

NEW BOMBAY PRINTING AND DYEING MILLS LTD.



[Signature]
Director.

**12th ANNUAL REPORT
2002-2003**



NEW BOMBAY PRINTING & DYEING MILLS LIMITED

Factory & Regd. Off: Trans Thane Creek Industrial Area, Plot No.C-257, Pawane Village, New Bombay

NEW BOMBAY PRINTING AND DYEING MILLS LTD.

DIRECTORS

G.R. Jariwal, Chairman & Managing Director

M.H. Singh,

A.G. Jariwal

K.G. Jariwal

Gerry Mathews

Ronni Dobkin

Ashok S. Yadav - Nominee of MSFC

Sunil Jain

Vinita K. Jariwal

AUDITORS

P.C. Ghadiali & Co.

Chartered Accountants

BANKERS

Indian Overseas Bank

Bank of Maharashtra

REGISTERED OFFICE & FACTORY

MIDC Trans Thane Creek Industrial Area

Plot No. 257, Pawane Village, Navi Mumbai.

CORPORATE OFFICE

13, A/II, Cama Ind. Estate,

Rohidas Nagar, Bal Bhatt Lane,

Goregaon (East), Mumbai - 63.

REGISTRARS & SHARE TRANSFER AGENTS

Dynamic Superways & Exports Limited

Rainbow Palace,

I.C. Colony Cross Road No. 5, I.C. Colony,

Borivalli (West)

Mumbai - 400 103.

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NEW BOMBAY PRINTING & DYEING MILLS LIMITED

Factory & Regd. Off: Tansa Tansa Creek Industrial Area, Plot No.C-257, Pemsara Village, New Bombay

NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of NEW BOMBAY PRINTING & DYEING MILLS LIMITED will be held on Tuesday, the 30th September, 2003 at 15.00 hours at the Registered Office of the Company at MIDC Tansa Tansa Creek Area, Plot No. C257, Pemsara Village, New Mumbai to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2003 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Anand Jarwal, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mrs. Romi Dobbin, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a director in place of Mrs. Vinla Jarwal, who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint auditors and fix their remuneration.

SPECIAL BUSINESS

6. To consider and if thought fit to pass the following resolution as an Ordinary Resolution, with or without modification :-
"RESOLVED THAT Mr. Sunil Jain be and is hereby appointed as a Director of the company, liable to retire by rotation."
7. To consider and if thought fit to pass the following resolution as a Special Resolution, with or without modification :-

"RESOLVED THAT subject to the provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactments thereof for the time being in force), Securities Contracts (Regulation) Act, 1956 and the Rules and framed thereunder, Listing Agreements, and all other applicable laws, rules, regulations and guidelines and subject to such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority 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 delist the equity shares of the Company from the Stock Exchange at Ahmedabad."

BY ORDER OF THE BOARD OF DIRECTORS

(Gopikram Jarwal)
Chairman & Managing Director

Place : New Mumbai,
Date : 18th August, 2003.

NOTE:

1. A member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not be a member of the Company.
2. A form of proxy is attached to this notice. Any Member appointing a proxy must do so by sending the duly executed instrument of proxy and delivering it to the Registered Office not less than 48 hours before the date and time of the meeting.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**ITEM NO. 6**

Mr. Sunil Jain, aged 43 years, is in whole practice as a Chartered Accountant for the last 17 years specialising in the field of accounting, auditing and taxation. He is presently a director of Care Co-operative Bank. He was appointed as an Additional Director on 31st July, 2003 and holds office until the conclusion of the forthcoming twelfth annual general meeting. Notice has been received from a member proposing his candidature for the office of director along with the requisite deposit. The Board recommends the resolution for his appointment.

Except the appointee, Mr. Sunil Jain, no other director is in any way concerned or interested in this resolution in any way.

ITEM NO. 7

Presently, the equity shares of your company are listed on the Stock Exchanges at Mumbai and Ahmedabad. With the extensive networking of the Stock Exchange, Mumbai (BSE) and the extension of the BSE terminals to other cities as well, investors have access to online dealings in the Company's equity shares across the country. As such, the depth and liquidity of trading in the Stock Exchange at Ahmedabad is very low. Correspondingly the benefits accruing to the investors by keeping the shares of the company listed on the Ahmedabad Stock Exchange is not commensurate with the costs incurred for continued listing on the Ahmedabad Stock Exchange.

It is therefore sought to delist the equity shares in accordance with "The Securities and Exchange Board of India (Delisting of Securities), Guidelines, 2003". Accordingly, approval of the members by a special resolution is sought by a special resolution for delisting of the Company's equity shares from the Ahmedabad Stock Exchange. Since the Company's equity shares would continue to be listed on BSE, it is permissible to seek delisting of the Company's equity shares from Ahmedabad Stock Exchange without providing an exit opportunity in terms of the said delisting guidelines.

Your directors recommend the Special Resolution for approval of members.

None of the Directors of the Company is in any way concerned or interested in the resolution.

BY ORDER OF THE BOARD OF DIRECTORS

(Gopikram Jarwal)
Chairman & Managing Director

Place : New Mumbai,
Date : 18th August, 2003.