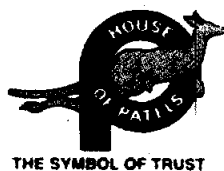




## 13th Annual Report 2000-2001



**PATEL  
ON-BOARD COURIERS  
LIMITED**

**13th ANNUAL REPORT 2000 - 2001****BOARD OF DIRECTORS**

Asgar S. Patel	..	Chairman
Sushil Kumar	..	Vice-Chairman
Arif A. Patel	..	Director
Dadi K. Contractor	..	Director
Ashok Vaish	..	Director
Satish Jacob	..	Director
Sandeep P. Parikh	..	Director

**COMPANY SECRETARY**

Haroon Mansuri

**AUDITORS**

RSM &amp; Co. .. Mumbai

**LEGAL ADVISORS**

F. S. Broacha .. Mumbai

**BANKERS**

Bank of Bahrain & Kuwait B.S.C.  
 The Dhanalakshmi Bank Ltd.  
 Central Bank of India  
 Indusind Bank Ltd.  
 HDFC Bank Ltd.

**REGISTERED OFFICE**

"Natasha"  
 52, Hill Road, Bandra (West),  
 Mumbai - 400 050.

**HEAD OFFICE**

'Patel House', Plot No.48,  
 Near Suraj Bldg., Gazdhar Bandh,  
 North Avenue, Santacruz (West),  
 Mumbai - 400 054.

**REGISTRARS & SHARE TRANSFER AGENTS**

Intime Spectrum Registry Pvt. Ltd.  
 260, Shanti Industrial Estate,  
 Sarojini Naidu Road,  
 Mulund (West), Mumbai - 400 080.

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**13th Annual General Meeting**

On Thursday, the September 27, 2001 at 12.30 pm at Rotary Club of Bombay (West),  
 Sheila Raheja Hall, Rotary Service Centre, Juhu Tara Road, Santacruz (West), Mumbai - 400 049.  
 Members are requested to bring their copy of the Annual Report to the Annual General Meeting

## PATEL ON-BOARD COURIERS LIMITED

### NOTICE

**NOTICE** is hereby given that the **13<sup>th</sup> ANNUAL GENERAL MEETING** of the Members of **PATEL ON-BOARD COURIERS LIMITED** will be held at Rotary Club of Bombay (West), Sheila Raheja Hall, Rotary Service Centre, Juhu Tara Road, Santacruz (West), Mumbai - 400 049 on Thursday, the 27<sup>th</sup> day of September, 2001 at 12.30 pm to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet and the Profit and Loss Account as at and for the year ended 31<sup>st</sup> March, 2001 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Vaish who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Arif A. Patel who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.
5. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Sandeep P. Parikh, an Additional Director of the Company who, under Section 260 of the Companies Act, 1956, holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 257 and other applicable provisions, if any, of the said Act proposing

his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

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

"RESOLVED THAT consent of the members be and is hereby accorded pursuant to the provisions of Sections 269, 309, 198, 310 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") to the appointment of Mr. Sushil Kumar as Whole-time Director designated as Vice Chairman of the Company for a period of 2 years and 150 days with effect from 2<sup>nd</sup> November, 2000 on the terms and conditions, including expressly the remuneration payable to him in case of absence or inadequacy of profits in any year, as set out in the draft Agreement between the Company and Mr. Sushil Kumar produced at this Meeting and for the purpose of identification, initialled by the Chairman hereof.

RESOLVED FURTHER THAT the Directors be and are hereby authorised to execute the Agreement, in terms of the said draft, with such alterations, changes and / or variations in the remuneration payable to Mr. Sushil Kumar as may be agreed between the Directors and Mr. Sushil Kumar provided that the said remuneration as altered, changed and varied shall be within the limits prescribed therein under Schedule XIII of the Act for the time being and from time to time in force."

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

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"RESOLVED THAT pursuant to the provisions of Section 163 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") approval of the Company be and is hereby accorded that the Registers and Indexes of Members and the Registers and Indexes of Debentureholders (if any), and copies of all Annual Returns prepared under section 159 of the Act, together with the copies of the Certificates and Documents required to be annexed thereto under Section 161 of the Act or any one or more of them shall, and from the date of the passing of the resolution, be kept at the office of Intime Spectrum Registry Pvt. Ltd., at 260, Shanti Industrial Estate, Sarojini Naidu Road, Mulund (West), Mumbai - 400 080.

RESOLVED FURTHER THAT the Registers, Indexes, Returns, Books, Certificates and Documents of the Company required to be maintained and kept open for inspection under the provisions of the Act be kept open for such inspection at the place where they are kept, by the person entitled thereto, to the extent in the manner and on payment of the fees, if any, specified in the Act, between the hour of 10.30 a.m. and 12.30 p.m. on all working days (except Saturdays) except when the Registers and Books are closed under the provisions of the said Act, provided however that the Register required to be maintained under Section 307 of the Act shall be open for inspection of the Members and Debentureholders, if any, as aforesaid, between the hours aforementioned during the period prescribed by sub-section 5[a] of the said Section 307".

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

"RESOLVED that Clause III of the Memorandum of Association of the Company be and is hereby altered by inserting new sub-clause marked (29), after the existing sub-clause (28), in Part 'C' of Clause III of the said Memorandum of Association, reading as follows:

'To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise'."

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

"RESOLVED that pursuant to section 149 (2A) and other applicable provisions, if any of the Companies Act, 1956, approval of the Company be and is hereby accorded to the Board of Directors for commencing or undertaking the business set out sub-clause (28) and in new sub clause (29) of Part 'C' of Clause III of the Memorandum of Association of the Company, as and when the Board of Directors deems fit."

By Order of the Board  
For **PATEL ON-BOARD COURIERS  
LIMITED**

**Haroon Mansuri**  
Company Secretary

**REGISTERED OFFICE :**

'Natasha' 52, Hill Road, Bandra (West),  
Mumbai - 400 050.

Dated : 29<sup>th</sup> August, 2001

## PATEL ON-BOARD COURIERS LIMITED

### NOTES :

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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 20th September, 2001 to 27th September, 2001 (both days inclusive).
4. Members are requested to advise the Company immediately of any change in their address, if any, quoting folio number.
5. Members are advised to consolidate their Ledger Folios where they are holding shares in different folios in the same sequence of name(s).
6. Members are requested to bring the copy of their Annual Report and Attendance Slip at the Annual General Meeting.
7. Shareholders are hereby informed that pursuant to the amendment of the Act w. e. f. 31.10.1998, the Company will be obliged to transfer any money lying in the Unpaid Dividend Account, to the credit of the Investors Education and Protection fund ( "the Fund") to be established by the Central Government. In accordance with section 205C of the Act, no claim shall lie against the Company or Fund in respect of individual amounts of dividends from the date they become first due for payment and no payment shall be made in respect of any claims.

### INFORMATION ABOUT DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED

1.
 

<b>NAME</b>	MR.SANDEEP P. PARIKH
<b>AGE</b>	41 YEARS
<b>QUALIFICATION</b>	B. Com. F.C.A., Grad. CWA
<b>EXPERTISE</b>	Vast experience in the fields of Project Reporting and Project Financing, Consultancy in Finance related Matters & Liaison activities.
<b>PARTICULARS OF APPOINTMENT / RE-APPOINTMENT</b>	Appointed as the Director of the Company with effect from 30 <sup>th</sup> April, 2001 proposed to be appointed as the Director of the Company at the ensuing Annual General Meeting.
2.
 

<b>NAME</b>	MR.SUSHIL KUMAR				
<b>AGE</b>	55 YEARS				
<b>QUALIFICATION</b>	M. Sc.				
<b>EXPERTISE</b>	Vast experience in the fields of Logistics, Transportation of Goods, Finance, Couriers, Construction, Management Consultancy, and General Administration.				
<b>PARTICULARS OF APPOINTMENT / RE-APPOINTMENT</b>	Appointed as the Whole-Time Director, designated as Vice-Chairman, with effect from 2 <sup>nd</sup> November, 2000 and is proposed to be appointed as the Director of the Company at the ensuing Annual General Meeting.				
<b>OTHER DIRECTORSHIPS</b>	<table style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%; text-align: left;">NAME OF THE COMPANY</th> <th style="width: 50%; text-align: left;">POSITION HELD</th> </tr> <tr> <td>1) Patel Roadways Ltd.</td> <td>Vice-Chairman</td> </tr> </table>	NAME OF THE COMPANY	POSITION HELD	1) Patel Roadways Ltd.	Vice-Chairman
NAME OF THE COMPANY	POSITION HELD				
1) Patel Roadways Ltd.	Vice-Chairman				

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- 2) Wall Street Finance Ltd. Vice-Chairman  
3) Wall Street Securities & Investments (India) Ltd. Director
3. **NAME** : MR.ASHOK VAISH  
**AGE** : 66 YEARS  
**QUALIFICATION** : M. A.  
**EXPERTISE** : Vast years of experience in International Aviation Industry  
**PARTICULARS OF APPOINTMENT / RE-APPOINTMENT** : Director of the Company since 29<sup>th</sup> November, 1995. Mr.Vaish is retiring by rotation at the ensuing Annual General Meeting and is proposed to be re-appointed as the Director of the Company at the said Meeting.  
**OTHER DIRECTORSHIPS** :
- | NAME OF THE COMPANY                  | POSITION HELD           |
|--------------------------------------|-------------------------|
| 1) Greenways Air & Travels Pvt. Ltd. | Joint Managing Director |
4. **NAME** : Mr. ARIF A. PATEL  
**AGE** : 28 YEARS  
**QUALIFICATION** : B. A.  
**EXPERTISE** : Wide and varied experience in Transportation of goods, Logistics, Couriers and Construction including Management and Finance.  
**PARTICULARS OF APPOINTMENT / RE-APPOINTMENT** : Director of the Company since 1<sup>st</sup> August, 1993. Mr. Arif is retiring by rotation at the ensuing Annual General Meeting and is proposed to be re-appointed as the Director of the Company at the said Meeting.  
**OTHER DIRECTORSHIPS** :
- | NAME OF THE COMPANY                               | POSITION HELD     |
|---------------------------------------------------|-------------------|
| 1) Patel Roadways Ltd.                            | Managing Director |
| 2) Wall Street Housing & Finance Corporation Ltd. | Director          |
| 3) Natasha Construction Ltd.                      | Director          |
| 4) Wall Street Construction Ltd.                  | Director          |
| 5) Wall Street.Com India Ltd.                     | Director          |
| 6) Springfield Hotels Pvt. Ltd.                   | Director          |
| 7) Wall Street Forex Pvt. Ltd.                    | Director          |
| 8) Patel Tank Farms Ltd.                          | Director          |
| 9) Patel Real Estate Developers Pvt. Ltd.         | Director          |
| 10) Wall Street Leasing & Finance Pvt. Ltd.       | Director          |
| 11) Natasha Homes Pvt. Ltd.                       | Director          |
| 12) Patel Plaza Ltd.                              | Director          |

## PATEL ON-BOARD COURIERS LIMITED

### EXPLANATORY STATEMENT

(As required by section 173 of the Companies Act, 1956)

#### Item No.5

Mr. Sandeep P. Parikh was appointed by the Board of Directors as an Additional Director with effect from 30<sup>th</sup> April, 2001. Under Section 260 of the Companies Act, 1956, Mr. Sandeep P. Parikh holds office only upto the date of this Annual General Meeting. The Company has received a notice in writing under Section 257 of the Companies Act, 1956, alongwith a deposit of Rs.500/- from a member signifying his intention to propose the name of Mr. Sandeep P. Parikh as a candidate for the office of Director. Mr. Parikh is a practising Chartered Accountant & has over 15 years experience in Audit, Tax Audit & Corporate Tax Audit. Your Directors are of the view that Mr. Parikh's appointment as a Director will be in the interest of the Company and its shareholders. Accordingly, the resolution at Item No.'5' is recommended for your acceptance.

Mr. Sandeep P. Parikh is a Partner in P. Parikh & Associates, Chartered Accountants since 1986. He is also qualified in Grad. CWA. He is involved in Corporate Tax, Audit / Tax Audit of Private/ Public Limited Companies, Bank Audits Project Reporting and Financing, Formation of Companies etc.

Except Mr. Sandeep P. Parikh none of the other Directors is concerned or interested in the passing of this resolution.

#### Item No.6

At a meeting of the Board of Directors of the Company held on 30<sup>th</sup> October, 2000, Mr. Sushil Kumar was, subject to the approval of the Company's Shareholders in General Meeting, appointed as the Whole-time Director of the Company for a period of 2 Years and 150 days, from 2<sup>nd</sup> November, 2000 to 31<sup>st</sup> March, 2003 on the terms and subject to the conditions hereinafter appearing;

He was also appointed and designated as Vice-Chairman by the Board of Directors at the said meeting.

The material terms, including remuneration, set out in the draft agreement between the Company and Mr. Sushil Kumar are as follows :

1. **Period of Appointment** : 2 years and 150 days with effect from 2<sup>nd</sup> November, 2000 to 31<sup>st</sup> March, 2003.

2. **Powers and Duties**

Subject to the supervision, direction and control of the Board of Directors, the Vice-Chairman shall carry out such duties as may be entrusted to him, from time to time, by the Board. In the exercise of his duties the Vice-Chairman shall exercise such powers as per delegated to him from time to time by the Board of Directors.

3. **Remuneration**:

(i) A salary of Rs.65,000/- (Rupees Sixty Five Thousand Only) per month with liberty to the Board to give increment of Rs.10,000/- per month or such other amount as the Board may deem fit at the end of Financial Year ending 31<sup>st</sup> March, 2001 and thereafter similar increments at the end of each subsequent Financial Year.

(ii) Unfurnished residential accommodation leased or licensed by the Company or, in lieu thereof, a House Rent Allowance of Rs.15,000/- per month.

(iii) Benefit of the Company's Provident Fund Scheme in force, for the time being and as per revised terms from time to time.

(iv) Medical benefits as under:

(a) Reimbursement of expenditure actually incurred by the Vice-Chairman on his medical treatment or treatment of any member of his family;

i) In any hospital maintained by the Government or any local authority or an approved hospital under Central Health Scheme or a similar scheme of any State Government.

ii) In respect of the prescribed diseases or ailments in any hospital approved by the Commissioner of Income Tax subject to the conditions specified by the Income Tax Department for exemption from tax.

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b) Group Medical Insurance Scheme Premium or reimbursement of Medical Insurance Premium paid by the Vice-Chairman on his health or on the health of any member of his family under scheme approved under section 80D of the Income Tax Act, 1961.

c) Reimbursement of actual expenditure incurred by the Vice-Chairman for medical treatment from any doctor including cost of medicines in respect of the Vice-Chairman or any member of his family.

d) Reimbursement of actual expenditure incurred by the Vice-Chairman for medical treatment of himself outside India including the expenditure of one attendant.

Provided that the medical treatment expenses, as mentioned at Clauses c) and d) above, shall not exceed one month's salary of the Vice-Chairman in one year or three month's salary in three year.

v) Consolidated leave of 17 days including Privilege Leave, Casual Leave and Sick Leave with full pay for the Financial Year ending 31<sup>st</sup> March, 2001 and at the rate of 40 days for the subsequent years ending on 31<sup>st</sup> March, each year with right of accumulation and encashment of unavailed leave at the end of the term of this contract.

vi) Leave Travel Concession as per Company's rules for self and family once for each Financial Year subject to a maximum amount equivalent to one month's Salary as specified in clause 3 (i) above.

vii) Personal Accident Insurance cover at the cost of the Company provided that the actual premium thereof does not exceed Rs.3,000/- per annum for each of the three Financial Years ending on 31<sup>st</sup> March, 2001, 31<sup>st</sup> March, 2002 and 31<sup>st</sup> March, 2003 respectively.

viii) Use of a telephone for the Company's business at the Vice-Chairman's Residence

and a Mobile phone, provided that the cost of personal long distance calls, if any, shall be reimbursed by the Vice-Chairman to the Company.

ix) Fees including subscription of Clubs, wherein the Vice-Chairman is, or may become, a member of subject to a maximum of two clubs.

4. The remuneration including perquisites shall be paid and allowed to him as minimum remuneration in the case of absence or inadequacy of profits, subject to the condition that such remuneration shall not exceed the limited prescribed in the Schedule XIII computed on the basis of effective capital, without the approval of the Central Government.

5. The Vice-Chairman is authorised and entitled to incur expenses for the business of the Company in the performance of his duties which shall be directly paid by the Company or reimbursed to the Vice-Chairman and without restricting the generality thereof shall include the following;

a) All expenses for running and maintenance of Car owned by the Company including chauffeur's pay for the exclusive use of the Vice-Chairman for the purpose of business.

b) All entertainment and Business Promotion Expenses.

c) Entrance fees and Subscription of credit cards in the name of the Company or in the name of the Vice-Chairman.

d) All expenses of travel within and outside India on tours undertaken by the Vice-Chairman for business purpose including hotel charges and incidental expenses.

e) Subscription and Membership fees of all associations and cost of books, magazines, literature, newspapers etc. required for business purposes by the Vice-Chairman.

## PATEL ON-BOARD COURIERS LIMITED

6. The Vice-Chairman shall not be liable to retire by rotation.
7. The Vice-Chairman shall not be entitled to sitting fees for attending meetings of the Board of Directors and/or any Committee thereof.
8. The Vice-Chairman shall not, directly or indirectly, engage himself in any business, occupation or employment similar to or competing with, the Company's business.
9. The Vice-Chairman shall not, divulge or disclose to any person or make any use whatever, of any confidential information or knowledge as to the business affairs or trade secrets of the Company.
10. The Vice-Chairman confirms that he is not disqualified as per provisions of section 267 or as per provisions of Part – I of Schedule XIII to the Companies Act, 1956 and in the event of any default is committed as stated above, he shall cease to be the Vice-Chairman of the Company. Provided that if he becomes disqualified to act as a Director for any reason other than an inadvertent breach of section 283 of the Act, or failure through absence from attending 3 consecutive meetings of Directors, without obtaining leave of absence, he shall be re-appointed as the Vice-Chairman of the Company.
11. In case the Vice-Chairman shall die during the course of his employment hereunder, the Company shall pay to his legal heirs all amounts due including salary and other emoluments payable hereunder for the then current month and for three months thereafter.
12. Notwithstanding anything contained in this Agreement either party shall be entitled to determine this Agreement by giving ninety day's notice in writing in that behalf to the other party without the necessity of sharing any cause and, on the expiry of the period of such notice, this Agreement shall stand terminated.

The Company has been advised that the appointment and the payment of remuneration

to Mr.Sushil Kumar as the Whole-time Director designated as Vice-Chairman of the Company will not require the approval of the Central Government in terms of Section 269 and other applicable provisions, if any, read with schedule XIII to the Companies Act, 1956.

Mr.Sushil Kumar is a Master of Science and has wide and varied experience in fields of Logistics, Transportation of Goods, Finance, Couriers, Construction, Management Consultancy, and General Administration. Your Directors are of the view that his appointment will be in the interest of the Company and, accordingly, commend the resolution at item no.6.

The draft Agreement between the Company and Mr.Sushil Kumar, is available for the inspection of members at the Registered Office of the Company between 10.30 a.m. and 12.30 p.m. on all working days except Saturdays.

Mr.Sushil Kumar is interested in the passing of the resolution at item no.6 of the Notice.

None of the Directors of the Company is interested in the passing of this resolution at this item.

This explanation together with the accompanying Notice shall be treated as an abstract under Section 302 of the Companies Act, 1956.

### Item no.7

Approval of the members is sought pursuant to provisions of Section 163 of the Companies Act, 1956, to keep the Registers of Members, the Indexes of the Members and copies of all Annual Returns prepared under Sections 159 and 160, together with copies of certificates and documents required to be annexed thereto under Sections 160 and 161, at the office of Intime Spectrum Registry Private Limited.

After the conclusion of this Annual General Meeting, the share department work of the Company will be carried on at Intime Spectrum Registry Private Limited. The special resolution under this item also specifies the time and place of inspection of the books and documents of the Company by its members and others namely,

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between the hours of 10.30 a.m. to 12.30 p.m. on any working day i.e. any day excluding Saturdays, Sundays, public, bank holidays and any other day on which the office of Intime Spectrum Registry Private Limited remains closed.

None of the Directors of the Company is concerned or interested in the passing of this resolution.

### **Item no.8**

Looking to the long term interests of the Company, your Directors consider it desirable to diversify the activities of the Company into other fields. As you know, your Company has carried on the business of couriers for over a decade during which it has developed and established a wide network around the world including the Gulf countries. The Government of India's liberalization measures including, in particular, the substitution of the Foreign Exchange Regulations Act, 1973, by the Foreign Exchange Management Act, 1999, have created new avenues for diversification in the services sector including the proposed new business of Money Transfer, which makes for an easier and quicker way for Indians abroad to transfer moneys to India. With the movement towards global economy, it is felt that the money transfer business has good prospects and should earn healthy returns for the Company. The proposed new business is not capital intensive and the Company is already engaged in the service industry with a strong managerial and service infrastructure readily available to it so that your Directors feel the Company is eminently suited to diversify its activities into the proposed new field.

To empower the Company to diversify into the new business aforesaid, it is considered necessary to alter the Memorandum of Association so as to expressly include new sub clause (29) set out in the resolution at this item.

Your Directors are of the view that the new business can, inter alia, be combined with the present business of the Company, and will enable the Company to carry on its business more economically or more efficiently, and will be in the interests of the Company; and hence, commend the resolution for your acceptance.

A print of the Company's Memorandum of Association is available for inspection of members at the registered office of the Company between the hours of 10.30 a.m. and 12.30 p.m. on all working days except Saturdays.

None of the Directors of the Company is concerned or interested in the passing of the resolution at this item.

### **Item no. 9**

Members will have seen that item no. 7 of the Notice seeks to amend the Memorandum of Association by including therein new sub-clause (29) with a view to enabling the Company to diversify into the new business of money transfers which is a faster way for Indians abroad to transfer monies to, say, their relatives in India. Since the proposed business of money transfer relates to foreign exchange it is deemed prudent to also activate existing sub-clause (28) in Part 'C' of Clause III of the Memorandum. Having regard to the wide exposure your Company enjoys through its courier business and the already available existing managerial and servicing infrastructure of the Company, your Directors feel that the Company is eminently suited to diversify its activities into the proposed new field. The new business can, inter alia, conveniently and advantageously be combined with the business of the Company, and will enable the Company to carry on its business more economically or more efficiently, and will be in the interest of the Company.

Under Section 149 (2A) of the Companies Act, 1956, commencement of the new business aforesaid requires the approval of the Company in general meeting accorded by a special resolution. Hence this resolution which is commended for your acceptance.

None of the Directors of the Company is concerned or interested in the passing of the resolution at this item.