



LINEAR POLYMERS LIMITED

**14th Annual Report
and accounts 2000-2001**

LINEAR POLYMERS LIMITED

14th Annual Report
and accounts 2001

Board of Directors:

Shri Ashok Shah	Chairman and Managing Director
Shri Dinesh Mehta	Director
Shri Shashank Shah	Director

Auditors:

Jain & Bafna
5, Ganesh Wadi, 4th Floor,
Mumbai - 400 002

Regd. Office:

213, Tulsiani Chambers,
Nariman Point,
Mumbai - 400 021

Bankers :

State Bank Of India
Canara Bank

Solicitor:

Little & Co.



NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of LINEAR POLYMERS LIMITED will be held at Green Room, Garware Club House, Wankhede Stadium, Churchgate, D. Road, Mumbai - 400 020. On Saturday, the 25th day of August, 2001 at 10.00 A.M. to transact the following business :-

AS ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Balance Sheet as at 31st March, 2001 and the Reports of Director's and Auditors thereon.
2. To appoint a Director in place of Shri Dinesh Mehta, who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

AS SPECIAL BUSINESS:

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

"Resolved that subject to all applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof and any ordinance promulgated in this regard for the time being in force as may be enacted/ promulgated from time to time and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the company (hereinafter referred to as the Board) the consent of the company be and is hereby accorded to the Board to buy back from the date of this resolution from the existing holders of shares and/or other securities giving right to subscribe for shares of the company, on a proportionate basis and/or from the open market and/or from the lots smaller than market lots of the securities (odd lots) and/or by purchasing securities issued to the employees pursuant to a scheme/option, the shares or such other securities or securities having such underlying voting rights as may be hereafter be notified by the Central Government or any other regulatory authority, from time to time (herein for brevity sake referred to as "the securities") of the company, from out of its free reserves or out of securities premium account of the company, or out of the proceeds of any issues made by the company specifically for the purpose, or from such other sources as may be permitted by law, on such terms, conditions and in such manner as may be prescribed by law from time to time provided that the aggregate of

LINEAR POLYMERS LIMITED

the securities so bought back shall not exceed the prescribed limits of the respective securities of the company."

RESOLVED FURTHER that the Board of Directors of the company be and is hereby authorised to do all such acts, things and deeds with all such matters and to take all such steps in this regard as it may, in its absolute discretion, be necessary, fit or proper."

- (5) To consider, and if thought fit, to pass the following resolution with or without modification as a SPECIAL RESOLUTION:

After Article No.24, the following new Articles be added as 24A & 24B.

(24A) BUYBACK OF SHARES:

The Company shall have power, subject to and in accordance with all applicable provisions of the Act, to purchase any of its own fully paid shares, whether or not they are redeemable and may make payment out of capital in respect of such purchase.

(24B) NONVOTING SHARES:

"Subject to the provisions of the Act, and all other applicable provisions of law, the company may issue shares, either equity or any other kind with non voting rights and the resolution authorising such issue shall prescribe the terms and conditions of the issue."

Registered Office:
213, Tulsiani Chamber,
Nariman Point
Mumbai - 400 021
Dated : 31st May, 2001

BY ORDER OF THE BOARD

(Shashank Shah)
DIRECTOR

NOTE (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

- 2) THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.



- (3) The Share Transfer Register and Member's Register shall remain closed from Thursday, the 16th August, 2001 to Saturday the 25th August, 2001 (Both days inclusive.)
- (4) Members are requested to notify changes in address if any, immediately to the company at the registered office quoting their folio numbers.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES Act, 1956 annexed to notice:

Item no.:4

The companies Act, 1956 has recently allowed the purchase of own shares by companies, which has given flexibility to the companies to buy their own shares to enable them to maintain need based capital, so as to reduce the cost of capital. Such buy back of their own shares by the companies, with liberty to re-issue or cancel the same, is not being construed as reduction in capital. The directors recommend the resolution having enabling powers in the Articles of Association for this purpose.

The shareholders may pass the resolution as set out in item No.4 of the notice to enable the company to purchase its own shares. The powers thus conferred on the Board of Directors will be exercised after the proposed resolution is passed:

None of the directors of the company is concerned or interested in the resolution.

Item No.: 5

It is proposed to add new Articles number 24A and 24B after the Article No.24 as set out in item No.5 of the notice, to (a) enable the company to purchase any of its own shares. (b) to issue non voting shares in accordance with provisions of law as may be for the time being, prevailing. In the event the company is permitted by law to purchase its own shares and/or issue non voting shares the proposed resolution would confer authority to the Board for the purpose. As per Provision of section 31 of the Companies Act, 1956, a Company may by a special resolution alter its Articles of Association. The directors recommend the resolution for the approval of the shareholders.

None of the directors of the company is concerned or interested in the resolution.

LINEAR POLYMERS LIMITED

DIRECTORS REPORT

The Members

LINEAR POLYMERS LTD.

The Directors have pleasure in presenting the Fourteenth Annual report with the Audited Accounts for the year ended on 31st March, 2001

FINANCIAL RESULTS :

	Current year ended 31.3.01 (Rs. in lacs)	Previous year ended 31.3.00 (Rs. in lacs)
Operating profit before depreciation	2.68	10.44
Less : Depreciation	0.60	0.60
Profit before Tax	2.08	9.84
Less : Provision for Tax	- - -	4.00
Profit after Tax	2.08	5.84
Add : Balance brought forward from Previous year	19.85	14.01
Balance Carried to Balance Sheet	<u>21.93</u>	<u>19.85</u>

DIVIDEND:

In view of in-adequacy of distributable profit, the directors do not recommend any dividend for the year.

DIRECTORS :

In accordance with the provisions of Articles of Association of the company Shri Dinesh Mehta retire by rotation, and being eligible, for re-appointment have offered himself for re-appointment.

AUDITORS:

M/s. Jain & Bafna Chartered Accountants, Mumbai will retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

PARTICULARS OF EMPLOYEES :

The information as per section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 is Nil for the year under report.

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

Your directors confirm that:

- (I) In the preparation of the annual accounts, applicable accounting standards have been followed, with proper disclosure of any departures,
- (II) The accounting policies are consistently applied and reasonable, prudent judgement and estimates are made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year,
- (III) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities,
- (IV) That the directors have prepared the accounts on a going concern basis.

SECRETARIAL COMPLIANCE CERTIFICATE:

Your directors confirm that the Company has complied with all applicable provisions of the companies Act, 1956 and has obtained the requisite certificate pursuant to Companies (Compliance Certificate) Rules 2001

PARTICULARS OF EMPLOYEES:

There were no employees who were in receipt of remuneration which is in aggregate not less than Rs. 12,00,000/- per annum, if employed throughout the year or Rs. 1,00,000/- per month, if employed for part of the year.

OTHER INFORMATION :

As required under section 217 (1) (e) of the Companies Act, 1956 read with rule 2 of the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules 1988, the particulars relating to the conservation to energy, technology absorption. Foreign Exchange earnings and outgo is NIL.

ACKNOWLEDGMENT:

The Directors would like to express their gratitude to the financial institutions, and the Company's bankers for their continued Co-operation. Finally the directors would like to acknowledge their appreciation, to all the employees of the Company for their sincere and dedicated services.

For and on behalf of the Board

Mumbai Dated : 31st May, 2001

(Ashok Shah)
Chairman