

# ANNUAL REPORT 2003-2004



## ANG EXPORTS LIMITED

REGD. OFFICE : 1C/13, NEW ROHTAK ROAD,  
KAROL BAGH, NEW DELHI-110 005

CORPORATE OFFICE : B-48, PHASE-II, NOIDA

# ANG EXPORTS LIMITED

## 13th ANNUAL REPORT 2003-2004

### BOARD OF DIRECTORS:

**PREMJIT SINGH**  
Managing Director

**MANOJ GUPTA**  
Director

**SANJAY GARG**  
Director

**O. P. SHARMA**  
Director

**COMPANY SECRETARY**  
Rajiv Malik

**AUDITORS :**  
**SANDESH JAIN & COMPANY,**  
Chartered Accountants  
111, Jivan Villa , Darya Ganj  
New Delhi - 110002

**SECRETARIAL ADVISOR**  
Mrs. Mamta Jain & Associates  
111, Jiwan Villa, Darya Ganj, Delhi-110002

### REGISTERED OFFICE:

1C/13, New Rohtak Road,  
Karol Bagh, New Delhi-110 005

### CORPORATE OFFICE & WORKS :

B-48, Phase-II, NOIDA

Report  Junction.com

### BANKERS :

Bank of Baroda  
International Business Branch  
Parliament Street, New Delhi-110 001

### REGISTRAR / SHARE TRANSFER AGENTS :

Beetal Financial & Computer Services Pvt. Ltd.  
321-S, Chirag Delhi,  
Near Shaheed Bhagat Singh College,  
New Delhi - 110017

## ANNUAL REPORT 2003-2004



### **NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the 13<sup>th</sup> Annual General Meeting of the members of ANG Exports Ltd. will be held on Wednesday, the 29<sup>th</sup> day of September 2004, at 9:30 A.M., at Rose Garden, 45/18, Village Kangon Heri, New Delhi, to transact the following business:

#### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2004 and Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March, 2004 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. O P Sharma, who retires by rotation, and being eligible offers himself for reappointment.
3. To appoint Auditors of the Company and to fix their remuneration.

“RESOLVED THAT M/s Sandesh Jain & Co., Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.”

“RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company.”

By Order of the Board  
for ANG EXPORTS LIMITED

Date : June 30<sup>th</sup>, 2004  
Place : New Delhi

**RAJIV MALIK**  
(COMPANY SECRETARY)

#### **NOTES :**

1. A member entitled to attend the meeting and vote therein, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of this Annual General Meeting.
2. Members holding shares in physical form are requested to notify/send the following at the Registered Office or to the Transfer Agent to facilitate better service :
  - Ø Any change in their address/mandate.
  - Ø Share certificate(s) held in multiple accounts in identical names or joint account in the same order of names for consolidation of such shareholdings into one account.
3. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
4. The Register of Members of the Company and Share Transfer Books will remain closed from Monday, the 27<sup>th</sup> day of September, 2004 to Wednesday, the 29<sup>th</sup> day of September, 2004 (both days inclusive)
5. Members are requested to quote Folio No in all correspondence with the Company.
6. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company during office hours on all working days between 11:00 A.M. to 1:00 P.M. upto the date of the Annual General Meeting.
7. Members are requested to bring their copies of Annual Reports along with the attendance slips.
8. Information required to be furnished under the Listing Agreement in respect of following Directors proposed to be appointed/reappointed as Director.

## ANNUAL REPORT 2003-2004



1. Name : Mr. O P Sharma  
 Age : 58 Years  
 Qualification : Bachelor of Arts  
 Experience : 36 years experience in Steel Industries.  
 Directorship : NIL

9. Shareholders desiring any information as regards the Accounts are requested to write to the Company at least seven days before the date of the Annual General Meeting so as to enable the Management to keep the information ready.

By Order of the Board  
for ANG EXPORTS LIMITED

Date : June 30<sup>th</sup>, 2004  
Place : New Delhi

**RAJIV MALIK**  
**(COMPANY SECRETARY)**

### **DIRECTORS REPORT**

#### **THE MEMBERS**

Your Directors have the pleasure in presenting the 13th Annual Report together with the audited accounts for the Financial Year (ended 31<sup>st</sup> March 2004) 2003-2004.

#### **FINANCIAL RESULTS**

<b>PARTICULARS</b>	<b>2003-2004</b>	<b>2002-2003</b>
Profit before Tax & Depreciation	49.71	45.91
(-) Depreciation	26.26	23.10
Profit before Tax	23.45	22.81
(-) Provision for Tax	4.00	0.27
Net Profit After Tax	19.45	22.54
Previous Year's Profits	222.88	200.34
Profits available for Appropriation	242.33	222.88
Balance carried to Balance Sheet	242.33	222.88

#### **PRESENT OPERATIONS**

During the year under report, the turnover of the Company has increased by more than 5%. This increase has been due to recovery in the Export Market and quality of the products manufactured by the Company. During the year, new Buyers have also been added in the list of Buyers of the Company. We further apprise you that during the year, the Company has repaid all the loans taken by the Company from U.P. Financial Corporation, as well as interest there on and as such there is no other long-term debt except vehicle finance taken by the Company from the Banks and Finance Companies.

However, the bottom line of the Company has suffered due to increase in steel prices (which is the main raw materials of the Company) and also to decline in the rate of US dollars vis-à-vis Indian Rupees.

#### **FUTURE OPERATIONS**

The Company is having very good orders in hands due to the quality of the products manufactured by the Company. In the near future, the company is trying to add some more new items in the items list manufactured by the Company. Your Directors also foresee the better results due to the control in the financial expenses.

Your Directors intend to expand their manufacturing facility in the near future. Your Directors foresee a bright future.

## ANNUAL REPORT 2003-2004



### DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of annual accounts for the financial year ended 31<sup>st</sup> March, 2004, the applicable accounting standards had been followed;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were 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 and loss of the Company for the year under review;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The Directors have prepared the annual accounts on a going concern basis.

### FIXED DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and rules made thereunder.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Information in accordance with the provisions of Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors), Rules, 1988 regarding Conservation of Energy Technology Absorption and Foreign Exchange Earnings and Outgo is given in the Annexure forming part of this report.

### PERSONNEL

None of the employees of the Company are in receipt of the prescribed remuneration and as such the list of employees as required under Section 217 (2A) of the Companies Act, 1956 are not enclosed.

The employee relation continued to be cordial during the year under review.

### INDUSTRIAL RELATIONS

Industrial relations remained cordial throughout the year. Your Directors wish to place on record their deep sense of appreciation for the devoted services rendered by the Executives, Officers, Staff and Workers of the Company at all levels.

The Company is committed to industrial safety and environmental protection and these are on going processes at the Company's Plant and facilities.

### AUDITORS & AUDITORS' REPORT

The Statutory Auditors, M/s Sandesh Jain & Co. Chartered Accountants, retire at the ensuing Annual Meeting and are eligible for re-appointment. The Notes to Accounts referred to in the Auditors' Report are self-explanatory and, therefore, do not call for any further comments.

### DIRECTORATE

Shri O.P. Sharma, Director of the Company shall retire by rotation in the Annual General Meeting of the Company offers himself for re-appointment.

### CORPORATE GOVERNANCE

A separate section on Corporate Governance and a Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, form part of the Annual Report.

## ANNUAL REPORT 2003-2004



### ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation on the assistance, co-operation and support extended to the Company by Bank of Baroda, International Business Branch, Parliament Street, New Delhi, U. P. Financial Corporation, Shareholders of the Company and all others whose continued support has been a source of strength to the Company. Your Directors also wish to place on record their sincere appreciation of the devotion and dedicated efforts put in by all the employees of the Company.

For and on Behalf of the Board

Date : June 30<sup>th</sup>, 2004  
Place : New Delhi

MANOJ GUPTA  
DIRECTOR

PREMJIT SINGH  
MANAGING DIRECTOR

### ANNEXURES TO THE DIRECTORS' REPORT

Information under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2004

#### A. CONSERVATION OF ENERGY

In the Company, the energy cost is the major components in the cost of goods, therefore, the Constant efforts are being made by your Company to reduce energy consumption and get optimum benefits from the present sources. The company is continuously identifying the scope for improving end use efficiency by evaluating the techno-economic viability of various energy conservation measures. Focussing primarily on:

- a) Up-gradation of technology
- b) Planned utilization of energy & fuel
- c) Maximum capacity utilization
- d) Modernization and improvement of Plant
- e) Training of employees towards energy conservation

The units of power have been increased from its own generation. The comparative statement of Energy Generation as compared to last year is given hereunder:-

PARTICULARS	2003-2004	2002-2003
1. Electricity Units (M.KWH)	0.00	19600.00
Total Amount	0.00	122170.00
Average Rate / Unit (Rs. KWH)	0.00	6.23
2. OWN GENERATION		
Through Diesel Generator	7,19,040.00	738998.00
Units (M.KWH)		
Units per litre of Diesel (KWH)	4.28	4.34
Average Cost /Unit (Rs. KWH)	5.49	4.48

#### TECHNOLOGY ABSORPTION

The technology employed by your Company is being updated on a regular basis. In-house training is imparted regularly to plant personnel for adaption of prevalent technology advancements and cost containment. Further your Company is using better engineering practices for enhancing productivity, product improvement, cost reduction, better quality and stability of products. We have not made any import of technology so far.

#### FOREIGN EXCHANGE EARNING & OUTGO

The export turnover of your Company for the present year was Rs.8,73,91,238/- Net Foreign Exchange Earning was Rs 8,02,62,834/- and the Foreign Exchange outgo was Rs. 71,28,404/- on account of Export Development, Marine Freight, Foreign Travels, etc.

## ANNUAL REPORT 2003-2004



### CORPORATE GOVERNANCE REPORT

#### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company, while conducting its business has been upholding the core values of ANG i.e.. Corporate Governance assumes a great deal of importance in the business life of ANG. The Company firmly believes in good Corporate Governance. The driving forces of Corporate Governance at ANG Exports Ltd are its core values – Transparency, Integrity, Honesty, Accountability and Compliance of Law. The Company's goal is to find creative and productive ways of delighting its stakeholders i.e. investors, Customers & Associates, while fulfilling the role of a responsible corporate representative committed to best professional practices.

#### 2. BOARD OF DIRECTORS

##### a) Composition of Category of Directors

The total strength of the Board is four at present which includes two Executive Directors one of whom is also the Promoter, one Independent Director and one Independent Non-Executive Director. Thus the requirements of the Listing Agreement are duly complied with. As on 31<sup>st</sup> March, 2004, the composition of the Board of Directors was as under:

Sr. No.	Name of Director(s)	Category of Directorship	No. of Directorships of other		Attendance at	
			Companies	Committees	Board Meetings	A.G.M. Held on 26.09.03
1.	Mr. Premjit Singh	Managing Director	2	None	8	Yes
2.	Mr. Manoj Gupta	Director	None	None	7	Yes
3.	Mr. Sanjay Garg	Director	None	None	8	No
4.	Mr. O.P. Sharma	Director	None	None	8	Yes

##### b) No. of Board Meetings and Dates

During the financial year 2003 -2004, Eight Board Meetings were held. The dates on which the said meetings were held are as follows:

22 - 05 - 2003	31 - 07 - 2003	30 - 10 - 2003	31 - 01 - 2004
30 - 06 - 2003	18 - 08 - 2003	01 - 01 - 2004	04 - 03 - 2004

#### 3. AUDIT COMMITTEE

The Audit Committee was constituted on 27<sup>th</sup> March, 2003, consisting of one Executive & two Independent Directors.

##### QUORUM FOR THE COMMITTEE AND ITS CHAIRMAN:

The quorum for the meeting is two independent Directors, which is more than one third of the members of the Committee. The committee is chaired by Mr. Manoj Gupta who is an independent Director. The Composition of the Audit Committee is as under :

Mr. Manoj Gupta, Chairman

Mr. Sanjay Garg, Member

Mr. O.P. Sharma, Director

##### TERMS OF REFERENCE

Keeping in view the provisions of Listing Agreement and matters specified under Clause 49 of the Listing Agreement with Stock Exchanges, terms of reference are as under:

- To select and recommend appointment of the statutory auditors and cost auditors.
- To review reports of the internal audit department and decide about the scope of work.
- To meet statutory and internal auditors periodically and discuss their findings, suggestions and other related matters.
- To review financial statements and to seek clarifications etc. from the statutory / internal auditors.
- To review the internal control system.