



5TH ANNUAL REPORT 1996-97

Today's

Writing Products Ltd.

Today's, Continuing the Tradition of Quality Ballpens...

Beginning the Era of Innovative Stationery Range

LEE Ballpen

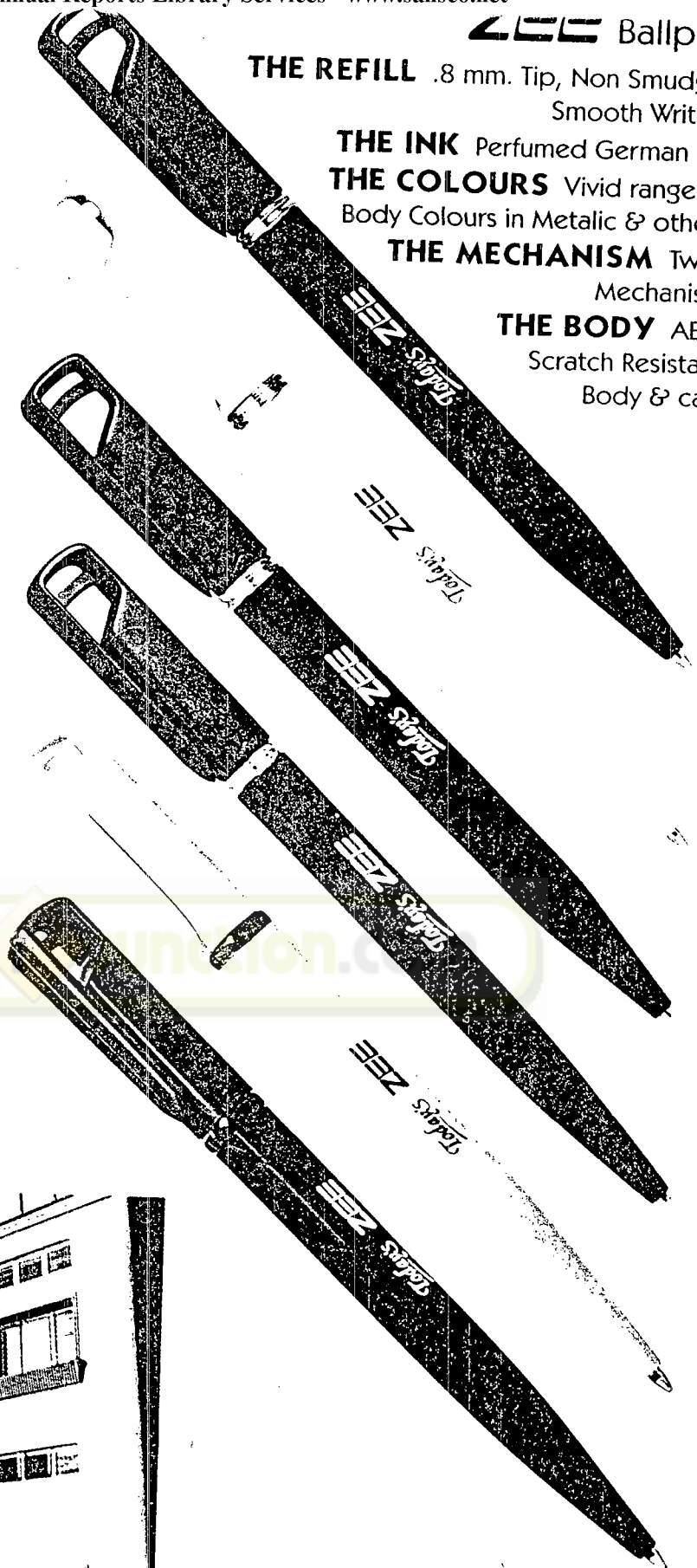
THE REFILL .8 mm. Tip, Non Smudge,
Smooth Writing

THE INK Perfumed German ink

THE COLOURS Vivid range of
Body Colours in Metallic & others

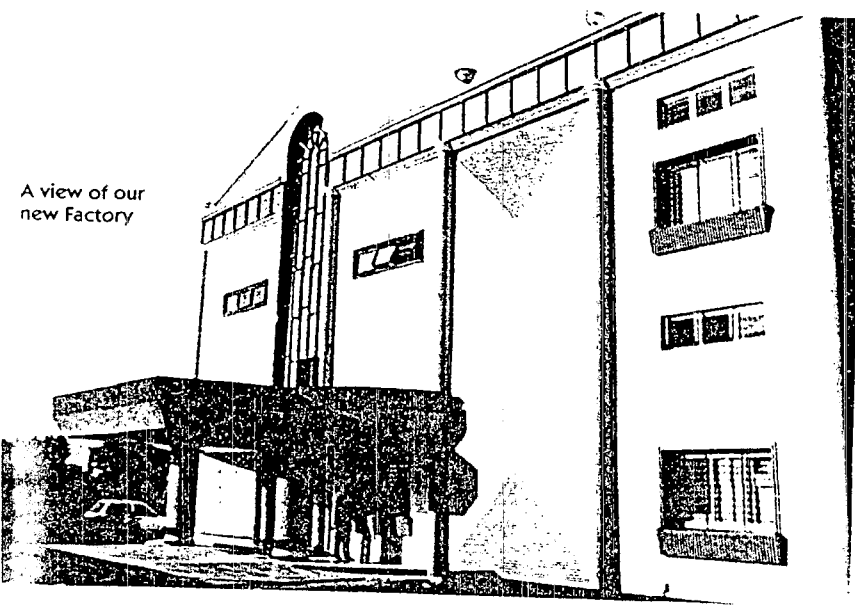
THE MECHANISM Twist
Mechanism

THE BODY ABS.
Scratch Resistant
Body & cap



Report Junction

A view of our
new Factory



Today's



BOARD OF DIRECTORS

Mr. Rajesh Kumar Drolia *Chairman & Mg. Director*
 Mr. Ravi Drolia *Director*
 Mrs. Anita Drolia *Whole time Director*
 Mr. Pawan Drolia *Director*
 Mr. Noshir Sohrab Kharas *Director*
 Mr. Ashok Karnani *Director*

AUDITORS

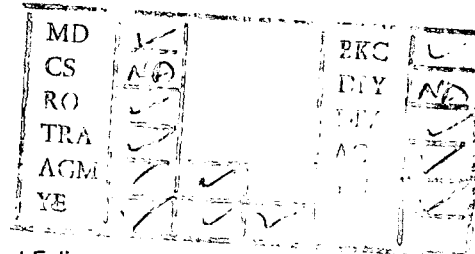
M/S. AJAY SHOBHA & CO.
Chartered Accountants

SOLICITORS & LEGAL ADVISORS

VYAS & BHALWAL
Advocates, Solicitors & Notaries.

BANKERS

Punjab National Bank
 State Bank of India
 Bank of Baroda
 Indian Bank
 Dena Bank



REGISTERED OFFICE

Survey No. 251/2/2, Valsad Falia,
 Near Jain Temple, Dadra,
 Dadra & Nagar Haveli (U.T.)-396 230, India

ANNUAL

CORPORATE OFFICE

2704/17, 3rd Phase, G.I.D.C.
 Vapi-396 195, Gujarat (India).

TODAY'S

REPORT

EXPORT OFFICE

3, Parasrampuria Apartments,
 E - Wing, Ground Floor,
 Near Milan Subway Road No.1,
 T.P.S - VI, Santacruz (West), Mumbai - 400 054

WRITING

PRODUCTS

1996-97

ADMINISTRATIVE OFFICE

1, Lamp Light, 9th Road Extension,
 Juhu Vile Parle Scheme, Mumbai-400 049

LIMITED

REGISTRAR & TRANSFER AGENT

PREMIUM FINANCIAL SERVICES LTD.
 A-2/477, Shah & Nahar Industrial Estate,
 S. J. Marg, Lower Parel (W),
 Mumbai - 400 013.

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CHAIRMAN'S ADDRESS*Dear Shareholders,**First & Foremost I express my sincere thanks for the continued support you have provided in making the company's products a monumental success.**It is my pleasure to inform you that our new factory has ensued full-fledged commercial production since December, 1996.**As you are aware, the Group's pioneer product Today's ZEE popularly known as "khushboowala pen" has already carved a niche for itself both in the Domestic as well as the Export front. The recent launch of our "Smily Ballpen" is further poised to capture the hearts of our consumers both in India and abroad.**With new product launches, we have acquired more shelf space at our Retail counters. We aim to reach out to 50,000 retail outlets in the near future. The inclusion of 300 new dealers over and above our existent strength of dealership network will help procure upwardly mobile sales graph of the company's products.**The Company has charted out a structured Marketing programme comprising of Intense Advertising in the Electronic and the Press Medium.**The co-branding exercise of the Company undertaken in the press in the form of various contests aimed at different target groups are efforts made to reach out to the consumer directly to invite their active participation, consequently reinforcing Brand awareness of our products.**The recent launch of our new range "Today's Smily", & Proposed "Today's Klick" and "Today's Zotter" are aimed at keeping abreast of the changing market trends and consumer preferences. The addition of new packaging material designed on International specifications are constant efforts based on extensive Market Research and Product Development.**As regards our commitment to you we have managed to achieve what we had committed to you and promise for much better results.**Last but not the least, the future launch of innovative stationery Items and Ballpen ranges aimed at upmarket segment, following our tradition of bringing economical prices to this segment too, shall help build a better Brand Image, Excellent rapport with our consumers and a brighter future for all of us who are inextricably linked with the Company.**As we have always maintained, " Our aim is to reach out to more and more people. Make Quality Pens and Stationery Items affordable to them. It is in this constant pursuit of our objective that we have brought in some unprecedented ranges for our valued consumers, because the Best Deserve the very Best."**Regards**Rajesh Kumar Drolia**Rajesh Kumar Drolia.***ZEE****Zotter****Smily****LI NCO****Klick****OFFICER****ANNUAL****REPORT****1996-97**



NOTICE

NOTICE is hereby given that the FIFTH ANNUAL GENERAL MEETING of the Members of TODAY'S WRITING PRODUCTS LIMITED will be held on Wednesday, the 24th September, 1997 at Registered Office at Survey No.251/2/2, Valsad Falia, Near Jain Temple, Dadra, Dadra & Nagar Haveli-396 230 at 2.30 p.m to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 1997 and Balance Sheet as at that date together with the Directors' Report and Auditors' Report thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Mrs. Anita Drolia, who retires by rotation, and being eligible offers herself for re-appointment.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS :

5. To appoint Mr. Sajjan Khaitan as Director
To consider and if thought fit to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION :

"RESOLVED that pursuant to the provisions of Section 257 of the Companies Act, 1956, Mr. Sajjan Khaitan, in respect of whom the Company has received a notice in writing proposing his candidature for the office of director be and is hereby appointed a Director of the Company.

6. To consider and if thought fit to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION :

"RESOLVED THAT pursuant to the provisions of section 293 (1) (e) of the Companies Act, 1956, and other applicable provisions, if any, the Board of Directors of the Company be and is hereby authorised to contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees from time to time in any financial year to the extent of Rs. 25,00,000/- or 5% of its average net profits as determined in accordance with the provisions of sections 349 and 350 of the Act during the three financial years immediately preceding, whichever is greater."

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

"RESOLVED THAT existing Article 15 be renumbered as 15 (a) and Article 15 (b) be added thereto as follows :

"15 (b) Subject to and in accordance with all applicable provisions of the Act as in force from time to time, the Company shall have power to purchase any of its own shares whether or not they are redeemable and may make payment out of capital in respect of such purchase."

FOR AND ON BEHALF OF THE BOARD

MR. RAJESH KUMAR DROLIA

CHAIRMAN & MANAGING DIRECTOR

Regd. Office :

Survey No.251/2/2,
Valsad Falia,
Near Jain Temple, Dadra,
Dadra & Nagar Haveli - (U.T.) 396 230
Dated : 30.07.1997

NOTES

1. AN EXPLANATORY STATEMENT U/S 173 OF THE COMPANIES ACT, 1956, IN RESPECT OF ITEM NO. 5 TO 7 OF THE NOTICE IS ANNEXED HERETO.
2. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF, AND PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORM MUST BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. The Dividend as recommended by the Board, if approved

at the members' meeting will be payable on or after 24th September, 1997 to those members whose names are on the Company's Register of Members on 24th September, 1997.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from 18th September, 1997 to 24th September, 1997 (both days inclusive).
5. MEMBERS ARE REQUESTED TO BRING THEIR COPY OF THE ANNUAL REPORT ALONG WITH THEM AS COPIES OF THE REPORT WILL NOT BE DISTRIBUTED AT THE MEETING.
6. Members/proxies are requested to produce the Attendance Slip at the entrance of the Hall.
7. Members are requested to immediately intimate change of address, if any, to the Company quoting reference to their Register Folio Number.

FOR AND ON BEHALF OF THE BOARD

MR. RAJESH KUMAR DROLIA

CHAIRMAN & MANAGING DIRECTOR

Regd. Office :

Survey No.251/2/2,
Valsad Falia,
Near Jain Temple, Dadra,
Dadra & Nagar Haveli - (U.T.) 396 230
Dated : 30.07.1997
Dated : 30.07.1997

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173 OF THE COMPANIES ACT 1956.

Item 5

Mr. Sajjan Khaitan, who is member of the Company, has given a notice in writing under Section 257 of the Companies Act, 1956 proposing his candidature for Directorship and has deposited a sum of Rs. 500/- with the Company.

All Directors being relatives of Mr. Sajjan Khaitan, are concerned or interested in this resolution.

Item 6

The Company is authorised by its Memorandum and Articles of Association to subscribe to charitable and other funds not directly relating to the business of the Company or the welfare of its employees by virtue of Section 293(1)(e) of the Companies Act, 1956, however, the maximum limit which can be so subscribed in any financial year is Rs 50,000/- or 5% of the company's average net profits as determined in accordance with sections 349 and 350 of the Companies Act, 1956, during the three immediately preceding financial years. Section 293(1)(e) permits such subscriptions in excess of these limits if Members of the Company approve.

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

Item No. 7

It is proposed to renumber the Article 15 as Article 15 (a) and add new Article 15 (b) as set out at item No. 7 of the notice to purchase any of its shares in accordance with law as may be then prevailing. In the event that it is permitted by law to purchase its own shares, the resolution confers authority to the Board for the purpose. As per provisions of section 31 of the Companies Act, 1956, a company may by Special Resolution alter its Articles of Association.

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

FOR AND ON BEHALF OF THE BOARD

MR. RAJESH KUMAR DROLIA

CHAIRMAN & MANAGING DIRECTOR

Regd. Office :

Survey No.251/2/2,
Valsad Falia,
Near Jain Temple, Dadra,
Dadra & Nagar Haveli - (U.T.) 396 230
Dated : 30.07.1997

TODAY'S

WRITING

PRODUCTS

LIMITED

DIRECTORS' REPORT

To,
The Shareholders,
Today's Writing Products Limited
Dear Sir,

Your Directors have pleasure in presenting the Fifth Annual Report together with the audited accounts for the year ended 31st March, 1997.

FINANCIAL RESULTS :

The Company's financial result for year under review are as under

	(Rs. in lacs)	
	1996-97	1995-96
Profit before Depreciation	140.96	92.99
Less : Depreciation	9.49	00.27
Profit before taxation	131.47	92.72
Provision for taxation	5.00	—
Profit after taxation	126.47	92.72
Balance brought forward from previous year	66.40	10.59
Amount Available for Appropriation	192.87	103.31
APPROPRIATIONS :		
Dividend	67.22	6.91
Tax on Dividend	6.72	—
Transfer to General Reserve	20.00	30.00
Balance carried to Balance Sheet	98.93	66.40

DIVIDEND :

Your directors are pleased to recommend a dividend at the rate of 12% for the year ended 31st March, 1997, on pro-rata basis, which will be tax free in the hands of the members. The dividend, if approved, by the members in the ensuing annual general meeting will absorb Rs. 67.22 lacs.

OPERATIONS :

The year under review was a remarkable one for your Company. The turnover during the year under review increased from Rs. 715.88 lacs to Rs. 2310.00 lacs, showing a growth of 223% over previous year. Similarly profit before tax also went up from Rs. 92.72 lacs to Rs. 131.47 lacs registering a growth of 42%. Your Company has shown consistent performance in growth and profitability.

The directors have pleasure to inform that Commercial production of new project started from 1st December, 1996 and accordingly, the full impact of the operations of the New project will be reflected in the result of the financial year 1997-98.

The Company's factory being located in an industrially backward zone, the Company is having benefits of Tax Holiday in Income Tax and Sales tax, which will result in high earnings and rise in Profitability. Further with proposed increase of investment in plant & machinery by S.S.I. units

from 60 lakhs to Rs. 3 crore by the central government the Company will continue to avail the benefits of S.S.I. up to total investment of Rs. 3 crores in plant and machinery and also enhancing the scope of expansion or diversification.

LISTING AGREEMENT CLAUSE 43 :

In compliance with Clause 43 of the listing Agreement, there is no material variances in utilization of funds as compared to the statement made in the prospectus.

DEPOSITS :

The Company has not accepted any deposits under Section 58A of the Companies Act, 1956.

CURRENT YEAR'S OUTLOOK :

Your Company's new product launches like "Today's Klick" & "Today's Zotter" on par with international standards will help capture sizeable market share.

With our existing product range like "Lenco", "New Lenco", Smily and above all "ZEE" doing extremely well, your company will be able to achieve good performance during the current Financial Year too.

MARKET EXPANSION :

Your company is presently catering to over 15,000 retail outlets that are displaying and marketing diverse product ranges to our valued customers. The company aims to reach out to 50,000 such outlets in the near future.

The inclusion of over 300 more Dealers over and above our existent strength of 600 Dealers will help develop fresh chart routes thereby positioning our products in maximum cities and towns too.

This step of your company will help ensure maximum market penetration.

RESEARCH AND DEVELOPMENT :

Your company proudly informs you that the company has set up an advanced computerised tool room to develop new Moulds bearing in mind the changing market trends.

Your company is highly confident of achieving optimum results.

NEW INITIATIVES :

The revamping of packaging material adhering to international specifications has made our product display more attractive and displayable to our consumers. This step of your company will help a better Brand image in the Domestic as well as the Export market.

CONSERVATION OF ENERGY :

Information required to be given pursuant to Section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988, is annexed hereto and forms part of the Report.

Today's

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REPORT

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SOCIAL & WELFARE ACTIVITY :

Your company is engaged in Social & Welfare Activity with active support of workers, staff and executives.

The company conducted TB Camps and other medical camps for the benefit of socially deprived people. The response had been very encouraging.

ANNUAL FUNCTIONS :

Your company has organised several functions and programmes especially to celebrate the Lucky draw contests with great verve and fervour. The Annual gift Dhamaka becomes an important even as it allows a direct interface with the dealers wherein a direct dialogue regarding launches or improvisation on present product ranges are aired out collectively and accordingly solutions sought for.

Similarly, Regional conferences from time to time undertaken by your company has helped augment its products in various chart routes effectively.

DIRECTORS :

In accordance with the requirement of the Companies Act, 1956 Mrs. Anita Drolia retires by rotation and being eligible, offers herself for reappointment.

AUDITORS AND AUDITORS' REPORT :

M/s. Ajay Shobha & Co. Chartered Accountants, will retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

The observation made in the Auditors' Report are

self explanatory and therefore do not call for any further comments under Section 217 of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES :

None of the employees of the Company was paid remuneration of Rs. 3,00,000/- p.a. or more for the year or Rs. 25,000/- p.m. or more and hence the information required under Section 217 (2-A) of the Companies (Particulars of Employees) Rules, 1975 is not required to be given.

APPRECIATION :

The Directors take this opportunity to express their appreciation for continued co-operation and assistance extended by Government Authorities, Bankers, Suppliers, Customers and for services of the devoted workers, staff and executives of the Company.

FOR AND ON BEHALF OF THE BOARD

Rajesh Kumar Drolia

MR. RAJESH KUMAR DROLIA
Chairman & Managing Director

Regd. Office :

Survey No.251/2/2,
Valsad Falia,
Near Jain Temple, Dadra,
Dadra & Nagar Haveli - (U.T.) 396 230

Dated : 30.07.1997

TODAY'S

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PRODUCTS

LIMITED

ANNEXURE TO THE DIRECTOR'S REPORT

INFORMATION REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988.

A. CONSERVATION OF ENERGY :

The Company Continues its efforts to improve methods of energy Conservation and utilisation.

B. TECHNOLOGY ABSORPTION :

The Company has a modern state of the art Research and Development Centre constantly striving to develop new products, patterns, designs, shapes, colours and combinations thereof to cope up with ever changing taste of the consumers and demand of new and innovative Designs in stationery world, which improves and contributes to the technology absorption and upgradation.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO :

The Company has no foreign Exchange earnings, whereas Rs. 5,31,874/- has been spent on Foreign Travels during the year.

FOR AND ON BEHALF OF THE BOARD

MR. RAJESH KUMAR DROLIA
Chairman & Managing Director

Regd. Office :

Survey No.251/2/2,
Valsad Falia,
Near Jain Temple, Dadra,
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Dated : 30.07.1997