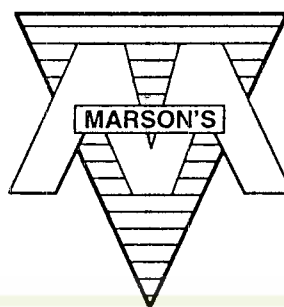


ANNUAL REPORT 1996-97

MD	✓		BKC	✓
CS	1/6		DPY	NI
RO	✓		DEV	✓
TRA	1/6		AC	✓
AGM	✓	✓	SH	✓
YE	✓	✓		



Report  junction.com

MARSON'S LIMITED



MARSON'S LIMITED



Chairman & Managing Director
G. C. Kotia

Directors

M. C. Jain
Dr. R. Shrinivasan
J. C. Gupta
K. K. Jain
N. Kotia
Pravin Jain
A. Kotia

Auditors

K. K. Jain & Co.

Banker

Allahabad Bank

Registered Office

4, Chandni Chowk Street
Calcutta - 700 072

Corporate Office

18, Palace Court
1, Kyd Street,
Calcutta - 700 016

**MARSON'S LIMITED**

C O N T E N T S

Notice	3
Directors' Report	7
Auditors' Report	10
Balance Sheet	12
Profit & Loss Account	13
Schedules to the Accounts	14
Cash Flow Statement	27



NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the Members of MARSON'S LIMITED will be held at Asutosh Birth Centenary Auditorium (Indian Museum), 27, Jawaharlal Nehru Road, Calcutta - 700 016 on Saturday, the 20th September, 1997 at 10.00 A. M. to transact the following business ;

ORDINARY BUSINESS

1. To consider and adopt the Audited Accounts of the Company for the year ended 31st March, 1997 and the Auditor's and Directors' Report thereon.
2. To Declare a Dividend.
3. To appoint a Director in place of Dr. Raghavachari Srinivasan, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri Jagdish Chandra Gupta who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL RESOLUTIONS

6. To consider and if thought fit to pass with or without modification(s), the following resolutions as Special resolution :
 "RESOLVED that subject to the approval of Reserve Bank of India and/or Central Government under Foreign Exchange Regulation Act (FERA) of 1973, and subject to such other approvals, permissions and sanctions as may be considered necessary and subject to the applicable provisions, if any, of the Companies act 1956 and also subject to such conditions as may be prescribed by any of the authorities while granting such approvals/permission/sanctions, which the Board of Directors of the Company (hereinafter referred as "the Board") be and is hereby authorised to accept the consent, authority and approval of the Company be and is hereby accorded to the Board to take loan upto a maximum of 5 Million US \$ under External Commercial Borrowings for a maximum period of seven years on the terms & conditions as it thinks fit and proper".
7. To consider and if thought fit to pass, with or without modification(s), the following resolution as Special Resolution :



MARSON'S LIMITED

"RESOLVED that subject to all applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted 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 acquire/purchase any of Company's fully paid shares, for extinguishing the share capital and/or for treasury operations and/or otherwise as may be permitted by law, at any time or from time to time not exceeding 36 months from the passing of such resolution on such terms and conditions and upto such limits as may be thought it by the Board not exceeding 5 Lakhs shares of Rs. 10/- each out the funds to be reserved for buyback from the reserves and share premium account and that the Board of Directors of the Company be and is hereby authorised to do all such acts and things as may be necessary or proper to implement this resolution."

Registered Office :

4, Chandni Chowk Street

Calcutta - 700 072

Dated : 28th day of June, 1997

By Order of the Board

G. C. Kotia

Managing Director



NOTES

- (a) The relative explanatory statement pursuant to Section 173 of the Companies Act, 1956 in respect of the Business under item Nos. 6 and 7 Set out above is annexed hereto.
- (b) 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 such proxy need not be a Member of the Company. Proxy in order to be effective must be received by the Company not less than 48 Hours before the commencement of the meeting.
- (c) Register of Members and Share Transfer Books of the Company will remain closed from 8th September 1997 to 20th September 1997 (both days inclusive).
- (d) Members are requested to notify immediately any change in their address to the Company's Regd. Office at 4, Chandni Chowk Street, Calcutta - 700 072
- (e) Dividend, if declared at the meeting, will be paid to those members whose names appear on the Register of Members of the Company on 20th September 1997 or to their mandatees.
- (f) Members are requested to intimate to the Company queries, if any, regarding Accounts, at least seven days before the meeting to enable the Management to keep the information required readily available at the meeting.
- (g) With a view to providing protection against fraudulent encashment of dividend warrants, shareholders are requested to provide their bank account numbers, names and address of the bank branches to enable the company to incorporate the same details in the dividend warrants.



MARSON'S LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT 1956

Item No. 6 :

It is proposed to retire the costly debts of the Company by acquiring loan at a cheaper rate from the International market. For this purpose your Directors recommend suitable Special Resolution to be passed to enable them to borrow from the International Market upto a sum of 5 (Five) Million US \$ under External Commercial Borrowings (ECB). This Special Resolution being Item No. 6 in the notice is intended for this purpose. Your Directors recommend special resolution for approval of the members.

No Director of the Company is concerned or interested in the special resolution being Item No. 6 in the notice.

Item No. 7 :

Members may be aware that the Companies Act, 1956, presently restricts the purchase of its own shares by a Company.

Of late, there have been discussions on this subject and the Working Draft of the Companies Bill, 1997 has recommended buyback of shares by the Company which may be accepted by the Government in due course. One of the conditions prescribed by the working group is an approval from members by way of a Special Resolution.

The Board of Directors feels it would be desirable to have an enabling power from the shareholders for this purpose, it will be in the fitness of things if shareholders approve the resolution set out under Item No. 7 of this notice, should the provisions of the Companies Act, 1956, be modified or amended or enacted permitting such purchases, so that your company will be able to implement this in the interest of shareholder especially the large number of small investors of the Company, at an appropriate time within the framework of law as may be stipulated for the purpose.

This Special Resolution being Item No. 7 in the notice is intended for the purpose. Your Directors recommend the special resolution for approval of the Members.

No Director of the Company is concerned or interested in the special resolution being Item No. 7 in the notice.

Registered Office :

4, Chandni Chowk Street

Calcutta - 700 072

Dated : 28th day of June, 1997

By Order of the Board

G. C. Kotia

Managing Director



DIRECTORS' REPORT

Your Directors have pleasure in presenting the Twentieth Annual Report and the Audited Accounts for the Financial Year ended 31st March 1997.

FINANCIAL RESULTS	1996-97 (Rs. in Lacs)	1995-96 (Rs. in Lacs)
Gross Profit before Depreciation & Provision for Taxation	171.39	227.65
Less : Provision for Depreciation	40.44	30.74
Provision for Taxation (MAT)	16.70	NIL
Taxation for earlier years	1.03	NIL
Net Profit	113.22	196.91
Add : Balance B/f from last year	10.67	3.75
	123.89	200.66
Appropriation		
Proposed Dividend	50.00	50.00
Dividend Tax	5.00	—
General Reserve	60.00	140.00
Balance carried to Balance Sheet	8.89	10.66

DIVIDEND

Your Directors recommend payment of dividend @ 10% in relation to the financial year ended 31st March, 1997. This will absorb a sum of Rs. 50.00 Lacs and further dividend tax will absorb a sum of Rs. 5.00 Lacs.

OPERATIONS

The Net Profit after tax for the year ended 31st March, 1997 is Rs. 113.22 Lacs as compared to Rs. 196.91 Lacs in the previous year. The drop in profit is mainly due to higher cost of Input, Increase in Salaries and Wages, provision of higher depreciation and also provision for taxation under MAT. Due to resource crunch, your Company had to pay higher interest charges including financial charges. Further, margins were under squeeze due to reduction in unit selling price because of cut throat unhealthy competition from the small scale units in the industry.