

# TYPHOON HOLDINGS LIMITED

## **NOTICE**

**NOTICE** is hereby given that the Nineteenth Annual General Meeting of the Company will be held at the Registered Office of the Company at Podar Chambers, 109, S.A.Brelvi Road, Fort, Mumbai 400 001 on Wednesday, 29<sup>th</sup> September, 2004 at 3.00 p.m. to transact the following Business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Profit and Loss Account for the Year ended 31<sup>st</sup> March, 2004 and Balance Sheet as at that date together with Report of Directors' and Auditors thereon.
2. To appoint a Director in place of Mr. Felix Otto D'Souza who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration

### **SPECIAL BUSINESS:**

4. To consider and if thought fit to pass with or without any modification the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. P.N.Muralidharan, who was appointed as an Additional Director of the Company w.e.f. 31<sup>st</sup> October, 2003 pursuant to Section 260 of the Companies Act, 1956 and who holds office upto the date of the Annual General Meeting and being eligible offers himself for appointment and in respect of whom the Company has received a notice in writing from a member Under Section 257 and other applicable provisions, if any, of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company."

5. To consider and if thought fit to pass with or without any modification the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Rajendra M.Chandra, who was appointed as an Additional Director of the Company w.e.f. 2<sup>nd</sup> September, 2004 pursuant to Section 260 of the Companies Act, 1956 and who holds office upto the date of the Annual General Meeting and being eligible offers himself for appointment and in respect of whom the Company has received a notice in writing from a member Under Section 257 and other applicable provisions, if any, of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company."

6. To consider and if thought fit to pass with or without any modification the following Resolution AS A SPECIAL RESOLUTION:

"RESOLVED THAT approval of the Company be and is hereby accorded for keeping the Register of Members, index of Members, other related books and copies of all annual Returns prepared under section 159 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, together with the copies of the certificates and other documents required to be annexed thereto under section 161 of the Companies Act, 1956, and other applicable provisions, if any, of the Companies Act, 1956, or any one of them at the office of M/S. SHAREX(INDIA) PRIVATE LIMITED, Dena Bank Building, 2<sup>nd</sup> Floor, Horniman Circle, Fort, Mumbai - 400 023."

BY ORDER OF THE BOARD,  
**FOR TYPHOON HOLDINGS LIMITED,**

  
DIRECTOR  
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**REGISTERED OFFICE:**

Podar Chambers,  
109, S.A.Brelvi Road, Fort,  
Mumbai-400001

Date: 2<sup>nd</sup> September, 2004

**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to vote instead of himself and the proxy need not be a member of the Company.
2. Share Transfer Records of the Company will remain closed on Thursday, 23<sup>rd</sup> September, 2004 to Wednesday, 29<sup>th</sup> September, 2004 (Both days inclusive)
3. Explanatory Statement U/S 173 of the Companies Act, 1956 is enclosed herewith.
4. All documents referred to in the Notice and Explanatory Statement are open for inspection at the registered office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF SPECIAL BUSINESS**

**Item No.4:**

The Board of Directors had appointed Mr.P.N.Muralidharan as Additional Director of the Company w.e.f. October 31, 2003 pursuant to Section 260 of the Companies Act, 1956. He will hold office only upto the date of forthcoming Annual General Meeting of the Company.

In view of increased business activities and expansion plans in hand the Board of Directors recommend his appointment.

The Company has received notice from member under section 257 of the Companies Act, 1956, signifying his intention to propose him for the office of Directors. Looking on the experience and exposure he has, your Directors propose this resolution for your approval.

Except Mr P.N.Muralidharan, none of the Directors of the Company are interested in the Resolution.

**Item No.5:**

The Board of Directors had appointed Mr.Rajendra M. Chandra as Additional Director of the Company w.e.f. 2<sup>nd</sup> September,2004 pursuant to Section 260 of the Companies Act, 1956. He will hold office only upto the date of forthcoming Annual General Meeting of the Company.

In view of increased business activities and expansion plans in hand the Board of Directors recommend his appointment.

The Company has received notice from member under section 257 of the Companies Act, 1956, signifying his intention to propose him for the office of Directors. Looking on the experience and exposure he has, your Directors propose this resolution for your approval.

Except Mr Rajendra M.Chandra, none of the Directors of the Company are interested in the Resolution.

**Item No. 6**

In view of the SEBI Circular, all the listed Companies are required to have a common agency for both mode of transfers i.e. physical and demat. During the year the Company had taken over the share transfers related activities from M/S. M.C.S. LIMITED and appointed M/S. SHAREX (INDIA) PRIVATE LIMITED as new Registrar and Share Transfer Agent for both mode of transfers i.e. physical as well as demat mode.

Section 163 of the Companies Act, 1956 provides that the Register of Members, Index of Members, other related books and copies of all Annual Returns prepared under Section 159 of the Companies Act, 1956, and other

applicable provisions , if any, of the Companies Act, 1956 together with the copies of the certificates and other documents required to be annexed thereto under section 161 of the Companies Act, 1956, are to be kept at the registered office of the Company. However these may be kept at a place other than the registered office of the Company if the said place is authorized by members by way of special resolution.

As the Company now has to keep and maintain all the above records at the office of M/s.SHAREX (INDIA) PRIVATE LIMITED, Dena Bank Building, 2<sup>nd</sup> floor, Horniman Circle, Fort, Mumbai - 400 023, members permission is sought as required under section 163 of the Companies Act, 1956.

The Board recommended the resolution to be passed.

None of the Directors of the Company are concerned or interested in the Resolution.

BY ORDER OF THE BOARD,  
**FOR TYPHOON HOLDINGS LIMITED,**

  
DIRECTOR  
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**REGISTERED OFFICE:**

Podar Chambers,  
109, S.A.Brelvi Road,  
Fort,  
Mumbai 400 001.

Date: 2<sup>nd</sup> September, 2004.

# TYPHOON HOLDINGS LIMITED

## DIRECTORS' REPORT

To  
The Members,

Your Directors present their Nineteenth Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2004.

### **FINANCIAL RESULTS**

	31 <sup>st</sup> March, 2004 (Rs.)	31 <sup>st</sup> March 2003 (Rs.)
Net Profit before Tax	24,991	21,931
Less: Provision for Current Tax	(2,000)	( 1,800)
Provision for deferred Tax liability	3,103	2,524
Net Profit after Tax	26,094	22,655
Add: Excess Provision for Taxation of earlier years	-	-
	26,094	22,655
Add: Surplus brought forward from previous year	9,01,012	8,78,357
Balance carried to Balance Sheet	9,27,106	9,01,012
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### **OPERATIONS**

During the year under review, Company has recorded Gross Income of Rs.25.48 Lacs as compared to Rs. 17.92 Lacs in the previous year and incurred expenditure of Rs.25.23 Lacs as compared to Rs.17.70 Lacs in the previous year. The Profitability of the Company was slightly better than Previous year by earning Rs.0.26 lacs as against Rs.0.22 lacs during the Previous Year.

### **DIVIDEND**

To enhance the Shareholders Wealth, your Directors do not recommend any Dividend for the year under review.

### **SECRETARIAL COMPLIANCE CERTIFICATE**

As required under the Provision of Companies Act, 1956, Secretarial Compliance Certificate issued by Practicing Company Secretary is enclosed herewith which is forming part of the Director's Report.

**DIRECTORS**

During the year the Board have appointed Mr.P.N.Muralidharan and Mr.Rajendra M.Chandra as Additional Directors of the Company w.e.f. October 31, 2003 and 2<sup>nd</sup> September,2004 respectively, pursuant to Section 260 of the Companies Act, 1956 whose terms will expire in the forth coming Annual General Meeting of the Company and are eligible for re-appointment and in respect of whom the Company have received notices in writing from members under section 257 and other applicable provisions, if any, of the Companies Act, 1956,proposing their candidatures for the office of Directors.

Mr.Felix Otto D'Souza, retires by rotation and being eligible offers himself for reappointment.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 217(2AA) of the Companies (Amendment) Act, 2000 The Directors confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) The accounting policies have been selected and applied consistently and the judgments and estimates made, are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The annual accounts have been prepared on a going concern basis.

**FIXED DEPOSITS**

The Company has not accepted any Fixed Deposits from the Public during the year under review.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION.**

The required information are not furnished as the Company is not engaged in manufacturing activities.

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Information on Foreign Exchange Earnings and outgo is contained in Schedule No.12, Note No.3 & 4 of the Balance Sheet and Profit & Loss Account.



**PARTICULARS OF EMPLOYEE**

During the year under review, there was no employee drawing salary in excess of limits prescribed under Section 217(2A) of the Companies Act, 1956 and the Rules prescribed thereunder.

**AUDITORS**

M/s. R.S.Agrawal & Company, Chartered Accountants, Auditors of the Company are retiring at the ensuing Annual General Meeting. They are eligible for re-appointment and have expressed their willingness to act as auditors, if re-appointed. The Company has received a Certificate from them that they are qualified under Section 224(I) of the Companies Act, 1956, for appointment as Auditors of the Company. Members are requested to consider their appointment at a remuneration to be decided by the Board of Directors for the financial year ending 31<sup>st</sup> March, 2005 as set out in the Notice convening the Meeting.

**CHANGE IN REGISTRAR AND SHARE TRANSFER AGENT DURING THE YEAR**

The Company has changed its Registrar and Share Transfer Agent from M/s M.C.S. Limited to M/s. Sharex (India) Private Limited. So members are requested to make correspondence with the new Registrar and Share Transfer Agent of the Company viz. M/s.Sharex (India) Private Limited, 17/B, Dena Bank Building, 2<sup>nd</sup> floor, Horniman Circle, Fort, Mumbai 400 023.

**APPRECIATION**

The Directors take this opportunity to express their appreciation for the support received from the bankers, agencies of Government, Dealers, Shareholders and Customers.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
**FOR TYPHOON HOLDINGS LIMITED,**



RAJIV K.PODAR  
CHAIRMAN & MANAGING DIRECTOR


**REGISTERED OFFICE:**

Podar Chambers,  
109, S.A.Brelvi Road,  
Fort,  
Mumbai-400 001.

Dated: 2<sup>nd</sup> September, 2004.