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ANNUAL REPORT

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BOARD OF DIRECTORS :

B L Rathi
N K Agarwala
J K Malpani
V K Mohatta

AUDITORS :

M/s. B P Agarwal & Associates
Chartered Accountants
408, Kamalalaya Centre
156A, Lenin Sarani
Kolkata - 700 013

BANKERS :

ABN AMRO Bank N.V.
State Bank of India

REGISTERED OFFICE :

'Anandlok'
227, A J C Bose Road
4th Floor
Kolkata - 700 020



**NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the **Seventh Annual General Meeting** of the members of the Company will be held on Tuesday, the 25th September, 2001 at 10.00 a.m. at the Registered Office of the Company at 'Anandlok', 227, A J C Bose Road, Kolkata – 700 020, to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2001 and the Balance Sheet as at that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri B L Rath, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

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

“RESOLVED THAT Sri J K Malpani who was appointed as an Additional Director of the Company pursuant to the Section 260 of the Companies Act, 1956, and holds office up to the date of the forthcoming Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company subject to retirement by rotation under the Articles of the Company.

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

“RESOLVED THAT Sri V K Mohatta who was appointed as an Additional Director of the Company pursuant to the Section 260 of the Companies Act, 1956, and holds office up to the date of the forthcoming Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company subject to retirement by rotation under the Articles of the Company.

Place : Kolkata
Date : 2nd August 2001

By Order of the Board
B L Rath
Director

NOTES :

- a) An explanatory statement pursuant to section 173(2) of the Companies Act, 1956 relating to the special business is annexed hereto.
- b) A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies, in order to be valid must reach the Registered Office of the Company not less than 48 hours before the meeting.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from 16.09.2001 to 25.09.2001 (both days inclusive).
- d) Members holding shares in DEMAT form are requested to bring their Client ID No. and DP ID No. for easier identification of their attendance at the meeting.
- e) Members holding shares in physical form are requested to notify any change in their address to the Company and always quote their Folio Number in all correspondences with the Company.
- f) Shareholders desiring any information as regards the Accounts are requested to write to the Company sufficiently in advance so as to enable the management to keep the information ready.
- g) The equity shares of the Company are listed at the following Stock Exchanges :

<u>Name</u>	<u>Address</u>	<u>Code No.</u>
(a) The Calcutta Stock Exchange Association Ltd.	7, Lyons Range Kolkata – 700 001	32036
(b) The Stock Exchange, Mumbai	Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001	31051

The Annual Listing fees have been paid to the above stock exchanges up to the Financial Year 2001-2002.

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

Item No. 4

Sri J K Malpani was appointed by the Board of Directors as an Additional Director of the Company with effect from 29th September 2000 pursuant to the Section 260 of the Companies Act, 1956. His tenure as Director of the Company expires on the date of the forthcoming Annual General Meeting. The Board considers that it will be in the interest of the Company to continue to have him on Board and recommends the proposed resolution for approval of the Company.

None of the Directors except Sri J K Malpani is interested in the above resolution.

Item No. 5

Sri V K Mohatta was appointed by the Board of Directors as an Additional Director of the Company with effect from 23rd July 2001 pursuant to the Section 260 of the Companies Act, 1956. His tenure as Director of the Company expires on the date of the forthcoming Annual General Meeting. The Board considers that it will be in the interest of the Company to continue to have him on Board and recommends the proposed resolution for approval of the Company.

None of the Directors except Sri V K Mohatta is interested in the above resolution.

Place : Kolkata
Date : 2nd August 2001

By Order of the Board
B L Rathi
Director