

PREMIER TYRES LIMITED

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40th Annual Report 2000-2001

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BOARD OF DIRECTORS

ONKAR S.KANWAR	:	CHAIRMAN
K JACOB THOMAS		
NEERAJ KANWAR		
N.SREEKUMAR		
P.N.WAHAL		
U.S.OBEROI		
VINOD RAI	:	KERALA GOVERNMENT NOMINEE
V.VASANTHAKUMARI	:	KERALA GOVERNMENT NOMINEE

COMPANY SECRETARY

PRADEEP KUMAR

AUDITORS

H.N.MEHTA ASSOCIATES

REGISTERED OFFICE

6TH FLOOR,
CHERUPUSHPAM BLDG
SHANMUGHAM ROAD,
KOCHI -682031(KERALA)
TEL. NOS (0484) 381902,381903
FAX NO (0484) 370351

BANKERS

BANK OF INDIA

WORKS

KALAMASSERY
ALWAYE
KERALA-683104

PREMIER TYRES LTD.

Regd.Office: 6th Floor, Cherupushpam Building, Shanmugham Road, Kochi-682 031 (Kerala)

NOTICE

NOTICE is hereby given that the Fortieth Annual General Meeting of the Members of PREMIER TYRES LTD. will be held as under:-

DAY	:	Monday
DATE	:	17th September, 2001
TIME	:	4.00 P.M.
PLACE	:	Sowbagh, Bharat Hotel (BTH), Durbar Hall Road, Ernakulam, Kochi - 682 016.

To transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2001 and the Report of the Directors and of the Auditors thereon.
2. To appoint a Director in place of Shri N. Sreekumar, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri U.S. Oberoi, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT M/s. H.N.Mehta Associates, Chartered Accountants, be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company for Auditing the Accounts for the year 2001-2002 and that the Board of Directors be and is hereby authorised to fix their remuneration plus travelling and out of pocket expenses for audit."

SPECIAL BUSINESS

5. Split of Equity Shares

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:-

- i) Splitting of denomination of Equity Shares

"RESOLVED THAT pursuant to provisions of Section 94(1)(d) of the Companies Act, 1956 and other applicable provisions and subject to the approvals, consents, permissions and

sanctions as may be necessary from the Stock Exchanges (where the shares of the company are listed) and any other appropriate authorities, if any, the authorised share capital of Rs 14,00,00,000/- (Rs Fourteen Crores Only) be sub-divided into 1,40,00,000 shares of Rs 10/- each from the existing capital structure of Rs. 14,00,00,000/- (Rs Fourteen Crores Only) divided into 14,00,000 shares of Rs 100/- each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including issue of fresh share certificates to the members and in case of shares held in electronic mode then by crediting to their entitlement into respective accounts with concerned depositories, and to execute all such documents, instruments and writings as may be required in the said connection and to delegate all or any of the powers herein vested in them to any committee of directors or any director(s) or any official(s) so as to give effect to the aforesaid resolution."

ii) **Alteration of Memorandum of Association**

"**RESOLVED THAT** pursuant to Section 16 and Section 94(1)(d) of the Companies Act and subject to the approval of shareholders, the Clause V be substituted as under : -

Clause V

The share capital of the company will be Rs 14,00,00,000/- divided into 1,40,00,000 shares of Rs 10/- each with the rights, privileges and conditions attaching thereto, as are provided by the Articles of Association of the company for the time being, with power to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or provided by the Articles of Association of the company for the time being".

iii) **Alteration of Articles of Association**

"**RESOLVED THAT** pursuant to Section 31(1) and Section 94(1)(d) of the Companies Act, Article 3 of Articles of Association be substituted by the following :-

Article 3

The capital of the company is Rs 14,00,00,000/- (Rupees Fourteen Crores) divided into 1,40,00,000 shares of Rs 10/- each."

6. **Amendment in the Articles of Association**

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

"**RESOLVED THAT** in accordance with the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) and re-enactment thereof, for the time being in force and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company, be and are hereby altered as follows :

- A) After Article 85 (2), the following sub-clause numbered as Article 85 (3) be inserted.

Article 85 (3)

The Company may, and in case of resolutions relating to such business as the Central Government may by notification, declare to be conducted only by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in general meeting of the company in accordance with the provisions of Section 192A and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 (including any statutory modification or re-enactment thereof, for the time being in force) or any amendments made thereto from time to time.

- B) The existing Article 112 be substituted by the following :

Article 112

Disqualification/Vacation of Office of Directors

1. A person shall not be capable of being appointed as a Director of the Company, if he is disqualified u/s 274 of The Companies Act, 1956.
2. The office of the Director shall become vacant in the circumstances stated in Section 283 of the Act Notwithstanding anything above, the disqualification referred to in this clause shall not take effect -
 - a) For thirty days from the date of the adjudication, sentence or order.
 - b) Where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction, resulting in the sentence, or order until the expiry of seven days, from the date on which such appeal or petition is disposed off, or
 - c) Where within seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order and the appeal or petition if allowed would result in the removal of the disqualification, until such further appeal or petition is disposed off.
3. The office of the Director shall become vacant -
 - a) He (whether by himself or by any person for his benefit or his account, or any firm in which he is partner or any private company of which he is a director accepts a loan or any guarantee or security for a loan from the company in the contravention of section 295,
 - b) He acts in contravention of section 299;
 - c) He becomes disqualified by an order of court under section 203; or
 - d) He is removed in pursuance of section 284;
 - e) Having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the company."

By order of the Board
For Premier Tyres Ltd.



(PRADEEP KUMAR)
COMPANY SECRETARY

Place: Gurgaon
Dated: 28.6.2001

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. The enclosed proxy form, if intended to be used, should reach the Registered Office of the Company duly completed not less than forty eight hours before the scheduled time of the Meeting.
2. The Register of Members and Share Transfer Books shall remain closed from 1st September to 17th September, 2001 (both days inclusive).
3. Please bring your copy of the Annual Report to the Meeting.
4. The relevant Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of the Special Business set out above is annexed hereto.
5. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day prior to the date of the Meeting and also at the Meeting.
6. Members intending to require information about Accounts to be explained at the meeting are requested to write to the Company at least ten days in advance of the AGM.
7. Members holding shares in the same name(s) under different folios are requested to apply for consolidation of such folios and send relevant share certificates.
8. The shares of the Company are under optional demat list of SEBI. The trading in equity shares can also be in Demat Form. In case you have not demated your shares, you may do so by opening an account with a Depository Participant and complete dematerialization formalities.
9. Members are requested to quote Folio No. in all the correspondence with the Company.
10. For general information about the forthcoming Annual General Meeting, please forward your queries at least 7 days before the meeting to Company Secretary so that same may be attended to appropriately to your satisfaction.
1. Please intimate change in your address, if any, to:-
PREMIER TYRES LTD.
 6th Floor, Cherupushpam Bldg.,
 Shanmugham Road,
 Kochi - 682 031 (Kerala).