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97-98



*21st Annual Report
1997-98*

REVATHI-CP EQUIPMENT LIMITED

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NOTICE TO MEMBERS

NOTICE is hereby given that the Twenty First Annual General Meeting of the members of Revathi-CP Equipment Limited will be held at the Indian Chamber of Commerce and Industry, Chamber Towers, 8/732 Avanashi Road, Coimbatore -641 018 on Wednesday, 16th September, 1998 at 10.00 A.M to transact the following business:

ORDINARY BUSINESS

- 1 To receive, consider and adopt the Directors' Report and the Audited Balance Sheet as at March 31, 1998 and the Profit and Loss Account for the financial year ended March 31, 1998.
- 2 To declare a dividend on equity shares.
- 3 To appoint a Director in place of Mr. T. Dulip Singh who retires by rotation and being eligible, offers himself for re- appointment.
- 4 To appoint a Director in place of Mr. B.K. Poddar, who retires by rotation and being eligible, offers himself for re-appointment.
- 5 To appoint a Director in place of Mr. Jack Pressley, who retires by rotation and being eligible, offers himself for re-appointment.
- 6 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 fix their remuneration.

Retiring auditors M/s. Lovelock & Lewes, Chennai, are not seeking re-appointment and the Board recommends the following resolution received from a member under Section 225 read with Section 190, of the Companies Act, 1956 regarding appointment of Arthur Andersen & Associates, as statutory auditors :

"RESOLVED THAT M/s. Arthur Andersen & Associates, Chartered Accountants, be and are hereby appointed as statutory Auditors of the Company from this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at a remuneration as may be determined by the Board of Directors".

SPECIAL BUSINESS

7. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a SPECIAL RESOLUTION :

"RESOLVED THAT subject to all applicable provisions of the Companies Act, 1956 and /or any statutory modification(s) thereof or any substitution or re-enactment thereof or any Ordinance promulgated from time to time and subject to such restrictions, approvals, permissions and sanctions as may be required and subject further to such conditions as may be prescribed 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"), sanction is hereby accorded to the Board to buy back the equity shares of the Company or any percentage of the same from the existing holders of the shares on a proportionate basis and / or from the open market and / or from the lots smaller than the market lots and / or through negotiation or other arrangement from out of the company's free reserves, securities premium account or the proceeds of any issue of securities made specifically for the purpose of buy back or from such other sources as may be permitted by law.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and things and deal with all such matters and take all such steps in this regard as it may, in its absolute discretion, deem necessary, fit or proper."

8. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a SPECIAL RESOLUTION :

"RESOLVED, pursuant to Section 31 of the Companies Act, 1956, that the following Article be deleted from the Article of Association of the Company".

"Article 24 - None of the funds of the Company shall be applied in the purchase of any shares of the Company, and it shall not give any financial assistance for or in connection with the purchase or subscription of any shares in the Company or in its holdings company save as provided by Section 77 of the Act".

9. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a SPECIAL RESOLUTION :

"RESOLVED, pursuant to Section 31 of the Companies Act, 1956, that the following Article be added as Article 56 A after Article 56 of the Articles of Association.

56 A. The Board shall not accept applications for sub-division or consolidation of shares into denomination of less than fifty (50) except when such a sub-division or consolidation and / or transfer pursuant thereto, is required to be made to comply with a statutory order or an order of a competent Court of Law or a request from member to convert his holding of odd lots of shares into transferable / marketable lots, subject, however, to verification by the company."

Coimbatore,
25th June, 1998

By Order of the Board
M.N. SRINIVASAN
Company Secretary

NOTES :

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- b) Pursuant to Section 154 of the Companies Act, 1956, the Register of Members and the Share Transfer Books of the Company will remain closed from 1st September, 1998 to 16th September, 1998 (both days inclusive).
- c) Members are requested to intimate to M/s. S.K.D.C. Consultants Limited, changes, if any, in their registered address along with the Pincode numbers and to mention their Registered Folio No. invariably in all correspondence.
- d) Queries on accounts and operations of the company, if any, may please be sent to the company ten days in advance of the meeting so that answers may be made available at the meeting.
- e) The Company has transferred the unclaimed dividends to the General Revenue Account of the Central Government for and upto the year 1993-94.



Particulars of the dividend transferred to the General Revenue Account of the Central Government, as required by Rule 4(A) of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules 1978, are given below.

Dividend for the Year	No. of equity shares	No. of Holders	Amount (Rs)	Date of Transfer
1993-94	10,186	83	113,122/-	17.11.97

The concerned members may therefore submit their claim to the Registrar of Companies(Tamilnadu), Coimbatore.

f) The Company's equity shares are listed in the following stock exchanges :

1. Coimbatore Stock Exchange Limited,
"Stock Exchange Building"
683 - 686, Trichy Road,
Singanallur,
Coimbatore - 641 005.
2. Madras Stock Exchange Limited,
"Exchange Building"
Post Box No. 183,
No. 11, Second Line Beach Road,
Chennai - 600 001.
3. The Stock Exchange,
Phiroze Jee Jee Bhoy Towers,
Dalal Street,
Mumbai - 400 001.

The Company has paid the annual listing fees for the period 1998 - 99 to the above stock exchanges.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO 7 & 8

Buy back of shares or other securities convertible into equity shares by Companies is presently not allowed under the Companies Act, 1956. In the Companies Bill 1997, Section 68 had provided for purchase by Company of its own securities, which Bill has not become law. From the policy pronouncements on the side of the Government, it is anticipated that in due course the law will be amended to provide for buy back of shares. The Resolution proposed is therefore an enabling Resolution aimed at facilitating the Company to buy back its shares as soon as it is legally permissible.

Buy back of shares when permitted by law will be subject to the restrictions imposed by statute and will conform to all the legal requirements.



The Resolution, if approved, will be operative and given effect to from the applicable date as may be prescribed in this regard.

In view of the above, it has become necessary to delete the Article 24 which prohibits application of funds of the Company for the purchase of its own shares. Hence the Resolution under item No. 8 is proposed.

The Board of Directors therefore recommend acceptance of the Resolutions proposed.

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

ITEM NO 9

In view of the disproportionate and rising cost of servicing fragment shareholding, it is proposed to restrict the sub-division, consolidation and transfer of shares to a lot of not less than 50 shares which the Board of Directors consider reasonable. For this purpose, the Articles of Association of your Company are sought to be altered by incorporating a new Article 56A as specified in the resolution itself.

According to Section 31 of the Companies Act, 1956, the Company can alter its Articles of Association by a Special Resolution passed by the Members and hence this resolution is submitted for approval.

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

Coimbatore,
25th June, 1998

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By Order of the Board
M.N. SRINIVASAN
Company Secretary





Revathi - CP Equipment Limited

Registered Office : Pollachi Road, Malumachampatti Post, Coimbatore - 641 021

Proxy Form

I/We _____
 of _____
 being a Member / Members of Revathi - CP Equipment Limited hereby appoint _____
 of _____ or failing him _____
 of _____ or failing him _____
 of _____ as my/our proxy to vote for me / us and on
 my/our behalf, at the Twenty First Annual General Meeting of the Company to be held on Wednesday the 16th September,
 1998 at 10.00 A.M. and any adjournment thereof.

Signed this _____ day of _____ 1998.

Signed by the said _____

1Re
Revenue
Stamp

Folio No. :

No. of Shares :

Note : This form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.



Revathi - CP Equipment Limited

Twenty First Annual General Meeting

Folio No. :

No. of Shares :

Attendance Slip

Please complete this attendance slip and hand it over at the entrance of the Meeting Hall.

Only members or their proxies are entitled to be present at the Meeting.

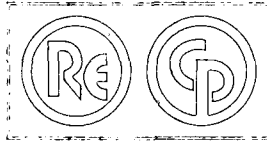
Member's Ledger Folio : _____

Name and Address : _____

I hereby record my presence at Twenty First Annual General Meeting held at Indian Chamber of Commerce and Industry,
 Chamber Towers, 8/732, Avanashi Road, Coimbatore-641 018 at 10.00 A. M. on Wednesday, the 16th September, 1998.

* Signature of the Member / Proxy _____

* Strike out whichever is not applicable.



MD	<input checked="" type="checkbox"/>	BKC	<input checked="" type="checkbox"/>
CS	<input checked="" type="checkbox"/>	DPY	<input checked="" type="checkbox"/>
RO	<input checked="" type="checkbox"/>	DEV	<input checked="" type="checkbox"/>
TRA	<input checked="" type="checkbox"/>	AC	<input checked="" type="checkbox"/>
ACM	<input checked="" type="checkbox"/>	S.II	<input checked="" type="checkbox"/>
YE	<input checked="" type="checkbox"/>		

Revathi - CP Equipment Limited

Board of Directors :

Mr. NECIP SOYAK, (Chairman)

Mr. RAGHAVENDRA, R.K. (Managing Director)

Mr. DULIP SINGH, T.

Mr. JACK PRESSLEY

Mr. KATYAL, S.C.

Mr. PODDAR, B.K.

Mr. TIM O' ROURKE

Mr. WILLIAM M. THOMAS

Mr. RAMANI, K.N.V.

(Alternate to Mr. WILLIAM M. THOMAS)

Company Secretary :

Mr. SRINIVASAN, M.N.

Bankers :

STATE BANK OF INDIA

CANARA BANK

DENA BANK

STATE BANK OF BIKANER & JAIPUR

Auditors :

LOVELOCK & LEWES, CHENNAI

Legal Advisers :

KING & PARTRIDGE, CHENNAI

Share Transfer Agents :

S. K. D. C. CONSULTANTS LTD.,

P.B. No. 2979,

No. 11, STREET No. 1,

S.N. LAYOUT, TATABAD,

COIMBATORE - 641 012

Registered Office :

POLLACHI ROAD, MALUMACHAMPATTI POST,

COIMBATORE - 641 021

