RAJ CHOPRA	Chairman cum Mg. Director
GEETA CHOPRA	Whole Time Director
K.K. MEHTA	Whole Time Director
KAVITA AHUJA	Director
SUDHIR CHOPRA	Director
S. S. GREWAL	Director
PRIYA ANAND	Director
ATUL MALHOTRA	Director
GOPI DARGAN	Additional Director

COMPANY SECRETARY

SANJAY GUPTA

AUDITORS

DINESH MEHTA & CO.

Bery Lodge, 21, Dayanand Marg,
Daryaganj, New Delhi - 110 002**BANKERS**

VIJAYA BANK	New Delhi
PUNJAB NATIONAL BANK	Himachal Pradesh

REGISTERED OFFICE

COMPETENT HOUSE,

F-14, Connaught Place, New Delhi - 110001

Website : www.competent-maruti.com**Delhi Dealership****SHOW ROOMS**

- Competent House,
F-14, Connaught Place, New Delhi-110001
- 70-B, Rattan Park, Shivaji Marg,
(Opp. Ramesh Nagar), New Delhi-110015
- 48, Ring Road, Lajpat Nagar-III,
New Delhi-110024
- Plot No. 3, Gazipur,
Delhi-110092

WORK SHOPS

- 895/C-5, (Near Jain Mandir)
Dada Bari, Mehrauli, New Delhi-110030
- Plot No. 3, Gazipur,
Delhi-110092

Mandi Dealership

- Showroom-cum-Workshop Complex,
NH-21, Chandigarh - Manali Highway,
P.O. Gutkar, Distt. Mandi,
Himachal Pradesh

ANNUAL REPORT & ACCOUNTS 1999-2000

NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the members of Competent Automobiles Company Limited will be held on Monday, the 11th day of September, 2000 at 10.00 A.M. at Plot No.3, Gazipur, Delhi 110092 to transact the following business.

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2000, the Profit & Loss A/C for the financial year ended on that date and the Reports of Directors' and Auditors' thereon.
2. To pass the following resolution as an ordinary resolution.
"RESOLVED THAT the interim dividend at the rate of 10% on the Paid-up Equity Share Capital of Rs.6,07,31,500/-, having already paid to the shareholders whose name appeared on the Register of Members of the company on 5th May, 2000, be and is hereby approved and declared as final dividend for the year ended 31st March, 2000."
3. To appoint a Director in place of Sh. Sudhir Chopra who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Smt. Kavita Ahuja who retires by rotation and being eligible offers herself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Special Business

6. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution.
"RESOLVED THAT Shri Gopi Dargan, who was appointed as an Additional Director by the Board, holding office as such upto the date of this Annual General Meeting and who has given Notice under Section 257 of the Companies Act, 1956 signifying his candidature for the Office of the Director of the Company be and is hereby appointed as a Director of the Company liable to retire by rotation."
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 31 and other applicable provisions, if any, of the Companies Act, 1956 the Articles of Association of the Company be and are hereby altered to the extent and in the manner as set out hereunder:-
 - i) Notwithstanding anything contained in the Articles of Association of the Company, the following new Article 79A be inserted after Article 79 under the heading "DEMATERIALISATION OF SECURITIES" :

DEMATERIALISATION OF SECURITIES

79A (1) For the Purpose of this Article:-

"Beneficial Owner" "Beneficial Owner" shall have the meaning assigned thereto in Section (2)(1)(a) of the Depositories Act, 1996.

"Depositories Act" "Depositories Act" shall mean the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.

"Depository" "Depository" shall mean a Depository as defined in section 2(1)(e) of the Depositories Act, 1996.

"Member" "Member" shall mean a duly registered holder, from time to time, of the security of the Company and includes every person whose name is entered as beneficial owner in the records of the depository.

"Security" "Security" shall mean such security as may be specified by SEBI.

COMPETENT AUTOMOBILES CO. LTD.

(2) "Dematerialisation of Securities"

Notwithstanding anything on the contrary contained in this article, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form and further to rematerialise the securities held in depository pursuant to the Depositories Act, 1996.

(3) "Option to hold securities in physical form or with depository"

Every person holding securities of the company through allotment or otherwise shall have the option to receive and hold the same in the form of security certificates if permitted by law, or to receive and hold the same in the dematerialised form with a depository.

(4) "Beneficial owner may opt out of a depository"

Every person holding securities of the Company with a depository, being the beneficial owner thereof, may at any time opt out of the depository in the manner provided under the provisions of the Depositories Act and the rules, if any, prescribed there under and on fulfillment of the conditions prescribed by the Company from time to time, the Company shall issue the relevant security certificates to the beneficial owner thereof.

(5) "Securities in depository to be in fungible form"

All securities held by a depository shall be dematerialised and shall be in fungible form. Nothing contained in sections 153, 153A, 153B, 187B, and 187C of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

(6) "Rights of depository and beneficial owners"

- (a) A depository shall be deemed to be the registered owner for the purpose of affecting the transfer of ownership of securities on behalf of the beneficial owners and shall not have any voting rights or any other rights in respect of the securities held by it.
- (b) Every person holding securities of the company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his/her securities which are held by a depository.

(7) "Transfer of Securities"

Transfer of securities held in a depository will be governed by the provisions of the Depositories Act, 1996. Nothing contained in Section 108 of the Companies Act, 1956 or these Articles, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

(8) "Register and Index of beneficial owners"

The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and security holders for the purposes of these Articles.

(9) "Other Matters"

Notwithstanding anything contained in these Articles the provisions of the Depositories Act, 1996 relating to dematerialisation of securities, including any modification(s) or re-enactment thereof and Rules/Regulations made thereunder shall prevail and apply accordingly.

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- ii) **"RESOLVED THAT** after the existing Article 58 the following new Article 58A be inserted under the heading "Nomination".

NOMINATION

58A : Notwithstanding anything contained in the Articles of Association of the Company or in any other law for the time being in force, a holder or joint holders of shares or debentures, may nominate, in accordance with the provisions of Section 109A of the Companies Act, 1956, and in the manner prescribed thereunder, a person to whom all the rights in the shares or debentures of the Company shall vest in the event of death of such holder(s). Any nomination so made shall be dealt with by the company in accordance with the provisions of Section 109B of the Companies Act, 1956.

NOTES :

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and on a poll, vote instead of himself and the Proxy need not be a member of the Company. Proxies in order to be effective, must reach the company at its registered office at least 48 hours before the time fixed for the meeting. A Proxy form is attached herewith.
2. The Relative Explanatory Statements pursuant to Section 173(2) of the Companies Act, 1956 in respect of Item nos. 6 & 7 are annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 7th Day of September, 2000 to Monday, the 11th Day of September, 2000 [Both Days inclusive].
4. Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep information ready.
5. Members who are holding shares in the identical order of names in more than one folio are requested to write to the Company to enable it to consolidate their holding in one folio.
6. Shareholders are requested to :
 - a) Notify immediately change in their residential address to the Company specifying full address along with the PIN CODE number.
 - b) Bring their duly filled attendance slip with them for the purpose of attending the Meeting.
 - c) Bring their copies of Annual Reports, as no separate copy would be provided at the Annual General Meeting.
 - d) Send the particulars of their Bank Account No. alongwith the name and address of the bank so as to enable the company to keep its record update.

By order of the Board
For **COMPETENT AUTOMOBILES CO. LTD.**

Place: New Delhi
Date : 08/08/2000

(SANJAY GUPTA)
COMPANY SECRETARY

COMPETENT AUTOMOBILES CO. LTD.**Annexure to the Notice****Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.****Item No. 6**

Sh. Gopi Dargan, aged about 58 Yrs., an experienced businessman was co-opted on the Board as Additional Director on 28/09/1999 by virtue of Section 260 of the Companies Act, 1956 and Article 119 of the Article of Association of the Company. Sh. Gopi Dargan who holds office upto the date of this Annual General Meeting, being eligible, offers himself for re-appointment. Notice, alongwith a Deposit of Rs. 500/- (Rs. Five Hundred only), as required by Section 257 of the Companies Act, 1956, has been received from Sh. Gopi Dargan signifying his candidature for the office of the Director of the Company.

The Board considers it beneficial and in the interest of the Company to continue to have guidance and advice of Sh. Gopi Dargan and accordingly recommend his appointment as Director of the Company.

Except Sh. Gopi Dargan none of the other Director of the Company is interested in the resolution.

This may be treated as a notice under Sub-section (1A) of Section 257 of the Companies Act, 1956.

Item No. 7

With the introduction of the Depositories Act, 1996 and Depository System, some of the provisions of the Companies Act, 1956 in relation to the issue, holding, transfer and transmission of shares have been amended to facilitate the implementation of the new systems. The depository system is safe and convenient method to hold and trade in the securities of the company. The system eliminates several problems experienced in the scrip based system such as bad deliveries, fraudulent transfer and transmission, theft in postal transit, time taken in registration of transfer, maintenance of share certificate etc. The system also offers several cost advantages such as no postage expenses and exemption from stamp duty on transfer etc.

The Companies Act, 1956 as amended by the Companies (Amendment) Act, 1999, has provided to every holder of shares or debentures or other securities an option to nominate any person to whom his/her shares or debentures of the Company shall vest in the event of his/her death.

Further it is proposed to amend the Articles of Association of the company suitably incorporating therein necessary provisions relating to the implementation of the depository system and for providing nomination facility in conformity with the Depositories Act, 1996 and the Companies Act, 1956 respectively.

The resolution is accordingly recommended for the approval of the Members by means of Special Resolution as required under Section 31 of the Companies Act, 1956.

None of the Directors of the Company is deemed to be concerned or interested in the said Resolution.

Copy of the Memorandum and Articles of Association of the Company together with the proposed alterations shall be open for inspection of the shareholders at the Company's Registered Office on any working day upto and inclusive of the date of this Annual General Meeting between 10.00 A.M. to 1.00 P.M.

By order of the Board
For **COMPETENT AUTOMOBILES CO. LTD.**

Place: New Delhi
Date : 08/08/2000

(SANJAY GUPTA)
COMPANY SECRETARY