



MALABAR TRADING COMPANY LIMITED

24TH ANNUAL REPORT

2003-04

BOARD OF DIRECTORS : Rajnikant T Vyas (Director)
Janmejay R Vyas (Director)
Vishnu G Sharma (Director)
M L Laxkar (Director)

BANKERS : IDBI Bank Limited

AUDITORS : Nemani Garg Agrawal & CO.
Chartered Accountants

REGISTERED OFFICE : 106/108, IIIrd Floor, Cooper Building
Nagindas Master Road, Fort
Mumbai – 400 023, Maharashtra

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NOTICE

NOTICE is hereby given that the 24th ANNUAL GENERAL MEETING of the Members of MALABAR TRADING COMPANY LIMITED will be held on Thursday, the 30th September, 2004 at 10.00 a.m. at the Registered Office of the Company at 106/108, III Floor, Cooper Building, Nagindas Master Road, Fort, Mumbai – 400 023, to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March 2004 and the Profit & Loss Account for the year ended on that date and reports of the Directors and Auditors thereon.
2. To appoint a Director in Place of Shri Janmejy R Vyas, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in Place of Shri Vishnu G Sharma, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, Mr. Rajnikant T Vyas be and is hereby elected and appointed as a Director of the Company liable to retire by rotation"

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

"RESOLVED THAT pursuant to Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, Mr. M. L. Laxkar be and is hereby elected and appointed as a Director of the Company liable to retire by rotation"

Registered Office:
106/108, III Floor,
Cooper Building,
Nagindas Master Road,
Fort, Mumbai – 400 023
Date: 30.08.2004

For and Behalf of the Board

For Malabar Trading Co. Ltd.

Director


Director/Authorised Signatory

NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ANNEXED TO THE ANNUAL REPORT.
2. The explanatory statement as required under section 173(2) of the Companies Act, 1956 in respect of special business mentioned in the above notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed for Three days i.e. from Tuesday the 28th day of September, 2004 to Thursday the 30th day of September, 2004 (inclusive both days).
4. Members are requested to intimate to the Company, quoting Registered Folio number, change in their address, if any, with the Pin code number.
5. In all correspondence with the Company, members are requested to quote their account / folio number.
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least seven days before the date of the meeting so that the information required by the members may be made available at the meeting.
7. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.**Item No. 5:**

Mr. Rajnikant T Vyas was appointed as an Additional Director of the Company by the Board of Directors pursuant to the Articles of Association and the provisions of Section 260 of the Companies Act, 1956. According to the provisions of the Articles and Section 260 of the Companies Act, 1956, he will hold office up to the date of this Annual General Meeting. As required under Section 257 of the said Act, notice has been received from a member signifying his intention to propose Mr. Rajnikant T Vyas as a candidate for the office of the Director. Mr. Rajnikant T Vyas is a technocrat and has vast experience in the field of chemicals and pharmaceutical industry and his rich experience will immensely help the Company in its new ventures. It is, therefore, in the interest of the Company to continue to avail of his services as a member of the Board.

Your directors recommend his appointment as a director. Except Mr. Janmejy R Vyas and Mr. Rajnikant T Vyas, none of the other directors of the Company is, in any way, concerned or interested in the resolution.

Item No. 6:

Mr. M L Laxkar was appointed as an Additional Director of the Company by the Board of Directors pursuant to the Articles of Association and the provisions of Section 260 of the Companies Act, 1956. According to the provisions of the Articles and Section 260 of the Companies Act, 1956, he will hold office up to the date of this Annual General Meeting. As required under Section 257 of the said Act, notice has been received from a member signifying his intention to propose Mr. M L Laxkar as a candidate for the office of the Director. Mr. Laxkar is a Chartered Accountant and possesses good experience in the field of managing finance. His rich experience will benefit the Company in managing its finances for its new ventures. It is, therefore, in the interest of the Company to continue to avail of his services as a member of the Board.

Your directors recommend his appointment as a director. None of the other directors of the Company is, in any way, concerned or interested in the resolution.

Registered Office:
106/108, III Floor,
Cooper Building,
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Fort, Mumbai – 400 023
Date: 30.08.2004

For and Behalf of the Board

Director