

## **19TH ANHUAL REPORT**

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**MALABAR TRADING COMPANY LIMITED**

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**NOTICE**

Notice is hereby given that the **NINETEENTH ANNUAL GENERAL MEETING** of the Members of the Company will be held on Thursday, the 30<sup>th</sup> day of September, 1999 at 11.00 a.m. at the Registered office of the Company at 401, Sangeet Plaza, 4th Floor, Marol Maroshi Road, Andheri (E), Mumbai - 400 059, to transact the following business:

**ORDINARY BUSINESS :**

1. To consider and adopt the Balance Sheet as at 31st March, 1999, Profit & Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in Place of Smt. Devhooiti J. Vyas, who retires by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS :**

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**.

**"RESOLVED THAT** Shri Rajnikant T. Vyas, who was appointed as an Additional Director in terms of article 85 of the Articles of Association of the Company read with Section 260 of the Companies Act, 1956, at the Board Meeting held on 30<sup>th</sup> January, 1999, and who holds office only upto the date of this Annual General Meeting and being eligible for the reappointment, offers himself to be appointed and confirmed as a Director, if appointed, and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a member signifying his intention to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**.

**"RESOLVED THAT** Shri Janmejy R. Vyas, who was appointed as an Additional Director in terms of article 85 of the Articles of Association of the Company read with Section 260 of the Companies Act, 1956, at the Board Meeting held on 30<sup>th</sup> January, 1999, and who holds office only upto the date of this Annual General Meeting and being eligible for the reappointment, offers himself to be appointed and confirmed as a Director, if appointed, and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a member signifying his intention to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

a. 9,50,000 Equity Shares shall be offered for subscription for cash to the Members of the Company whose names appear on the Register of Members on the date to be determined by the Board on Rights basis in the ratio of 19 (Nineteen) equity shares for every 1 (one) equity shares held by them. Fractions if any arising as a result of determination of the proportion shall be rounded-off to the next higher integer.

Provided that the Board is authorised to re-fix and re-calculate the entitlement of said Right Shares in the event the ratio of entitlement as aforesaid is required to be modified or varied on its own or as may be directed by SEBI or any other concerned authority.

**FURTHER RESOLVED THAT** the unsubscribed portion of Equity Shares, if any, out of the Equity offered to the Members may be disposed off by the Board in the manner it deems fit in the best interest of the Company, subject to the approval of concerned authorities, if any.

**FURTHER RESOLVED THAT** the Equity Shares offered shall be subject to Memorandum and Articles of Association of the Company and they shall rank pari passu in all respects with the existing Equity Shares of the Company except that they shall be entitled to dividend, if any, which may be declared or paid for the financial year in which they are allotted, which will be in proportion to the amount paid up on this Equity Shares and prorata for the period commencing from the date following the date of allotment till the end of the financial year of the Company.

**FURTHER RESOLVED THAT** the application for listing of Equity Shares to be issued and allotted will be made with the recognised Stock Exchanges at Ahmedabad and Bombay.

**FURTHER RESOLVED THAT** the offer to the Members will include a right exercisable by such member to renounce all or any of the Equity Shares offered to him in favour of other person(s) subject to right of the Board to reject, without assigning any reason, any application for Equity Shares by any person(s) in whose favour the Member may have renounced the Equity Shares so offered. The person in whose favour the member may have renounced the Equity Shares offered to him, shall have a right to apply for additional Equity Shares, the consideration and allotment of which shall be at the absolute discretion of the Board.

**FURTHER RESOLVED THAT** the offer as aforesaid shall be made through Letter of Offer or such other documents as may be permitted.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to allot the Equity Shares to the subscribers as aforesaid in the manner that may be prescribed by the concerned authorities and/or in the manner the Board deems fit.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to make on its own accord or to accept such amendments, modifications, variations and alterations as SEBI and/or Stock Exchanges and/or any other authority may stipulate in that behalf and to amend, modify, vary or alter all or any of the terms of the issue including the basis of offer to be made to the aforesaid categories accordingly.

3. Members may please bring their copies of the abridged Annual Report to the meeting.
4. Members are requested to notify immediately change in address, if any, to the Company.
5. The relevant Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956, in respect of special business under items 3, 4, 5, 6 & 7 as set out above is annexed hereto.
6. Copies of Special Notices received from the members as per Section 257 of the Companies Act, 1956 and as mentioned at item No. 3, 4 & 5 of the Special Business and copies of Special Notices received from a member as per Section 225(1) of the Act and as mentioned at item no. 6 of the Special Business are available for inspection of members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day of the Company.

**REGD. OFFICE :**

401, Sangeet Plaza, 4th Floor,  
Marol Maroshi Road, Andheri (E),  
Mumbai - 400 059

**BY ORDER OF THE BOARD OF DIRECTORS**

  
**Janmejay R. Vyas**

**Director**

Date : 4<sup>th</sup> September, 1999.

