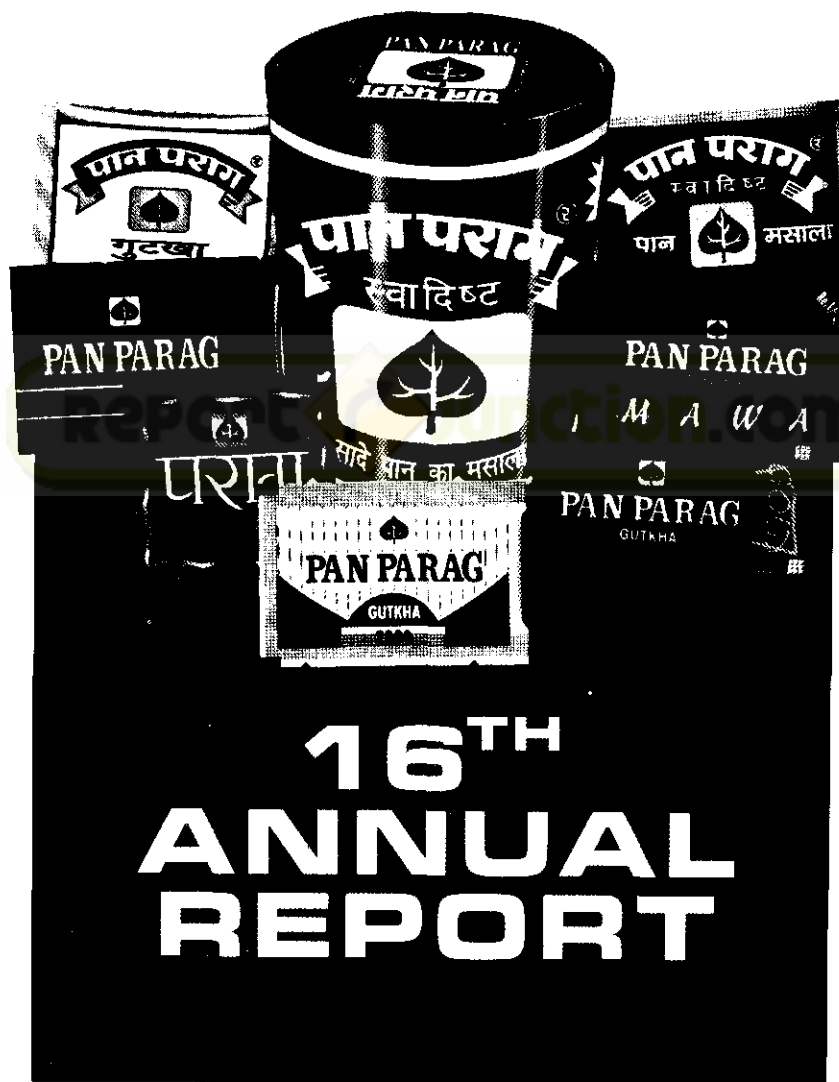




KOTHARI

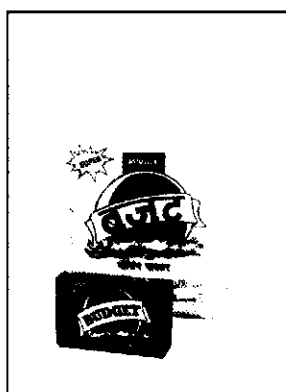
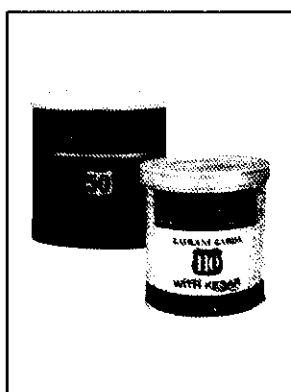
PRODUCTS LIMITED





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Our Products





KOTHARI
PRODUCTS LIMITED

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KOTHARI
PRODUCTS LIMITED

BOARD OF DIRECTORS

Chairman

M. M. KOTHARI

Managing Director

DEEPAK KOTHARI

Executive Director

MITESH KOTHARI

Directors

SHARDA M. KOTHARI

DR. AVINASH GUPTA

INDRA KUMAR BAGRI

RAJU B. SHAH

PRAMOD KUMAR TANDON

ONKAR NATH CHATURVEDI

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.

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.

DSE House, 3/1,

Asaf Ali Road

NEW DELHI - 110 002

National Stock Exchange of India Ltd.

Trade World, Senapati Bapat Marg,

Lower Parel

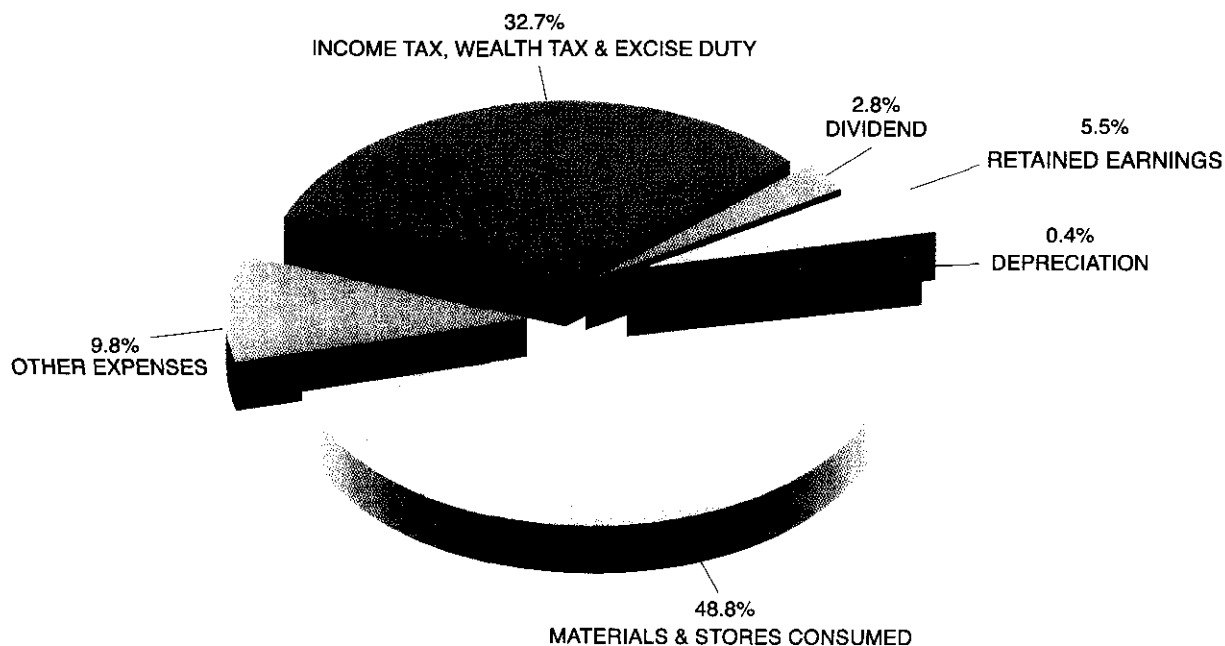
MUMBAI - 400 013



M.M. KOTHARI
Our Chairman

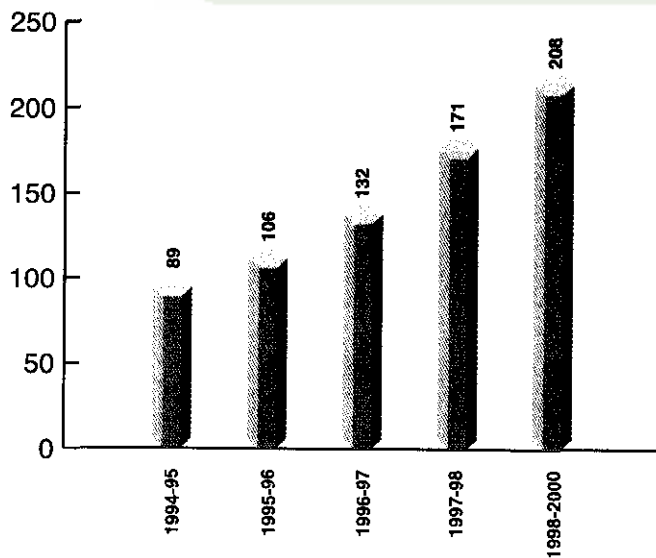


SPLIT-UP OF INCOME 1998-2000

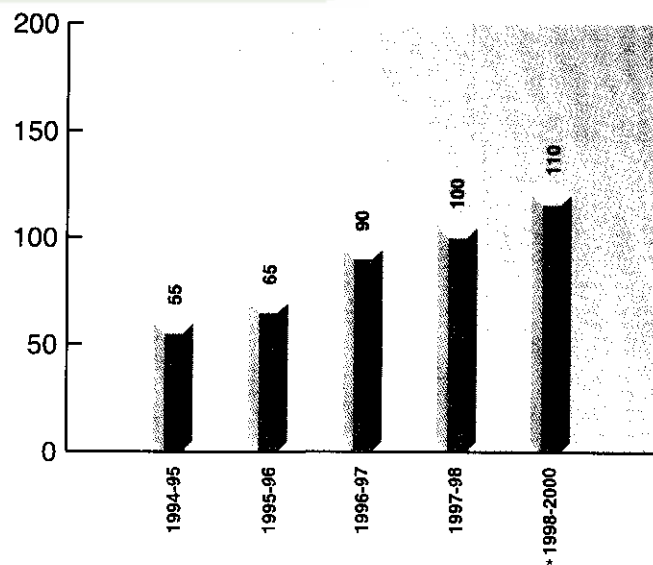


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BOOK VALUE PER SHARE (RUPEES)



DIVIDEND (%)



* ANNUALISED



NOTICE :

Notice is hereby given that the **SIXTEENTH ANNUAL GENERAL MEETING** of the Members of Kothari Products Limited, will be held on Thursday, the 14th day of September 2000 at "**Hotel Land Mark**", 10-The Mall, Kanpur at 1.00 P.M. to transact the following business :-

ORDINARY BUSINESS :

- 1) To receive, consider and adopt the Balance Sheet as at 31st March, 2000 and the Profit & Loss Account for the period ended on that date and the Reports of the Board of Directors and the Auditors thereon.
- 2) To declare Final Dividend of Rs. 1.50 per Share and confirm the Interim Dividend of Rs.15/- per Share, already paid by the Board of Directors.
- 3) To appoint a Director in place of Smt. Sharda M. Kothari, who retires by rotation, and being eligible, offers herself for reappointment.
- 4) To appoint a Director in place of Dr. Avinash Gupta, who retires by rotation and being eligible, offers himself for reappointment.
- 5) To re-appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS :

- 6) To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution :-

"RESOLVED THAT Pursuant to Sections 198, 269, 309 & 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Mr. Mitesh Kothari as Executive Director (Production) for a period of Five years w.e.f. 1st April, 2000 on following terms :

SALARY :

Salary Rs. 50,000/= per month.

PERQUISITES :

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

OTHER TERMS AND CONDITIONS:

As per the rules of the Company subject however to Schedule XIII to the Companies Act, 1956.

RESOLVED THAT where in any financial year the Company has no profits or its profits are inadequate, the remuneration as mentioned above, will be deemed to be the minimum remuneration.

Further Resolved that the Board of Directors of the Company be and is hereby authorised to increase the above remuneration subject to the limits laid down in Schedule XIII of the Companies Act, 1956."

To consider and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions :-

- 7) "RESOLVED THAT Mr. Raju B Shah, who was appointed as an Additional Director by the Board of Directors in its meeting held on 3rd July, 1999 pursuant to Sec. 260 of the Companies Act, 1956 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom a notice from a member of the Company has been received alongwith a deposit of Rs. 500/- pursuant to Section 257 of the Companies Act, 1956 proposing him for appointment as the Director of the Company, be and is hereby appointed as a Director subject to retirement by rotation."
- 8) "RESOLVED THAT Mr. Indra Kumar Bagri, who was appointed as an Additional Director by the Board of Directors in its meeting held on 3rd July, 1999 pursuant to Sec. 260 of the Companies Act, 1956 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom a notice from a member of the Company has been received alongwith a deposit of Rs. 500/- pursuant to Section 257 of the Companies Act, 1956 proposing him for appointment as the Director of the Company, be and is hereby appointed as a Director subject to retirement by rotation."



- 9) "RESOLVED THAT Mr. Pramod Kumar Tandon, who was appointed as an Additional Director by the Board of Directors in its meeting held on 3rd July, 1999 pursuant to Sec 260 of the Companies Act, 1956 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom a notice from a member of the Company has been received alongwith a deposit of Rs. 500/- pursuant to Section 257 of the Companies Act, 1956 proposing him for appointment as the Director of the Company, be and is hereby appointed as a Director subject to retirement by rotation."
- 10) "RESOLVED THAT Mr. Onkar Nath Chaturvedi, who was appointed as an Additional Director by the Board of Directors in its meeting held on 3rd July, 1999 pursuant to Sec. 260 of the Companies Act, 1956 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom a notice from a member of the Company has been received alongwith a deposit of Rs. 500/- pursuant to Section 257 of the Companies Act, 1956 proposing him for appointment as the Director of the Company, be and is hereby appointed as a Director subject to retirement by rotation."

- 11) To consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications & re-enactments thereof for the time being in force & subject to any approval, if necessary, the Articles of Association of the Company be and are hereby altered as follows :

I In existing Article 1 of Articles of Association related to Interpretation :

- a) In second line, the word 'act' be substituted by the word 'Act'.
- b) After the definition of the Term 'The Act' to add - "Including any statutory modification or re-enactment thereof, for the time being in force."
- c) The following definitions be added at the end :

'Beneficial Owner' shall mean beneficial owner as defined in Clause (a) of sub section (1) of Section 2 of the Depositories Act, 1996;

'Depositories Act, 1996' shall include any statutory modification or re-enactment thereof; and

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

II The existing Article 38 be substituted by the following new Article :

"Subject to the provisions of Section 111A of the Act, the Directors may, with sufficient cause, refuse to register transfer of Shares.

III After the existing Article 13, the following Article be inserted :

13A Nothing contained in Article 10,11,12 & 13 (c) & (d) shall apply to securities held in electronic form in a Depository and the provisions of the Depositories Act, 1996 shall apply.

IV In the existing Article 37 the following be added after the words "any share" :- "held in material form and in the case of transfer of any share etc. held in electronic form in a depository, the provisions of the Depositories Act, 1996 shall apply."

V After the existing Article 46, the following Articles be inserted as Article 46A, 46B, 46C & 46D:

46A Nothing contained in Article 34,35,36,38,39,40,41,43,44 & 46 or Section 108 of the Companies Act, 1956 shall apply to transfer & transmission of securities which are held in depository system. The Provisions of the Depositories Act, 1996 shall apply in respect of the shares held in the dematerialised form as to their transfer, transmission etc.

46B Save as herein provided the Company shall be entitled to treat the persons whose name appears on the Register of Members as the holder of any share or whose name appears as the Beneficial Owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equitable,



contingent, future or partial or other claim or claims or right to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

46C:

- (i) **Dematerialisation of Securities:** The Company shall be entitled to dematerialise its existing shares, debentures & other securities, rematerialise its shares, debentures & securities held in Depository and/or to issue its fresh shares, debentures and other securities in a dematerialised form pursuant to the Depositories Act, 1996 and any rules framed thereunder.
- (ii) **Securities in Depository mode to be in fungible form:** All the securities held in the depository mode with a depository shall be dematerialised and be in a fungible form and nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to them.
- (iii) **Conversion of shares held in physical mode to dematerialised form:** Upon receipt of certificate of shares on surrender by a person who has entered into any agreement with the depository, the Company shall cancel such certificate and substitute in its records the name of depository as the registered owner in respect of the said shares and shall also inform the depository accordingly.
- (iv) **Rematerialisation of Securities:** If a beneficial owner opts out of the depository in respect of any shares of the Company and the Company receives due intimation thereof from the depository, the Company shall on fulfillment of such conditions and on payment of such fees as may be prescribed or determined by the Board, issue certificate of the said shares to the beneficial owner or the transferee, as the case may be.
- (v) **Register and Indices of Beneficial owners:** For the purposes of this Article, the Registers and Indices of Members and Debentureholders shall be deemed to include the Registers and Indices of Beneficial Owners maintained under the Depositories Act, 1996 by every Depository in respect of securities issued by the Company.

46D:

Nomination: Notwithstanding anything contained herein, a Member has a right to nominate one or more persons as his/her nominee(s) to be entitled to the rights and privileges as may be permitted under the law in the event of death of the said member(s) subject to the provisions of the Companies Act, 1956, and other applicable laws.

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

"RESOLVED THAT pursuant to Sec. 293(1)(a) of the Companies Act, 1956, the approval of the Members of the Company be and is hereby accorded for the Sale/Lease of the Company's Lamination Factory situated at Plot No. D-16 Panki Industrial Area, Site III, Kanpur at a price and at terms to be decided by the Board of Directors of the Company in the best interest of the Company.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to take all such actions and sign all such deeds and documents as it may deem fit in this connection."

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

PLACE : KANPUR
DATE : 31st July, 2000

By Order of the Board
for **KOTHARI PRODUCTS LIMITED**

RAJ KUMAR GUPTA
Company Secretary



NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Instrument appointing a Proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. Members are hereby informed that as per SEBI notification, the Company's Equity shares have been put in compulsory dematerialised trading by all Investors w.e.f. 24.7.2000. Members are therefore, advised to dematerialise their shares in their own interest because of inherent advantages of trading of shares in dematerialised form.
4. The relevant Explanatory Statement pursuant to Sec.173(2) of the Companies Act, 1956 in respect of item No. 6 to 12 is annexed hereto.
5. The Register of Members of the Company shall remain closed from Tuesday, the 5th September, 2000 to Thursday, the 14th September, 2000. (both days inclusive).
6. THE MEMBERS HOLDING PHYSICAL SHARES ONLY ARE, IN THEIR OWN INTEREST, ADVISED TO PROMPTLY SEND REQUESTS FOR TRANSFER OF SHARES, CHANGE OF ADDRESS AND BANK PARTICULARS TO THE SECRETARIAL DEPARTMENT AT THE REGISTERED OFFICE OF THE COMPANY. HOWEVER, THE MEMBERS HOLDING DEMAT SHARES ARE ADVISED TO INTIMATE THE CHANGE OF ADDRESS AND BANK DETAILS REQUESTS TO THEIR CONCERNED DEPOSITORY PARTICIPANTS.
7. Those Members who have not encashed/received their Dividend Warrants for the financial years 1994-95, 1995-96, 1996-97 & 1997-98 may approach the Secretarial Department at the Registered Office of the Company for revalidation of Dividend Warrants or for obtaining duplicate Dividend Warrants.
8. Members are hereby also informed that Dividend which remains unclaimed/unencashed over a period of 7 years has to be transferred by the Company to the Investors Education & Protection Fund (IEPF) constituted by the Central Government u/s 205A and 205C of the Companies Act, 1956 respectively. Further, under the amended provisions of Sec.205B of the Companies Act, 1956, no claim shall lie for the unclaimed Dividend from IEPF by the Shareholders.
9. Members desirous of getting any information about the accounts and operations of the company are requested to send their query at the Regd. Office well in advance so that the same may reach the Office atleast seven days before the date of the meeting to enable the management to keep the information required readily available at the meeting.
10. Section 109A of the Companies Act, 1956 has extended nomination facility to individuals holding shares in Companies. Shareholders, in particular those holding shares in single name, are advised to avail of the above facility, in their own interest, by furnishing to the Company the particulars of their nominations. The prescribed application form may be obtained by the Share holders from the Company's Secretarial Department at its Registered Office.
11. Members are requested to bring their copies of Annual Report at the meeting.