



DIAMANT CARBON & GRAPHITE PRODUCT LTD.

*We pay Homage
to
the Founder of our Company*



Jitendra J. Dalal
1928-2000

BOARD OF DIRECTORS

Sanat M. Shah	-	Chairman
Ashwin B. Zaveri	-	Vice Chairman (Upto 8.6.1999)
Jitendra J. Dalal	-	Vice Chairman (Upto 16.8.2000)
Rashid A. Maskati	-	Director
Harshad H. Vasa	-	Director
Udgit J. Dalal	-	Wholetime Director

COMPANY SECRETARY

Vatsal I. Desai

AUDITORS

C.C. Chokshi & Co.
Chartered Accountants

BANKERS

Syndicate Bank

REGISTERED OFFICE

212/B, G.I.D.C. Estate,
Mehsana-384 002 (N.G.)

HEAD OFFICE

64, Shahid Bhagatsingh Road,
Fort, Mumbai-400 023.

TWENTIETH ANNUAL GENERAL MEETING

Date	:	12th October, 2000
Day	:	Thursday
Time	:	11.30 a.m.
Venue	:	Registered Office

DIAMANT CARBON & GRAPHITE PRODUCTS LTD.**NOTICE**

Notice is hereby given that the Twentieth Annual General Meeting of Members of DIAMANT CARBON & GRAPHITE PRODUCTS LIMITED, will be held at its Registered Office at 212/B, GIDC Estate, Mehsana-384002 (N.G.) on Thursday, 12th October, 2000 at 11.30 a.m. to transact the following business:

1. To consider and adopt the Balance Sheet as at 31st March, 2000 and Profit and Loss Account for the year ended 31st March, 2000 and reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. H.H. Vasa who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. R.A. Maskati who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors and to fix their remuneration.
5. As a Special business: To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

As a Special Business:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 310, 311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby granted to the re-appointment of Mr. U.J. Dalal as whole-time Director designated as Executive Director of the Company, for a period of three years with effect from 1st May, 1999 to 30th April, 2002 on the salary, commission and perquisites as set out in the letter issued to him and laid before the meeting, with liberty and powers to the Board of Directors to increase, alter and vary the salary, commission and perquisites in such manner as the Board in its absolute discretion deem fit and acceptable to Mr. U.J. Dalal within the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments, modifications or re-enactments made from time to time by the Central Government in this behalf".

NOTES

1. Explanatory Statement as required by Section 173(2) of the Companies Act, 1956 in respect of items 5 being special business is annexed hereto.
2. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing a proxy shall be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
4. Members are requested to notify any change in their address/mandate/bank details immediately to the Company.
5. The Register of Members and Transfer Books of the Company will remain closed from Monday, the 25th September, 2000 to Saturday, 30th September, 2000 both days inclusive.
6. Members who have multiple accounts in identical names or joint accounts in the same order are requested to send all the Share Certificate(s) to the Company's Registered Office for consolidation of all such shareholdings into one account to facilitate better service.

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7. The dividends which remain unclaimed/unencashed over a period of 7 years have to be transferred by the Company to Investor Education & Protection Fund, constituted by the Central Government under Section 205(A) & 205(C) of the Companies Act, 1956.

(a) The details of dividends paid by the Company and their respective due dates of the proposed transfer to such fund of the Central Government if they remain unencashed are as under:

Sr. No.	Date of declaration of dividend	Date of dividend warrant	Dividend for the year	Dividend Rs. per share	Due date for the proposed transfer to Central Government
1.	29.9.95	10.11.95	1994-95	1.00	09.11.2002
2.	26.9.96	05.11.96	1995-96	1.50	04.11.2003
3.	18.9.97	25.10.97	1996-97	1.50	24.10.2004
4.	03.9.98	12.10.98	1997-98	1.50	11.10.2005
5.	25.9.99	29.10.99	1998-99	1.50	28.10.2006

It may please be noted that no claim shall be made by the shareholders for the unclaimed dividends once they are transferred to the credit of the Investor Education & Protection Fund of the Central Government, under the amended provisions of Sec. 205(B) of the Companies Act, 1956.

In view of the new regulation, the Shareholders are advised to send all the unencashed dividend warrants to the Registered Office of the Company for revalidation and encash them before the due date of the proposed transfer to the Central Government.

By Order of the Board of Directors
For DIAMANT CARBON & GRAPHITE PRODUCTS LTD.

V.I. DESAI
— Company Secretary

Registered Office:
212/B, GIDC Estate,
Mehsana-384 002 (N.G.)

Mumbai - dated 30.8.2000

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 5

The Shareholders will recall approving the re-appointment of Mr. Udit J. Dalal as Whole-time Director designated as Executive Director of the Company for a period of three years at the Annual General Meeting of the Company held on 26th September, 1996

Considering the growth and progress made by the Company, the Board of Directors of the Company at their meeting held on 30th August, 2000 has recommended the revised remuneration to the said Whole-time Director subject to the approval of the Shareholders in the ensuing Annual General Meeting as under:

- a) Period - Three years with effect from 1st May, 1999.
b) Basic Salary of Rs. 25,000/- per month.

Sr. No.	Period	Salary
1.	1.5.1999 to 30.4.2000	Rs. 25,000/- p.m.
2.	1.5.2000 to 30.4.2001	Rs. 30,000/- p.m.
3.	1.5.2001 to 30.4.2002	Rs. 35,000/- p.m.

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- c) Perquisites: Perquisites such as fully furnished house, house rent allowance, expenditure incurred on gas electricity, water and furnishings, medical benefits for himself and his family, leave travel concession, club fees personal accident insurance or other allowance equivalent to his annual salary or Rs. 4,50,000/- per annum whichever is less.
- d) Notwithstanding anything to the contrary contained herein, where in any financial year during the currency of the tenure of the appointees, the company has no profits or its profits are inadequate, the company will pay to the Executive Director a remuneration by way of salary and perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule XIII of the Companies Act, 1956 and as may be decided by the Board of Directors of the Company.
- 1) The salary and perquisites mentioned under (b), (c) and (d) will be EXCLUSIVE of:
- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent of this either singly or put together are not taxable under the Income-tax Act, 1961.
 - Gratuity payable at the rate not exceeding half month's salary for each completed year of service, and
 - Encashment of Leave at the end of tenure.
2. In addition to the above salary, in the years in which the Company has sufficient profit, Mr. Udgut J. Dalal be paid commission on the annual net profits of the Company, as may be decided by the Board, at the end of each financial year, computed in the manner, laid down in Section 309(5) of the Companies Act, 1956, subject to the ceiling laid down in Sections 198 and 309 of the Companies Act, 1956 on the total remuneration.
- 3) In addition to the above salary, Mr. Udgut J. Dalal, Executive Director of the Company shall be entitled to the following benefits:
- Car provided for use on Company's business and telephone at residence will not be considered as perquisites.
 - Personal long distance calls and use of car for private purpose shall be billed by the Company to the Executive Director.
 - The Company shall reimburse to the Executive Director entertainment, travelling and all other expenses incurred by them for the business of the Company.
 - Earned Leave: On full pay and allowance as per the rules of the Company but not exceeding one month's leave for every eleven months of service.

A copy of the letter dated 30.8.2000 addressed by the Company to Mr. Udgut J. Dalal according to the terms of their appointment for a period of three years from 1st May, 1999 to 30th April, 2002 being Extract to Shareholders is available for inspection by the Members between 11.00 a.m. to 2.00 p.m. on any working day at the Registered Office of the Company.

This may be treated as a revised abstract of the letter dated 29.10.1999 addressed by the Company to Mr. Udgut J. Dalal pursuant to Section 302 of the Companies Act, 1956.

The Whole-time Director as long as he functions as such, shall not be paid any fees for attending the meeting of the Board of Directors or any Committee thereof.

The Board commends passing of the Resolutions as set out in item No. 5 of the accompanying notice.

Mr. Udgut J. Dalal is concerned and interested in resolution under item No. 5.

Save as aforesaid, none of the other Directors of the Company is, in any way, concerned or interested in these items.

This extract is in partial modification of abstract circulated vide letter dated 29.10.1999.

By Order of the Board of Directors
For DIAMANT CARBON & GRAPHITE PRODUCTS LTD.

V.I. DESAI
Company Secretary

Registered Office:

212/B, GIDC Estate,
Mehsana-384 002 (N.G.)

Mumbai - dated 30.8.2000