



ANNUAL REPORT

2003 - 04

Corporate Philosophy

Adding Value
In everything we do;
In the brands we build;
In the products we make;
In the innovations we foster;
To the lives of our customers;
To the business we conduct with our suppliers and associates;
To our every growing family of employees and shareholders;
To the society we belong to;
It's the path we have chosen to follow;
And has been our guiding light through thick and thin,
Towards the greater goals of the future

Mission

Consistently make good products at the friendliest prices.
Constantly grow in volume and value through new ideas
And by imbibing the world's best technologies.
Continuing to remain relevant to our customers in India and
the world as a brand that stands for quality and more value for
money than any others.

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Corporate values

Integrity above all else
Learn always
Innovate in everything
Excel in quality



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Registered Office

New Factory



Company Information



BOARD OF DIRECTORS	Mr. Rajesh Kumar Drolia	Chairman & Managing Director
	Mr. Arun Beswal	Whole Time Director
	Mr. Mukesh Gupta	Director
	Mr. Parag Sanghvi	Director
	Mr. Ronald Netto	Director
	Mr. Rahul Gupta	Director

COMPANY SECRETARY Mr. Vijay Kumar Mishra

BANKERS State Bank of India
Allahabad Bank
Bank of Bahrain & Kuwait B.S.C.

AUDITORS 1) M/s.Chaturvedi Sohan & Co.
Chartered Accountants
2) M/s. Ajay Shobha & Co.
Chartered Accountants

LOCATIONS
REGISTERED OFFICE Survey No. 251/2, Valsad Falia,
Near Jain Temple, Dadra,
Dadra & Nagar Haveli,
(U.T.) - 396191, India
Tel No. : 0260-2668574 / 2668538
Fax No. : 0260-2668536

ADMINISTRATIVE OFFICE 201, Hariom Chambers,
B-16, New Link Road,
Andheri (W), Mumbai 400 053
Tel No. : 022-56954900
Fax No. : 022-56954910

WORKS Survey No. 251/2, Valsad Falia,
Near Jain Temple, Dadra,
Dadra & Nagar Haveli,
(U.T.) - 396191, India

**REGISTRAR &
TRANSFER AGENT** M/s. Satellite Corporate Services Pvt. Ltd.
A-60/1223, Azad Nagar-II,
Veera Desai Road, Andheri (W),
Mumbai - 400 053.
Tel No. : 022-26734262 / 26734183
Fax No. : 022-26734148

Notice



NOTICE is hereby given that the Twelfth Annual General Meeting of the members of TODAY'S WRITING PRODUCTS LIMITED will be held on 29th day of September, 2004 at Registered Office of the Company at Survey No. 251/2 Valsad Falia, Near Jain Temple, Dadra 396 191, D. & N. H. (UT) at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2004 and the Profit & Loss Account for the year ended on that date together with the report of Directors' and Auditors' thereon.
2. To declare a dividend.
3. To appoint a director in place of Mr. Arun Beswal, who retires by rotation, and being eligible offers himself for re-appointment.
4. To appoint Joint Auditors M/s Ajay Shobha & Co. and Chaturvedi Sohan & Co. and fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT subject to such consents, permissions or sanctions as may be required from any authority, statutory or otherwise, particularly from the Securities and Exchange Board of India (SEBI) and pursuant to section 61 and all other applicable provisions of the Companies Act, 1956 and Guidelines, Rules framed by SEBI in this regard, the Board Directors of the Company be and is hereby authorised to seek Voluntary Delisting of its Equity Shares listed at the following Stock Exchanges:

1. The Stock Exchange, Ahmedabad
2. The Delhi Stock Exchange Association Ltd.
3. The Calcutta Stock Exchange Association Ltd.

And for that matter to apply the concerned authorities for Voluntary Delisting of Equity Shares from the above Stock Exchanges.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to settle all questions, difficulties or doubts as may arise, with regard to the voluntary Delisting of shares, as it may in its absolute discretion deem fit."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary steps in this regard in order to comply with all the legal and procedural formalities and further to authorise any of its Committee or Director(s) Officers of the Company to do all such acts, deeds or things, as may be necessary, to give effect to this resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT subject to the provisions of section 17(e) of the Companies Act, 1956, the new sub clause/s 32,33,34,35 be inserted after the existing sub clause 31 of Clause III (C) of the Other object of the Memorandum of Association of the Company."

Notice



32. To buy, sell, deal, barter, import, or export, whether as wholesalers or retailers or as exporters or importers or as principles or agent or brokers or otherwise or to catch fish and procure sea foods and preserve, smoke, cure, freeze, prepare or process fish and sea foods and to manufacture or procure any substances or articles wholly or partially from fish or sea foods for human or animal consumption.
 33. To manufacture, process, prepare, preserve, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exports or importers or as principle or agent, in foods, meats, eggs, poultry, vegetable, canned and tinned and processed foods, protein, health and instant foods of all kinds including baby and dietetic foods, cereals, beverages, cordials, tonics restorative and aerated mineral waters and food-stuff and consumable provisions of every description for human or animal consumption.
 34. To carry on the business of cultivators, growers, manufactures, millers, grinders, rollers, processors, cold stores, canners and preservers and dealers of foods grains and other agricultural dairy, horticulture and poultry products, fruits, vegetables, herbs, medicines, flowers, drinks, fluids, gas and fresh and preservable products.
 35. To carry on all or any of the business of goldsmiths, silver smiths, jewellers, gem and diamond merchants and of manufacturing and dealing in clocks, watch, jewellery, cutlery and heir components and accessories and of producing, acquiring and trading in metals, bullion, gold, ornaments, silver, utensils, precious stones, paintings, manuscripts, curios, antiques and objects of art.
7. To consider and, if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION**:
- "RESOLVED that pursuant to section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, approval is hereby accorded to the Company for commencing and undertaking the business as enumerated in the newly inserted sub clauses 32,33,34 and 35 Clause III (C) of the Other object of the Memorandum of Association of the Company."
8. To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:
- "RESOLVED THAT Mr. Parag Sanghvi, who was appointed as an Additional director of the Company by the Board of Directors, who holds office under Section 260 of the Companies Act, 1956, until, the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company."

FOR AND ON BEHALF OF THE BOARD

(RAJESH KUMAR DROLIA)
CHAIRMAN & MANAGING DIRECTOR

Notice



Notes

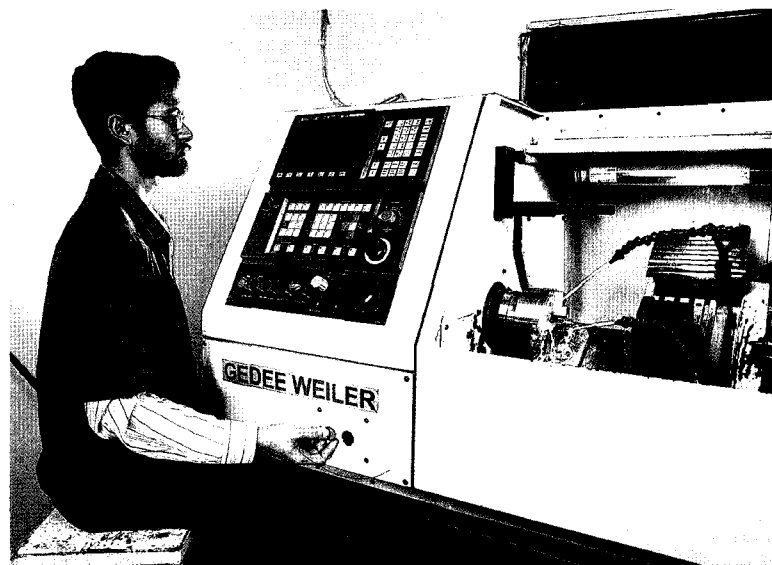
1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself, and proxy so appointed need not be a member of the company. In order to be effective, proxy form must be lodged with the company not less than 48 hours before the commencement of the meeting.
2. An Explanatory Statement under Section 173 of the Companies Act, 1956, is annexed to this notice.
3. The register of members and the share transfer books of the Company will remain closed from 27th September, 2004 to 29th September, 2004 (both days inclusive)
4. The Dividend as recommended by the Board, if approved at the members meeting will be payable on or after 29th September, 2004 to those members whose names are on the Register of Members of the Company as on 29th September, 2004.
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 desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied.
7. Members/Proxies are requested to produce the Attendance Slip at the entrance of the Hall.
8. Members are requested to intimate change of address, if any, to the company quoting reference to their Registered Folio Number.
9. The Members holding shares in dematerialized form, may please note that while opening a depository account with participants, they may have given their bank account details, which will be printed on their dividend warrants. However, if Members want to change/ correct the bank account details, they should sent the particulars to their depository participant with MICR code. **The Company will not entertain any direct request from Members for deletion/ Changes in the bank account details furnished by the Depository Participants to the Company.**
10. As required under Clause 49 (VI) of the Listing Agreement the details of the Directors, who are retiring, who are retiring by rotation and are eligible for re-appointment.

Name	Age	Educational Qualification	Experience	Other Directorship and Members of Committee
1. Mr. Arun Beswal	50 Years	FCA	30 Years	Genuine Services (P) Ltd.
2. Mr. Parag Sanghvi	35 Years	B. Com	10 years	K. Sera Sera Productions Ltd. Managing Director

FOR AND ON BEHALF OF THE BOARD

(RAJESH KUMAR DROLIA)
CHAIRMAN & MANAGING DIRECTOR

R & D Unit ▶



Production Unit

Assembling Unit ▶



Notice



Annexure to the notice

Explanatory statement as required under section 173 of the Companies Act, 1956

Item No.5

Presently, the Company's Equity Shares are listed at Vadodara (Regional Stock exchange), Delhi, Kolkata, Ahmedabad, Mumbai & National Stock Exchanges. There have been no trading in the equity shares of the Company on the stock Exchanges at Kolkata, Delhi, Vadodara, and Ahmedabad for the past 3-4 years and the investors do not derive any benefit for the fees paid by the Company to these Stock Exchanges. Further, owing to Expansion of the BSE & NSE and their extensive networking and extension of their terminal to other cities, investors have access to on-line dealings in the Company's equity shares on such terminal across the Country. Company's equity shares are one of the scripts which the Securities and Exchange Board of India (SEBI) has specified for settlement only in dematerialized form by all investors since 25th September 2000 and accordingly there is no physical movements (giving or taking delivery) of share certificates for transactions taking place in the Stock Exchanges.

In this background the Board of Directors recommend your approval by Special Resolution, Delisting of Equity Shares of the Company from Delhi, Ahmedabad & Kolkata at the time as may be deemed appropriate and subject to SEBI (Delisting of Securities) Guidelines, 2003 and requisite approval / exemption as may be required to be obtained from them. In Mumbai, National Stock Exchange and Vadodara, it is proposed not to delist as the trading volumes are high and in terms of the SEBI Guidelines, it is compulsory to remain listed on at least one stock Exchange including The Stock Exchange, Mumbai.

Due to continued Listing at BSE, NSE & VSE and availability of trading facilities across the country as mentioned above, the Delisting proposal will not be prejudicial to the interest of the investors.

In terms of the relevant guidelines, approval of members is being sought by way of a Special Resolution for enabling voluntary delisting as above. A special Notice is also being given separately in a newspapers for the said enabling resolution with relevant details.

None of the directors may be deemed to be concerned or interested in this resolution.

Item No.6 & 7

At present the Company's main object and main business activities is manufacturing and dealing in ball pens and stationery materials used in office, education, etc., Over the years it is observed that due to cut throat competition and every changing fashion, design, pattern, model, style, it has compelled the management to think of other business activities, and from the data available, it will be in the interest of the Company to commence additional business as stated in the above new sub clauses proposed to be added. For this approval of the Company in the general meeting for amending the Memorandum of the Association by passing Special Resolution u/s 149(2A) of the Companies Act, 1956. The Board of Directors recommend these resolutions stated at Sr. No. 6 & 7 to be passed the General Meeting.

It would be necessary for the members under section 149(2A) of the Companies Act, 1956, to accord their approval to the Company for commencing and undertaking the business set out (Central Government vide Companies (Second Amendment) Act, 2002) under section 17 of the Act opportunity is being taken to have such approval at this meeting and the Directors commend this resolution for adoption

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