



**Annual Report
1999 - 2000**

Tatia Intimate Exports Limited

BOARD OF DIRECTORS

Sri.S.PANNALAL TATIA
Chairman

Sri.S.P.BHARAT TATIA
Managing Director.

Sri.A.X.N.PRABHU
Director - Secretarial.

AUDITORS

M/S. K.Subramanyam & Co.,
Chartered Accountant
No.252,Mugappair ERI East.
Third Main Road,
Chennai - 600 058.

REGISTERED OFFICE

Tatia Chambers' II Floor
F-39 Anna Nagar East
Chennai - 600 102.

FACTORY

31-B,Ambattur Industrial Estate,
Chennai - 600 058.

BANKERS

State Bank of Travancore
Industrial Finance Branch
Kilpauk, Chennai - 600 010.

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Members are requested to bring their copies of the Annual Report to the Annual General Meeting, as copies of the same will not be distributed at the meeting

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NOTICE FOR THE SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that the sixth Annual General Meeting of the company shall be held on Saturday the Thirtieth day of September, 2000 (30.09.2000) at the premises situated at, Plot No.31-B Ambattur Industrial Estate, Chennai - 600 058 at 10.30 a.m. to transact the following business:-

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Profit and Loss Account for the period ended 31st March, 2000, the Balance sheet as at that date along with the Reports of the Board of Directors and Auditors thereon.
- 2) To elect a Director in place of Sri. S.Pannalal Tatia, who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To consider and if thought fit, to pass the following resolution with or without modifications, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s.K. Subramanyam & Co.,Chartered Accountants, Chennai be and are hereby appointed as Auditors of the company to hold office from the conclusion of the Sixth Annual General Meeting till the conclusion of the Seventh Annual General Meeting upon such remuneration, terms and conditions as may be mutually agreed to between the Board of Directors and M/s.Subramanyam & Co."

Special businesses :-

- I. To consider and, if deemed fit, to pass the following resolutions, with or without modification(s), as Ordinary Resolutions :

"RESOLVED THAT the consent, approval and authority of the Members be and is hereby given to the Board of Directors, under Sec. 293(1) (a) and other applicable provisions, if any, of the Companies Act, 1956, for selling, leasing, transferring or otherwise disposing of any of the movable/ immovable assets and/or undertakings of the Company, along with the licences, permissions, rights, franchises, etc. pertaining to the concerned assets/ undertakings to any individual, firm or body corporate, including overseas person, companies etc, on such terms and conditions as they may deem fit, after getting all such approvals as may be required.

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

"RESOLVED THAT Pursuant to Section 31 of the Companies Act, 1956 and other applicable provisions if any, in order to facilitate the Dematerialisation of all or any part of the subscribed capital or security of any nature of the company, in the existing Article 2 of the Articles of Association of the Company the definitions mentioned herein below shall be added.

"Beneficial Owner" means a person or whose name is recorded as such with a depository:

"SEBI" means the Securities and Exchange Board of India;

"Depository" means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992; and

"Security" means such security as may be specified by SEBI from time to time.

"RESOLVED FURTHER THAT pursuant to Section 31 of the Companies Act 1956 and other applicable provision if any, in order to facilitate the Dematerialisation of all or any part of the subscribed capital or security of any nature of the company, after the existing Articles 54 of the Articles of Association of the Company the articles mentioned herein below shall be inserted to read as under.

54. a) Notwithstanding anything contained in these articles, the Company shall be entitled as and when decided by the Board of Directors, to dematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act, 1996.
54. b) Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositors Act, and

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the Company shall in the manner and within the time prescribed, issue to the beneficial owner, the required Certificate of Securities.

54. c) If a person opts to hold his security with the depository, the Company shall intimate, such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.
54. d) All the securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in sections 153, 153A, 153B, 187B, 187C and 372 of the Act, shall apply to a depository in respect of securities held by it on behalf of the beneficial owners.
54. e) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of the security on behalf of the beneficial owner.
54. f) Save as otherwise provided in (e) above, the depository as the registered owner of the securities shall not have any voting right or any other rights in respect of the securities held by it.
54. g) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be entitled to all the rights benefits and be subject to all liabilities in respect of his securities which are held by a depository.
54. h) Notwithstanding anything in the Act, or these Articles to the contrary, where securities are held in depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
54. i) Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owner in the records of the depository.
54. j) Notwithstanding anything contained in the Act, or these Articles, where securities are dealt with by a depository, the company shall intimate the details thereof to the depository immediately on allotment of such securities.

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54. k) Nothing contained in the Act, or these articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.
54. l) The Register and index of beneficial owners maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of members and security holders for the purpose of the articles.

By order of the Board,
For TATIA INTIMATE EXPORTS LIMITED.,

Place : Chennai - 102.
Date : 2nd Sept ,2000

S.P. BHARAT TATIA
Managing Director

NOTES

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote for himself/herself and the proxy need not be a member.
- 2) An Explanatory Statement pursuant to the provision of Section 173 of the Companies Act, 1956 with respect to the item of special business to be transacted at the meeting is enclosed forming part of the notice.
- 3) Proxy Forms, in order to be valid, should be lodged at the Company's Registered Office at least 48 hours prior to the time of holding the meeting.
- 4) The Register of Members and Share Transfer Books shall remain closed from 18.09.2000 to 30.09.2000, both days inclusive.
- 5) Members are requested to notify immediately any change in the address to the company's Registered Office for updation of the records.
- 6) Members having any specific query on the financial statement of the company are requested to mail their queries directly to the Company.

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**Explanatory Statements pursuant to the provision
of Section 173(2) of the Companies Act, 1956, as referred
to in Item No.I & II of the Notice calling for the Sixth Annual
General Meeting and forming part of the Notice.**

For Item I :-

The Company is evaluating the ways and means of improving the viability of the operations for which it may be required to dispose of any movable/ immovable assets and/or undertaking of the Company if it is found necessary to do so. Hence, the approval of the Members is sought for implementing such a proposition.

No Director is interested in this Resolution except to the extent of their shareholding.

For Item II :-

In order to enable the mandatory provisions of compulsory dematerialisation of the shares of the company the necessary alteration in the Articles are suggested to be approved by the members.

No Director is interested in this Resolution except to the extent of their shareholding.

By order of the Board,
For **TATIA INTIMATE EXPORTS LIMITED.,**

Place : Chennai - 102.
Date : 2nd Sept ,2000

S.P. BHARAT TATIA
Managing Director

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