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KALPATARU POWER
TRANSMISSION LIMITED

ANNUAL
REPORT 1997-98



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Board of Directors

Chairman

Ismail M. Kanga

Managing Director

Mahendra G. Punatar

Directors

Mofatraj P. Munot

Suresh A. Gandhi

Jayanti C. Shah

Bhogilal D. Shah

Parag M. Munot

Additional Director

Ajay A. Munot

Company Secretary

Manoj G. Raichandani

Auditors

Kishan M. Mehta & Co., Ahmedabad

Bankers: Indian Bank, Oriental Bank of Commerce, Union Bank of India
Factory & Registered Office: Plot No. 101, Part III, G.I.D.C. Estate, Sector 28, Gandhinagar 380 028, Gujarat
Corporate Office: 111, Maker Chambers IV, Nariman Point, Mumbai 400 021

MD	<input checked="" type="checkbox"/>		BKC	<input checked="" type="checkbox"/>
CS	<input checked="" type="checkbox"/>		DPY	<input checked="" type="checkbox"/>
RO	<input checked="" type="checkbox"/>		DIV	<input checked="" type="checkbox"/>
TRA	<input checked="" type="checkbox"/>		AC	<input checked="" type="checkbox"/>
AGM	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	SHI	<input checked="" type="checkbox"/>
YE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>		

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Kalpataru Power Transmission Limited

Seventeenth Annual Report and Audited Statement of Accounts

For the year ended 31 March, 1998

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KALPATARU POWER TRANSMISSION LIMITED
Regd. Office : 101, Part III, G.I.D.C. Estate,
Sector - 28, Gandhinagar - 382 028, India.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that Seventeenth Annual General Meeting of the Shareholders of KALPATARU POWER TRANSMISSION LIMITED will be held on Saturday, the 25TH JULY, 1998 AT 11.00 A.M. at the SAI SADAN CONFERENCE HALL, SPORTS AUTHORITY OF INDIA, SECTOR - 15, GANDHINAGAR - 382 016 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at 31 March 1998 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri Ismail M. Kanga who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Mofatraj P. Munot who retires by rotation and being eligible, offers himself 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.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution:

6. As an Ordinary Resolution

"RESOLVED that Shri Ajay Munot, who was appointed as an Additional Director of the Company with effect from May 8, 1998, pursuant to Article 114 of the Articles of Association of the Company and who holds the office upto the date of this Annual General Meeting and being eligible has offered himself for reappointment and in respect of whom a notice in writing along with requisite fee pursuant to Section 257 of the Companies Act, 1956 has been received from a member proposing his candidature for the office of Director be and is hereby appointed a Director of the Company liable to retire by rotation."

By Order of the Board
for KALPATARU POWER TRANSMISSION LIMITED

Place : Gandhinagar
Date : 13 May 1998

(MANOJ RAICHANDANI)
COMPANY SECRETARY

NOTES :

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- b) The Register of Members and Share Transfer Books of the Company will be closed from 10 July 1998 to 20 July 1998 (both days inclusive).
- c) Dividend on Equity Shares as recommended by the Board of Directors, if declared at the Meeting, will be paid to those members whose names appear on the Company's Register of Members on 20 July 1998.
- d) Members are requested to immediately notify change of address, if any, to the company's Share Transfer Agents M/s. Intime Share Services Pvt. Ltd., 260-A, Shanti Industrial Estate, Sarojini Naidu Road, Mulund (West), Mumbai - 400 080.
- e) For any further information regarding the Annual Accounts, advance intimation should be given at the Registered Office of the Company and the members should ensure that such notice reaches the Company at least seven days before the date of the ensuing annual general meeting.
- f) Unclaimed dividend for the previous years will be transferred to the General Revenue Account of the Central Government on the expiry of the relevant applicable statutory periods. Members who have not encashed the dividend warrants for previous years may write to the company at its registered office. Necessary intimation is being sent by the Company individually to such shareholders.

ANNEXURE TO THE NOTICE

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

ITEM NO.6

Shri Ajay Munot was appointed as an Additional Director of the Company by the Board of Directors with effect from May 8, 1998 in terms of Article 114 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956, to hold office as an Additional Director upto the date of the ensuing Annual General Meeting. He is eligible for re-appointment. As required by Section 257 of the Companies Act, 1956, notice has been received from a member along with the requisite deposit signifying his intention to propose Shri Ajay Munot as candidate for the office of Directors liable to retire by rotation.

The Resolution for appointment of Shri Ajay Munot as Director of the Company is set out at item 6 of the convening Notice. Your Directors recommend that the Resolution be passed.

Shri Ajay Munot and Shri Mofatraj P. Munot are concerned or interested in the Resolution concerning appointment of Shri Ajay Munot. Save as aforesaid, no other Director of your Company is concerned or interested in the Resolution.

BY ORDER OF THE BOARD
for KALPATARU POWER TRANSMISSION LIMITED

PLACE : GANDHINAGAR
DATE : 13 MAY 1998

(MANOJ RAICHANDANI)
COMPANY SECRETARY



Form of Proxy

Kalpataru Power Transmission LimitedRegistered Office : 101, Part - III, G.I.D.C. Estate, Sector - 28,
Gandhinagar - 382 028.

I/We _____
 of _____ in the district of _____
 being member(s) of the above named company, hereby appoint _____ of _____
 or failing him _____
 of _____
 as my/our proxy to vote for me/us on my/our behalf at the 17th Annual General Meeting of the Company to be held at 11.00 a.m.
 on Saturday, the 25th July, 1998, at Sai Sadan Conference Hall, Sports Complex, Sports Authority of India, Sector - 15,
 Gandhinagar - 382 016 and at any adjournment thereof.

Signed at _____ (Place) this _____ day of _____ 1998.

Membership Folio No. _____

No. of shares held _____

Affix
30 paise
revenue
stamp

Note : This form in order to be effective should be duly stamped and signed and must be deposited at the Registered Office of
 the Company not less than 48 hours before the meeting.

----- TEAR HERE -----

Attendance Slip

Kalpataru Power Transmission Limited

Registered Office : 101, Part - III, G.I.D.C. Estate, Sector - 28, Gandhinagar - 382 028.

To be handed over at the entrance of the Meeting Hall.

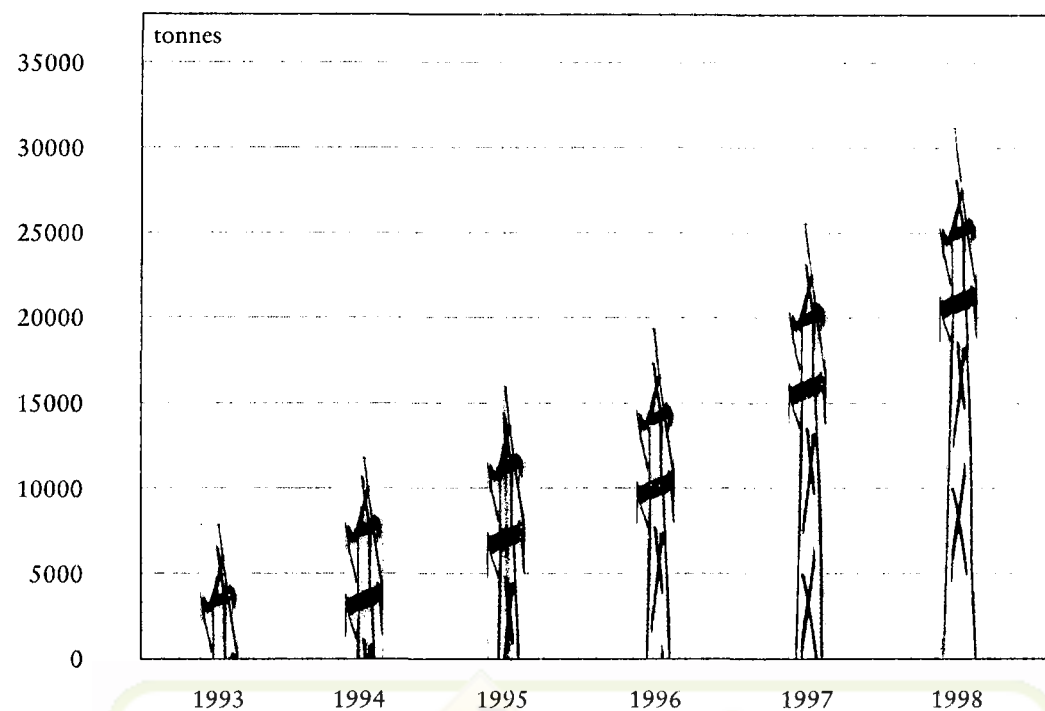
Name of the Attending Member (In Block letters)	Membership Folio No.
Name of Proxy (In Block Letters) (To be filled in if the Proxy attends instead of the Member)	No. of Shares Held

I hereby record my presence at the 17th Annual General Meeting of the Company at 11.00 a.m. on Saturday, the 25th July, 1998,
 at Sai Sadan Conference Hall, Sports Complex, Sports Authority of India, Sector - 15, Gandhinagar - 382 016.

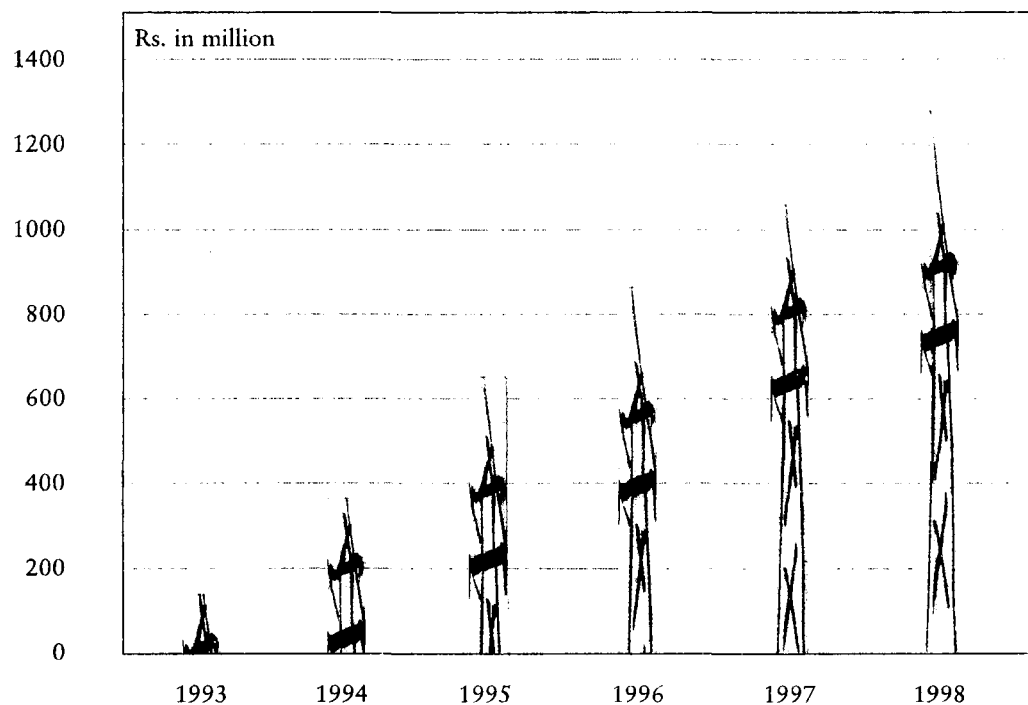
Member's / Proxy's Signature
 (To be signed at the time
 of handing over this slip)



PRODUCTION



SALES AND OTHER INCOME



DIRECTORS' REPORT

TO

THE MEMBERS,

Your Directors have pleasure in submitting the 17th ANNUAL REPORT on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31 March 1998.

FINANCIAL RESULTS	1997-98	1996-97
	(Rs. in lacs)	(Rs. in lacs)
Profit before Depreciation	1616.37	1356.49
Less: Depreciation	166.46	142.53
Provision for Diminution		
in value of Investment	389.92	—
Profit before Taxation	1059.99	1213.96
Less: Provision for Taxation	261.00	287.00
Net Profit After Taxation	798.99	926.96
Add: Surplus brought		
forward from previous year	201.95	100.84
Profit Available for appropriation	1000.94	1027.80
APPROPRIATIONS :		
Tax on Dividend for 1996-97	32.58	—
Transfer to general reserve	400.00	500.00
Proposed Dividend on Equity Shares	325.85	325.85
Tax on Proposed Dividend	32.58	—
Balance carried to Balance Sheet	209.93	201.95
	1000.94	1027.80

