





Our Products





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KOTHARI
PRODUCTS LIMITED

BOARD OF DIRECTORS

Chairman

M. M. KOTHARI

Vice Chairman

VIKRAM KOTHARI

Managing Director

DEEPAK KOTHARI

Directors

SHARDA KOTHARI

SADHNA KOTHARI

MITESH KOTHARI

DR. AVINASH GUPTA

DEEPAK AGARWAL

Company Secretary

RAJ KUMAR GUPTA

Auditors

MEHROTRA & MEHROTRA

Chartered Accountants

16/19-F, Civil Lines

Kanpur - 208 001

Registered Office and Investors Services Department

"Pan Parag House" 24/19, The Mall, Kanpur - 208 001.

Visit us on Internet at : <http://www.panparag.com>

E-mail : kothari@lw1.vsnl.net.in

Ph. No. (0512) 312171-74, Fax No. 91-0512-312058

The Shares of the Company are listed in the following Stock Exchanges and the Annual listing fees have been duly paid to all of them:-

The U.P. Stock Exchange Association Ltd.

Padam Towers

14/113 Civil Lines

KANPUR - 208 001

The Stock Exchange Mumbai

Phiroze Jeejeebhoy Towers,

25th Floor, Dalal Street,

MUMBAI - 400 001

The Stock Exchange Ahmedabad

Kamdhenu Complex

Nr. Polytechnic Panjara Pole

AHMEDABAD - 380 015

The Calcutta Stock Exchange Association Ltd.

7, Lyons Range,

CALCUTTA - 700 001

The Madras Stock Exchange Ltd.

Exchange Building

Post Box No. 183, 11, Second Line Beach,

CHENNAI - 600 001

The Delhi Stock Exchange Association Ltd.

West Plaza, Indira Gandhi Stadium

Indraprastha Estate

NEW DELHI - 110 002

National Stock Exchange of India Ltd.

Mahindra Towers

A-Wing, 1st Floor R.B.C.

Worli

MUMBAI - 400 018

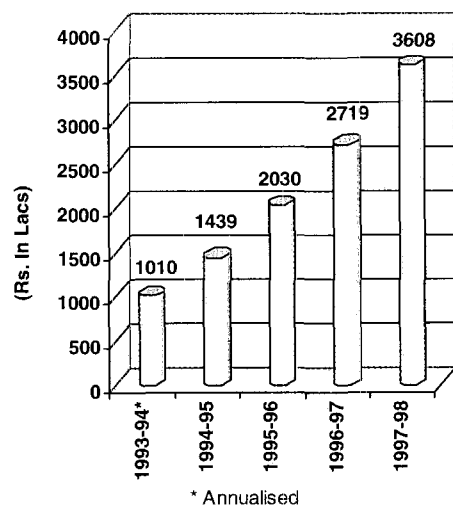


M.M. KOTHARI
Our Chairman

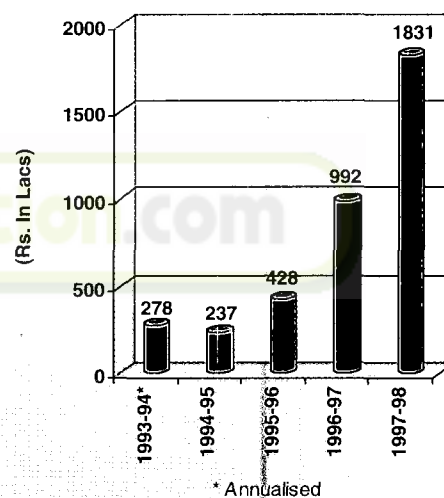


KOTHARI
PRODUCTS LIMITED

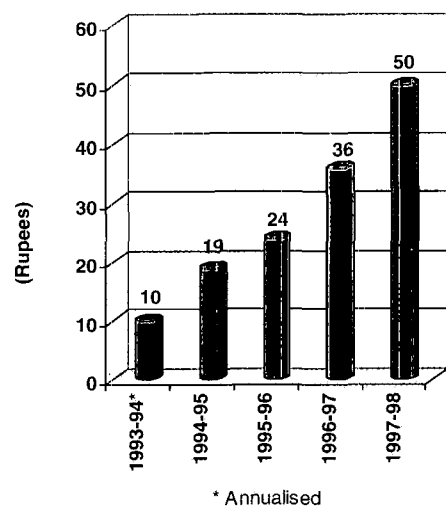
PROFIT BEFORE TAX



EXPORT EARNINGS



EARNING PER SHARE





Regd. Office : 'PAN PARAG HOUSE', 24/19, THE MALL, KANPUR - 208 001

PROXY FORM

15TH ANNUAL GENERAL MEETING, ON 23RD MARCH, 1999

I/We of
being a Member/Members of above named Company, hereby appoint
..... or failing him
..... of as my/our Proxy
to attend and vote for me/us and on my/our behalf at the Fifteenth Annual General Meeting of the Company, to be
held at '**HOTEL LAND MARK**', The Mall, Kanpur-208 001 on Tuesday, the 23rd day of March, 1999 at 1.00 P.M.
and any adjournment thereof.

Signed at this day of

Ledger Folio No.

Number of Equity

Shares held

Signature

Affix a
1 Rupee
Revenue
Stamp

NOTES :

1. The Proxy need not be a member.
2. This Proxy duly signed across 1 Rupee Revenue Stamp should reach the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.

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



Regd. Office : 'PAN PARAG HOUSE', 24/19, THE MALL, KANPUR - 208 001

ATTENDANCE SLIP

I, hereby record my presence at the Fifteenth Annual General Meeting being held on Tuesday the 23rd day of March, 1999 at 1.00 P.M. at '**HOTEL LAND MARK**', The Mall, Kanpur-208 001.

1. Full Name of the Shareholder/Proxy
(in Block Letters)
2. Ledger Folio No.
3. No. of Equity Shares held
4. Signature of the Share holder/Proxy
attending

To be used only when First named Shareholder is not attending

Please give full name of the Joint Holders.

1. Mr. /Mrs./Miss Signature
2. Mr. /Mrs./Miss Signature
(in Block Letters)

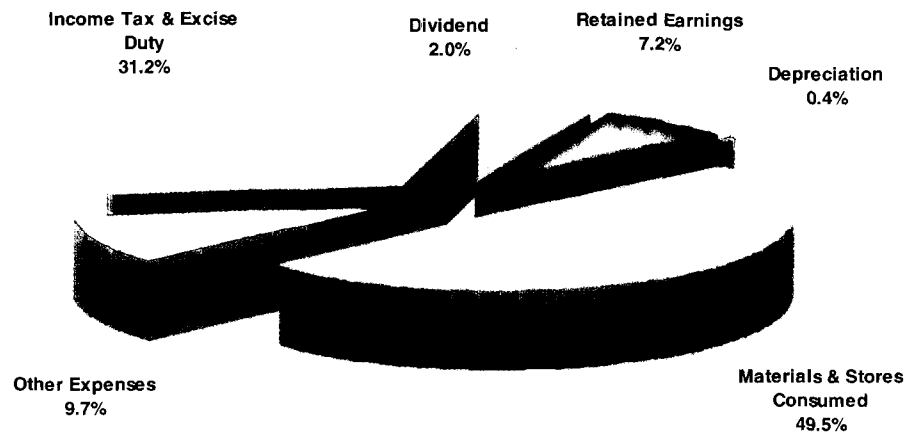
NOTES :

- i. Please fill in this attendance slip and hand it over at the entrance of the hall.
- ii. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them.



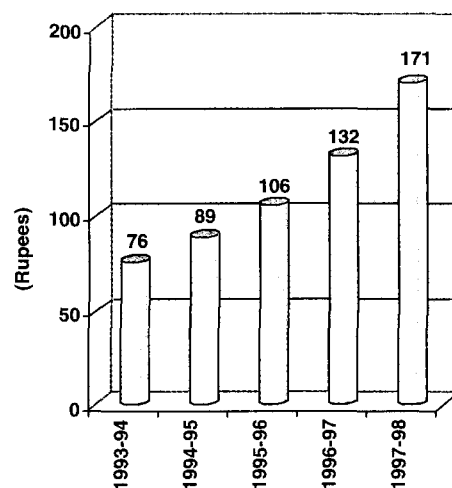


SPLIT-UP OF INCOME 1997-98



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BOOK VALUE PER SHARE





NOTICE :

NOTICE is hereby given that the **FIFTEENTH ANNUAL GENERAL MEETING** of the Members of Kothari Products Limited will be held at “**Hotel Landmark**”, 10 The Mall, Kanpur on Tuesday the 23rd day of March, 1999 at 1.00 P.M. to transact the following business :

ORDINARY BUSINESS :

- 1) To receive, consider and adopt the Balance Sheet as at 30th September, 1998 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
- 2) To declare dividend
- 3) To appoint a Director in place of Sri Deepak Kothari, who retires by rotation and being eligible, offers himself for reappointment.
- 4) To appoint a Director in place of Smt. Sadhna Kothari, who retires by rotation and being eligible, offers herself for reappointment.
- 5) To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS :

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

“RESOLVED THAT Pursuant to sections 198, 269 & 309 read with Schedule XIII of the Companies Act, 1956 and all other applicable provisions, if any, of the said Act, including any statutory modification(s) or re-enactment thereof for the time being in force, the approval of the members of the Company be and is hereby granted to the reappointment of Sri Deepak Kothari, Managing Director for a period of five years w.e.f. 12th October, 1998 on terms & conditions as mentioned below:-

SALARY :

Salary Rs.60,000/- per month.

PERQUISITES :

Perquisites listed below restricted to an amount not exceeding 10% of annual Salary :

CATEGORY-A

(i) HOUSING :

- (a) The expenditure by the Company on hiring furnished accommodation for the Managing Director will be subject to the ceiling of sixty percent of the Salary, over and above ten percent payable by the Managing Director or