



JAYBHARAT SAREES LIMITED

JAYBHARAT SAREES LIMITED

ANNUAL REPORT 2001-2002

BOARD OF DIRECTORS

Shri Saurabh Kumar Tayal – *Chairman*

Shri Paresh Soni

Shri Anil Rao

PRINCIPAL BANKER

UTI Bank Ltd.

LISTING ON STOCK EXCHANGE

Mumbai

AUDITORS

M/s Sanjay & Vijay Associates

Chartered Accountants

REGISTERED OFFICE

Near Deli Village, Sanjan Road

Bhilad, Valsad, Gujarat

CORPORATE OFFICE & SHARE DEPARTMENT

Raghuvanshi Mills Complex,

11/12, Senapati Bapat Marg,

Near Mahalaxmi Station,

Mumbai – 400 013

PLANTS

Bhilad, Gujarat

Piperia, Silvassa (U.T.)

ANNUAL GENERAL MEETING on 6th September 2002, at 10.00 a.m., at the Registered Office of the Company.

JAYBHARAT SAREES LIMITED**NOTICE**

NOTICE IS HEREBY GIVEN that the 17th Annual General Meeting of the Members of JAYBHARAT SAREES LIMITED will be held at the Registered Office of the Company i.e. Near Deli Village, Sanjan Road, Valsad, Gujarat at 10.00 a.m. on Friday, the 6th September 2002, to transact the following business:

ORDINARY BUSINESS

1. To discuss and adopt the Company's Balance Sheet as at 31st March 2002 and Profit and Loss Account for the year ended on that date and Reports of Directors and Auditors thereon.
2. To re-appoint M/s. Sanjay & Vijay Associates, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix the Auditors' remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications the following resolutions **AS ORDINARY RESOLUTIONS**:

3. **"RESOLVED THAT** Shri Saurabh Tayal, who was appointed by the Board as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 on the 4th December 2001 and whose tenure of office comes to an end at this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation."
4. **"RESOLVED THAT** Shri Paresh Soni, who was appointed by the Board as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 on the 4th December 2001 and whose tenure of office comes to an end at this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation."
5. **"RESOLVED THAT** Shri Anil Anand Rao, who was appointed by the Board as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 on the 4th December 2001 and whose tenure of office comes to an end at this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation."
6. **"RESOLVED THAT** Shri Akhilesh Kumar Vora be and is hereby appointed as Director of the Company, liable to retire by rotation."
7. **"RESOLVED THAT** Shri Rajshekhar S Ganiger be and is hereby appointed as Director of the Company, liable to retire by rotation."
8. **"RESOLVED THAT** Shri Anil Kumar Dubey be and is hereby appointed as Director of the Company, liable to retire by rotation."
9. **"RESOLVED THAT** Shri Subhash Chandra Nigam be and is hereby appointed as Director of the Company, liable to retire by rotation."
10. **"RESOLVED THAT** Shri Suresh Dattu Patil be and is hereby appointed as Director of the Company, liable to retire by rotation."
11. **"RESOLVED THAT** Shri Unnikrishnan Menon be and is hereby appointed as Director of the Company, liable to retire by rotation."
12. **"RESOLVED THAT** Shri Ramesh Dave be and is hereby appointed as Director of the Company, liable to retire by rotation."
13. **"RESOLVED THAT** Shri Dhananjay Kandhare be and is hereby appointed as Director of the Company, liable to retire by rotation."

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14. **"RESOLVED THAT** Shri Pramod Patil be and is hereby appointed as Director of the Company, liable to retire by rotation."
15. **"RESOLVED THAT** pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from 25,00,000/- (Rupees Twenty Five Lacs only) divided into 2,50,000/- Equity Shares of Rs. 10/- each to Rs. 5,00,00,000 (Rupees Five Crores only) divided into 50,00,000 Equity Shares of Rs. 10/- Each by creating additional 47,50,000 Equity Shares of Rs. 10/- each ranking pari-passu with the existing shares in all respects, such as, voting rights, dividend rights etc."

To consider and, if thought fit, to pass with or without modifications the following resolutions **AS SPECIAL RESOLUTIONS:**

16. **"RESOLVED THAT** pursuant to Section 16 and other applicable provisions, if any, of The Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company be substituted by the following New Clause V :
- V. The Authorised Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions in such manner as may for the time being provided by the regulations of the Company. The Rights of the preference shall be determined at the time of issue thereof."
17. **"RESOLVED THAT** pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered by replacing existing Clause 3 by new Clause 3 as under :
3. The Authorised Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ."
18. **"RESOLVED THAT** pursuant to section 149(2A) of the Companies Act, 1956 consent of the Company be and is hereby accorded to the commencement by the Company of all or any of the business specified in clause 2 of Main Objects clause A of the Memorandum of Association."
19. **"RESOLVED THAT** pursuant to section 372 A and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals as may be required, the Board of Directors of the Company be and is hereby authorized to make an investment of a sum not exceeding Rs. 10 crores (Rupees Ten Crores only), in one or more tranches, in the proposed disinvestment of Maharashtra State Textile Corporation Ltd and its subsidiaries notwithstanding the fact that the aggregate of the investments and loans/guarantees exceeds 60% of the paid up Capital and Free Reserves whichever is more.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be expedient and necessary to give effect to this resolution."

20. **"RESOLVED THAT** the consent of the Company be and is hereby accorded under the provisions of section 293(1)(d) of the Companies Act, 1956, to the Board of Directors of the Company to borrow from time to time all such sums of money as they may deem requisite for the purpose of expansion and diversification of the activities of the Company, notwithstanding that money to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not so set apart for any specific purpose, provided that the total amount up to which moneys may be borrowed by the Board of Directors (apart from the temporary loans obtained from the Company's Bankers) shall not exceed Rupees 10 Crores.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be expedient and necessary to give effect to this resolution."

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21. "RESOLVED THAT pursuant to the provisions of Section 81 and other applicable provisions of the Companies Act, 1956 and subject to the approval of SEBI, RBI etc. and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to issue Equity/ Redeemable Preference Shares cumulative/non cumulative and/or shares not having voting rights (if permitted by law what so ever name called), Debentures secured or unsecured (Fully/Partly/Non Convertible and with or without interest), Bonds etc., with or without Detachable warrants of the aggregate value not exceeding Rs. 47510000 (Rupees Four Crores Seventy five Lacs and Ten Thousand Only) with or without offering to the existing shareholders of the Company on Rights basis and/or to any Financial Institutions, Body Corporate or Persons by way of Private subscriptions and/or by a Public Issue to NRIs and to the general public and/or to employees of the Company, on such terms and conditions as to total amount of issue, Rate of Interest, Nominal Value, Convertibility, Time of conversion, Premium/ Discount on issue, Premium on Conversion into shares, Nature of security, Disposal of un-subscribed portion, right to retain the excess subscription, Right of entitlement of Equity Shares if issued before full conversion of Debentures, Premium on Redemption, Period of Redemption and such other terms and conditions as the Board of Directors may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents and writings, as it may consider necessary, (under the common seal of the company if required and proper for the purpose of giving effect to the above Resolution)."

NOTES :

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Special Business is annexed hereto and forms an integral part of this notice.
2. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON (WHETHER A SHAREHOLDER OR NOT) AS HIS/HER PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING AND SHALL BE ENTITLED TO VOTE ONLY UPON A POLL.
3. The instrument(s) appointing the Proxy, if any, shall be delivered at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the Meeting and the instrument of proxy shall be treated as invalid in case of default.
4. The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday, the 4th September 2002 to Friday, the 6th September 2002 (both days inclusive) to comply with Annual Book Closure requirements.
5. All documents and agreements referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 10.00 A.M. and 1.00 P.M., up to the date of Annual General Meeting.
6. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.

By Order of the Board

Place: Mumbai
Date : 29th June 2002

Saurabh Tayal

Chairman

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 :**ITEM NO. 3 :**

Shri Saurabh Tayal was appointed as an Additional Director by the Board on the 4th December, 2001 under Section 260 of the Companies Act, 1956. He holds office till the conclusion of this Annual General Meeting. The Company has received a Notice alongwith the requisite deposit amount from a member, under Section 257 of the Act, signifying his intention to propose the candidature of Shri Saurabh Tayal for the office of the Director of the Company.

The Board recommends the passing of this resolution. None of the Directors is interested in this resolution.

ITEM NO. 4 :

Shri Paresh Soni was appointed as an Additional Director by the Board on the 4th December, 2001 under Section 260 of the Companies Act, 1956. He holds office till the conclusion of this Annual General Meeting. The Company has received a Notice alongwith the requisite deposit amount from a member, under Section 257 of the Act, signifying his intention to propose the candidature of Shri Paresh Soni for the office of the Director of the Company.

The Board recommends the passing of this resolution. None of the Directors is interested in this resolution.

ITEM NO. 5 :

Shri Anil Anand Rao was appointed as an Additional Director by the Board on the 4th December, 2001 under Section 260 of the Companies Act, 1956. He holds office till the conclusion of this Annual General Meeting. The Company has received a Notice alongwith the requisite deposit amount from a member, under Section 257 of the Act, signifying his intention to propose the candidature of Shri Anil Anand Rao for the office of the Director of the Company.

The Board recommends the passing of this resolution. None of the Directors is interested in this resolution.

ITEM NO. 6 :

The Company has received a Notice alongwith the requisite deposit amount from a member, under Section 257 of the Act, signifying his intention to propose the candidature of Shri Akhilesh Kumar Vora for the office of the Director of the Company.

The Board recommends the passing of this resolution. None of the Directors is interested in this resolution.

ITEM NO. 7 :

The Company has received a Notice alongwith the requisite deposit amount from a member, under Section 257 of the Act, signifying his intention to propose the candidature of Shri Rajshekhar S Ganiger for the office of the Director of the Company.

The Board recommends the passing of this resolution. None of the Directors is interested in this resolution.

ITEM NO. 8 :

The Company has received a Notice alongwith the requisite deposit amount from a member, under Section 257 of the Act, signifying his intention to propose the candidature of Shri Anil Kumar Dubey for the office of the Director of the Company.

The Board recommends the passing of this resolution. None of the Directors is interested in this resolution.

ITEM NO. 9 :

The Company has received a Notice alongwith the requisite deposit amount from a member, under Section 257 of the Act, signifying his intention to propose the candidature of Shri Subhash Chandra Nigam for the office of the Director of the Company.

The Board recommends the passing of this resolution. None of the Directors is interested in this resolution.