



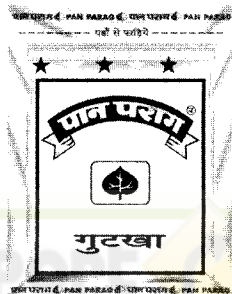
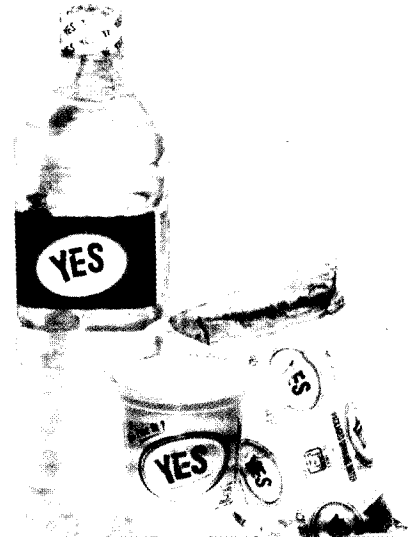
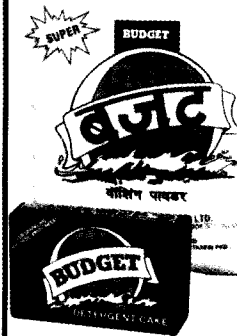
KOTHARI
PRODUCTS LIMITED

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मचा दे...

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जमा दे!

Our Products




KOTHARI
 PRODUCTS LIMITED

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BOARD OF DIRECTORS

Chairman

M.M. KOTHARI

Managing Director

DEEPAK KOTHARI

Executive Director

MITESH KOTHARI

Directors

SHARDA M. KOTHARI

ONKAR NATH CHATURVEDI

DR. AVINASH GUPTA

RAJU B. SHAH

PRAMOD KUMAR TANDON

Company Secretary

RAJ KUMAR GUPTA

AUDITORS

MEHROTRA & MEHROTRA

Chartered Accountants

16/49, Civil Lines

Kanpur - 208 001

AUDIT COMMITTEE

Chairman

PRAMOD KUMAR TANDON

Members

DEEPAK KOTHARI

SHARDA M. KOTHARI

DR. AVINASH GUPTA

RAJU B. SHAH

SHARE TRANSFER & SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE

Chairman

PRAMOD KUMAR TANDON

Members

DEEPAK KOTHARI

SHARDA M. KOTHARI

MITESH KOTHARI

REGISTERED OFFICE & SECRETARIAL DEPARTMENT

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

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

E-mail : panparag@sancharnet.in

Ph. No. (0512) 2312171-74, Fax No. 0512-2312058



KOTHARI
PRODUCTS LIMITED



M.M. KOTHARI
Our Chairman



NOTICE :

Notice is hereby given that the **NINETEENTH ANNUAL GENERAL MEETING** of the Members of Kothari Products Limited, will be held on Monday the 29th day of December, 2003 at "HOTEL LAND MARK", 10, The Mall, Kanpur at 11.00 A.M., to transact the following business :-

ORDINARY BUSINESS :

- 1) To consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2003 and the Profit & Loss Account for the financial year ended on that date and the Reports of the Directors' and Auditors' thereon.
- 2) To declare a dividend for the aforesaid financial year.
- 3) To appoint a Director in place of Smt. Sharda M. Kothari, who retires by rotation and being eligible, offers herself for re-appointment.
- 4) To appoint a Director in place of Dr. Avinash Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
- 5) To re-appoint M/s Mehrotra & Mehrotra, Chartered Accountants, retiring Auditors, as Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS :

- 6) To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution** :-

"RESOLVED THAT pursuant to sections 198, 309 & 310 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 following amendment in the terms of appointment of Sri M.M.Kothari, Chairman (Executive), w.e.f.1st April, 2003, for the remaining period of his tenure. All other terms & conditions remain the same as approved in the 18th Annual General Meeting held on 26th September, 2002 :-

(i) COMMISSION :-

Commission @2% of the net profits of the Company in a particular financial year, will be payable annually, instead of 1% from the financial year 2003-04.

(ii) GRATUITY :-

Ceiling of Rs.3.5 Lac(s) or such sum as may be fixed by the concerned Government Authority, from time to time, shall be applicable instead of Rs.1 Lac.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do & sign all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution."

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

"RESOLVED THAT Sri Mitesh Kothari, who was appointed as an Additional Director of the Company, pursuant to Section 260 of the Companies Act, 1956 and holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, not liable to retirement by rotation under the Articles of Association of the Company.

FURTHER RESOLVED THAT pursuant to sections 198, 269, 309 & 310 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 re-appointment of Sri Mitesh Kothari as Executive Director (Production) w.e.f. 1st October, 2002 on the following terms & conditions including the modification therein mentioned below :-

SALARY :-

Rs. 75,000/- P.M.

PERQUISITES :-

Such perquisites as may be mutually decided between the Board and the aforementioned Director shall be payable to him, subject to the maximum of Annual Salary.

**COMMISSION :-**

Commission @ 1% of the net profits of the Company, for the year 2002-03 will be payable, in addition to the above salary & perquisites. However w.e.f. 1st April, 2003 the commission will be payable annually @ 2% of the net profits of the Company in a particular Financial Year.

OTHER TERMS & CONDITIONS :-

As per the rules of the Company.

"RESOLVED FURTHER THAT where during the currency of tenure of Executive Director, the Company has no profits or its profits are inadequate in any financial year, he shall be entitled to remuneration by way of salary and perquisites not exceeding the limits specified above as minimum remuneration.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do, sign & execute all such acts, deeds, matters & things as may be considered necessary, usual or expedient to give effect to the above resolution.

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

"RESOLVED THAT pursuant to Sections 198, 269, 309, 310 & 311 and schedule XIII to the Companies Act, 1956 and all other applicable provisions, if any, of the said Act, including any Statutory modifications or re-enactment(s) thereof for the time being in force, the approval of the members of the Company be and is hereby granted to the re-appointment of Sri Deepak Kothari, as Managing Director of the Company for a period of five years w.e.f. 12th October, 2003, who shall not be liable to retire by rotation, on following terms & conditions, including the modification as mentioned below :-

1. SALARY :

Rs. 90,000/- P.M.

2. PERQUISITES :

Such perquisites listed below as may be mutually decided between the Board and Sri Deepak Kothari, shall be payable to him, subject to maximum 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
- (b) In case the accommodation owned by the Company is provided, ten percent of the salary of the MANAGING DIRECTOR shall be deducted by the company; or
- (c) In case no accommodation is provided by the Company, the MANAGING DIRECTOR shall be entitled to house rent allowance, subject to the ceiling laid down in Clause (a) herein above.

Explanation :

The expenditure by the Company on gas, electricity, water and furnishings shall be valued as per the Income tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent of the salary of the MANAGING DIRECTOR.

(ii) MEDICAL REIMBURSEMENT :

Expenses incurred in India or abroad for Medical treatment of self and his family, subject to a ceiling of One month's salary in a year or Three months salary over a period of three years.

(iii) LEAVE TRAVEL CONCESSION :

Leave travel concession for self and his family once in a year to and from any place in India or abroad subject to the condition that only actual fare shall be reimbursed.

(iv) CLUB FEES :

Fees in respect of two clubs to be borne by the Company but not the admission or life membership fees payable to the Clubs.



KOTHARI
PRODUCTS LIMITED

(v) PERSONAL ACCIDENT INSURANCE :

Accident Insurance for an amount the premium for which shall not exceed Rs. 4,000/- per annum.

Explanation :

For the purpose of Category - 'A', 'family' means the spouse, dependent children and dependent parents of the MANAGING DIRECTOR.

CATEGORY - B

(i) PROVIDENT FUND :

The Company's contribution to Provident Fund, as per rules of the Company, subject to a ceiling of 12% of the salary. Contribution to Provident Fund will not be included in the computation of the ceiling on perquisites to the extent it is not taxable under the Income-tax Act, 1961.

(ii) BONUS :

Payable as per Company Rules.

(iii) GRATUITY :

Gratuity not exceeding one-half month's salary for each completed year of service, subject to a ceiling of Rs. 3,50,000/-.

CATEGORY - C

(i) MOTOR CAR :

Free use of Car with driver for the Company's business, all the expenditure in connection there with to be borne by the company.

(ii) TELEPHONE :

Free telephone and fax facility at the residence.

Explanation :

Provisions of car for use on the Company's business and telephone and fax at residence would not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose would be billed to the Managing Director by the Company and reimbursed by him to Company.

OTHER TERMS

(i) EARNED LEAVE :

One month's leave with full pay and allowance for every completed eleven months of service. However, Leave accumulated and not availed of during his tenure as MANAGING DIRECTOR may be allowed to be encashed at the time of retirement as per rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

(ii) REIMBURSEMENT OF EXPENSES :

Reimbursement of travelling, entertainment and other expenses incurred by him during the course of the business of the Company.

(iii) SITTING FEES :

He is not entitled to sitting fees for attending Meetings of the Board or of a Committee thereof.

(iv) TERMINATION CLAUSE :

The appointment shall be terminable by the Company giving to the Managing Director a notice of three months of such termination or on payment of three months salary in lieu thereof and by the Managing Director by notice of three months to the Company.



3. COMMISSION :

In addition to the above salary & perquisites, commission @2% of net profits of the Company in a particular financial year, will be payable annually w.e.f. 1st April, 2003.

OTHER CONDITIONS

- (a) For all other terms and conditions not specifically spelt out above, the Rules and Orders of the Company shall apply.

RESOLVED FURTHER THAT where during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate in any financial year, the Managing Director shall be entitled to remuneration by way of salary and perquisites not exceeding the limits specified above, as minimum remuneration.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do & sign all such acts, deeds, matters & things as may be considered necessary, usual or expedient to give effect to the above resolution."

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

"RESOLVED THAT pursuant to Section 149 (2A) of the Companies Act, 1956 the consent of the Company be and is hereby accorded to the commencement of the new business by the Company inter alia contained in sub-clause 19 of clause III (C) of the Memorandum of Association namely "Manufacturers of aerated mineral and artificial waters and other drinks purveyors."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and to take all such steps as may be necessary to give effect to the aforesaid."

10. To consider & if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to Sec.309(2) of the Companies Act, 1956 the Non Executive Directors of the Company be paid sitting fee, for each meeting of the Board of Directors, of such an amount as may be approved by the Board of Directors from time to time.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to approve & pay any other type of remuneration to the aforesaid Non Executive Directors of the Company, subject to the provisions of the Companies Act, 1956 and other applicable provisions of the Listing Agreement.

11. To consider & if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 372 A of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorised to make investments, of the surplus funds of the Company, in excess of 60% of the Paid up Share Capital and free reserves of the Company or 100% of the free reserves of the Company whichever is more, in the Shares of Companies specified in BSE 500 Index, Units of Mutual Funds registered with SEBI like LIC, SBI, HDFC, PRUDENTIAL ICICI, Standard Chartered, IDBI, BIRLA Mutual Funds etc. either in the Debt funds and/or Balanced funds and/or Equity funds and/or MIP(s) and/or G-Sec Funds and/or Hybrid Funds either open ended or close ended either cumulative or non-cumulative or any combination thereof and also Mutual funds of Nationalised/ Scheduled Banks/Foreign Banks and/or UTI or any other Corporate Bodies formed under the Act of Parliament.

RESOLVED FURTHER THAT without prejudice to above the investments, within the limits not requiring the approval of shareholders, shall be done by Board of Directors in the manner, it may think beneficial in the interest of the Company.

RESOLVED FURTHER THAT the aggregate of the aforesaid investments outstanding at any time shall not exceed Rs.500 Crores.

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

Regd. Off :

'PAN PARAG HOUSE'

24/19, THE MALL, KANPUR - 208 001

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

RAJ KUMAR GUPTA
Company Secretary

DATE : 19th November, 2003



KOTHARI
PRODUCTS LIMITED

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. Proxies, in order to be effective should be completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. The relevant Explanatory Statement pursuant to Sec.173(2) of the Companies Act, 1956 in respect of item no. 6 to 11 is annexed hereto.
4. The Register of Members of the Company shall remain closed from Tuesday, 23rd December, 2003 to Monday, 29th December, 2003 (both days inclusive).
5. The Dividend for the year ended 31st March, 2003 as recommended by the Board, if approved by the members, will be paid, to the physical members whose names appear in the Company's Register of Members on the date of Annual General Meeting. In respect of shares held in electronic form, the dividend will be payable on the basis of their beneficial ownership as at the end of 22nd December, 2003 as per details furnished by National Securities Depository Ltd. and Central Depository (Services) Ltd. for this purpose.
6. **THE MEMBERS HOLDING PHYSICAL SHARES ARE, IN THEIR OWN INTEREST, ADVISED TO SEND IMMEDIATELY REQUESTS FOR 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 IMMEDIATELY INTIMATE THE CHANGE OF ADDRESS AND BANK DETAILS TO THEIR CONCERNED DEPOSITORY PARTICIPANTS.**
7. Those Members who have not encashed/received their Dividend warrants for the financial years 1995-96 onwards may approach the Secretarial Department at the Registered Office of the Company for revalidation of Dividend Warrants or for obtaining duplicate Dividend Warrants in lieu of the lost warrants.
8. Members are hereby also informed that Dividends which remain unclaimed/unencashed for a period of 7 years, from the date of transfer to the unpaid Dividend Accounts, have 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. 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.

The unpaid Dividend amount relating to the Financial Year 1994-95 has been transferred to the Investor Education & Protection Fund in the month of April, 2003.

MEMBERS ARE ADVISED TO NOTE THAT THE UNPAID DIVIDEND AMOUNT RELATING TO FINANCIAL YEAR 1995-96 WILL BE TRANSFERRED TO THE INVESTOR EDUCATION & PROTECTION FUND, AS PER THE PROVISIONS OF SEC.205A (5) OF THE COMPANIES ACT 1956, IN JULY 2004. FURTHER, NO CLAIM SHALL LIE, IN RESPECT OF THE AFORESAID DIVIDEND TRANSFERRED TO THE FUND, EITHER AGAINST THE COMPANY/ITS OFFICERS OR AGAINST THE GOVERNMENT.
9. Members desirous of getting any information at the meeting about the accounts and operations of the company are requested to send their query at the Registered 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 as sole holder 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. Please note that no gifts will be distributed at the meeting.*