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19 th Annual Report	1998-99		L CHEMICA
BOARD OF DIRECTORS	:	ANIL MACHHAR	- CHAIRMAN
		BADAL MITTAL	
		J.S. BHATNAGAR	
		ARVIND MACHHAR	- MANAGING DIRECTO
		RAVI MACHHAR	- EXECUTIVE DIRECTO
		SANDEEP MACHHAR	- WHOLE TIME DIRECT
		Y.N. MISHRA	- WHOLE TIME DIRECT
AUDITORS	:	M/s. RATHI AND BANGAD)
		Chartered Accountants, A	urangabad.
BANKERS	:	UNION BANK OF INDIA.	
		PUNJAB NATIONAL BANK	۲.
REGISTERED OFFICE	:	J-18, MIDC INDL. AREA	· .
		CHIKALTHANA, AURANG	ABAD - 431 210.
WORKS	:	AMMONIUM NITRATE D	IVISION
		i) J-18 MIDC INDL. AREA CHIKALTHANA, AURAN	
		ii) PLOT NO. 614, GIDC A PANOLI, DIST. BHARU	REA,
			JLSION MATRIX DIVISION
		i) PLOT NO. 48/49 UDYO WAIDHAN, DIST SIDHI	G DEEP INDL. AREA,
	ii) VILLAGE - NANDRABAD, TALUKA - KHULTABAD, DIST AURANGABAD (M.S.)		
		iii) PLOT NO. 2/A-1, A-2 I JHARSUGUDA, (ORRI	
		CO-EXTRUDED TUBES	DIVISION
		GUT NO. 72, VILLAGE - P	

(1)

NOTICE

Notice is hereby given that NINETEENTH Annual General Meeting of **Anil Chemicals and Industries Ltd.** will be held on SATURDAY 5th June, 1999 at 3.00 p.m. at the Registered office of the Company at J-18, MIDC Area, Chikalthana, Aurangabad to transact following business :

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Balance Sheet as at 31st March'99 and Profit & Loss Account for the year ended on that date together with report of Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Shri. Anil Machhar, who retires by rotation and being eligible offers himself for re-appointment.

3) To appoint auditors and fix their remuneration.

SPECIAL BUSINESS :

4) To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution.

"RESOLVED" that the Audited Accounts for the year ended 31-3-99 along with Directors and Auditor's report, thereon be and are hereby adopted and that the Company having become sick unit under SICA 1985 be noted."

5) To consider and if thought fit to pass with or without modification the following resolution as a Special resolution.

"RESOLVED THAT pursuant to the provisions of sections 198,269, 309, and 314 read with Schedule XIII and other applicable provisions of the companies Act, 1956 (including any statutory modification or reenactment there of for the time being in force) the consent and approval of the Company be and is hereby accorded to the reappointment of Shri. Ravi Machhar, as a Whole Time Director (to be designated as a Executive Director) and the following remuneration payable to him for a further period of 5 years, with effect from 15th August, 1999".

- 1) Salary : Salary of Rs. 31,000 per month in the scale of Rs. 15000-1500-25000-3000-40000 or as may be sanctioned by the Board of Directors.
- 2) Perquisites : As follows but restricted to an amount equal to the Annual Salary or Rs. 4,50,000 p.a. , whichever is less.
 - a) Housing : The Company will provide accomodation to the Executive Director for which 10% of the Salary will be deducted.

Reimbursement of the expenditure incurred on gas, electricity, water and furnishing should be valued as per the Income Tax Rules, 1962, this will, however, be subject to a ceiling of 10% of the remuneration of the Executive Director.

- b) Medical Reimbursement : Expenses incurred for the Executive Director and his family subject to ceiling of one Month's salary in a year or three month's salary over a preiod of three years.
- c) Leave Travel Concenssion : For the Executive Director and his family once in a year incurred in accordance with any rules specified by the company.
- d) Club Fees : Fees of two clubs. This will not include admission and life membership fees.
- e) Personal Accident Insurance : Of an amount, the premium of which shall not exceed Rs. 4,000/- Per annum. For the above purposes "Family" means the spouse, the dependent children and parents of the appointee.
- f) The Company's contribution to provident Fund, superannuation Fund or Annuity Fund in accordance with the Rules and Regulations of the Company, which should not exceed either singly or put together non taxable limit under the income tax Act, 1961.
- g) Gratuity at the rate half a month's salary for each completed year of service.
- h) Encashment of unavailed leave at the end of the tenure will be permitted.
- Provision of Car for use on Company's business and telephone at residence; however, personal long distance calls on the telephone and use of car for private purpose shall be billed by the Company to the Executive Director.

MINIMUM REMUNERATION

"RESOLVED FURTHER THAT In the event of absence or inadequacy of profits, in any financial year salary and perquisites mentioned above shall be paid as minimum remuneration".

"RESOLVED FURTHER THAT remuneration as aforesaid shall be subject to over all limits laid down under the said schedule XIII to the Act and that within the said limits the Board of Directors be and is hereby authorised to vary and enhance, the aforesaid remuneration from time to time in such a manner as the Board in its discretion deem fit."



ANIL CHEMICALS AND INDUSTRIES LTD.

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

"RESOLVED THAT pursuant to the provision of sections 198, 269, 309 and 314 read with Schedule XIII and other applicable provisions of the Companies Act 1956 (including any statutory modification or re-enactment there-of for the time being in force) the consent and approval of the Company be and is hereby accorded to the reappointment of Shri. Sandeep Machhar, as wholetime Director of the Company and the following remuneration payable to him for a further period of 5 years with effect from 13th July, 1999".

1. Salary : Salary of Rs. 25,000 per month in the scale of Rs. 15000-2500-25000-3000-40000 or as may be sanctioned by the Board of Directors.

- 2. Perquisites : As follows but restricted to an amount equal to the annual remuneration or Rs. 4,50,000 p.a.whichever is less.
 - a) Housing : The company will provide accomodation to the wholetime Director for which 10% of the salary will be deducted.
 - : Reimbursement of the expenditure incurred on gas, electricity, water and furnishing should be valued as per Income Tax Rules, 1962, this will, however, be subject to celling of 10% of the remuneration of the wholetime Director.
 - b) Medical Reimbursement : Expenses incurred for the Whole Time Director and his family subject to ceiling of one Month's salary in a year or three month's salary over a preiod of three years.
 - c) Leave Travel Concenssion : For the Whole Time Director and his family once in a year incurred in accordance with any rules specified by the company.
 - d) Club Fees : Fees of two clubs. This will not include admission and life membership fees.
 - e) Personal Accident Insurance : Of an amount, the premium of which shall not exceed Rs. 4,000/- Per annum. For the above purposes "Family" means the spouse, the dependent children and parents of the appointee.
 - The Company's contribution to provident Fund, superannuation Fund or Annuity Fund in accordance with the Rules and Regulations of the Company, which should not exceed either singly or put together non taxable limit under the income tax Act, 1961.
 - g) Gratuity at the rate half a month's salary for each completed year of service.
 - h) Encashment of unavailed leave at the end of the tenure will be permitted.
 - i) Provision of Car for use on Company's business and telephone at residence ; however, personal long distance calls on the telephone and use of car for private purpose shall be billed by the Company to the Whole Time Director.

MINIMUM REMUNERATION

"RESOLVED FURTHER THAT In the event of absence or inadequacy of profits, in any financial year salary and perquisites mentioned above shall be paid as minimum remuneration".

"RESOLVED FURTHER THAT remuneration as aforesaid shall be subject to over all limits laid down under the said schedule XIII to the Act and that within the said limits the Board of Directors be and is hereby authorised to vary and enhance, the aforesaid remuneration from time to time in such the Board in its discretion deem fit ".

Place : Aurangabad. Date : 10th April, 1999

FOR AND ON BEHALF OF BOARD OF DIRECTORS.

REGISTERED OFFICE : J-18, MIDC CHIKALTHANA AURANGABAD 431210 (M.S.)

ANIL MACHHAR CHAIRMAN

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NOTES

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company.
- 2) The Register of Members and Share Transfer Books will remain closed on 4th and 5th June, 1999 (both days inclusive).
- All documents referred to in accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Sundays and Holidays between 11.00 a.m. to 5.00 p.m. upto the date of Annual General Meeting.

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

Item No.4

In view of net loss of Rs. 1767.09 Lacs as per Audited Accounts for the year ended 31st March, 1999 has resulted in erosion more than 100% peak net worth of the company during the immediately preceeding four Financial Years. Therefore, the company has become a sick company in terms of provisions of the sick Industrial companies (Special provision) Act.1985. Your Directors recommended resolution for approval. None of the Directors is Interested in this resolution.

Item No.5

The tenure of appointment of Shri. Ravi Machhar, Whole Time Director (designated as Executive Director) comes to an end on 15th August'99. He has been working as whole Time Director of the company since 1984. The Board considers his services necessary for the company and therefore reappointed Shri. Ravi Machhar as Whole Time Director (to be designated as Executive Director) for a further period of 5 years to be effective from 16th August 1999. In this reappointment the remuneration of Shri. Ravi Machhar has been revised keeping in view the provisions of the revised schedule XIII of the Act. He is presently drawing a salary of Rs. 28000/- p.m. which will stand increased to Rs. 31000/- p.m. from 16/8/99. The other perquisites allowed to him are as mentioned in the resolution. Your Directors recommend the resolution for approval.

Shri. Ravi Machhar himself and the Directors Shri. Anil Machhar, Shri. Arvind Machhar, and Shri. Sandeep Machhar who are relatives are interested in the above resolution. No other Director'is interested.

Item No.6

The tenure of appointment of Shri. Sandeep Machhar, whole Time Director comes to an end on 13th July, 1999. He has been working as whole Time Director of the company since 1994. The Board considers his services necessary for the company and therefore reappointed Shri. Sandeep Machhar as Whole Time Director for a further period of 5 years to be effective from 14th July, 1999. In this reappointment the remuneration of Shri. Sandeep Machhar has been revised keeping in view the provision of the revised schedule XIII of the Act. He is presently drawing a salary of Rs. 22000/ - p.m. which will stand increased to Rs. 25000/ - p.m. from 14/7/99. The other perquisites allowed to him are as mentioned in the resolution. Your Directors recommends the resolution for approval. Shri. Sandeep Machhar, shri Arvind Machhar, and Shri. Ravi Machhar who are relatives are interested in the above resolution. No other Director is interested.

Place : Aurangabad. Date : 10th April, 1999

FOR AND ON BEHALF OF BOARD OF DIRECTORS.

ANIL MACHHAR CHAIRMAN

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ANIL CHEMICALS

DIRECTORS REPORT

To The Members,

Your Directors present to you the 19th Annual Report on the business and operations of the Company and Financial Accounts for the year ended on 31st March, 1999.

1.	FINANCIAL RESULTS :	CURRENT YEAR (RS. IN LACS)	PREVIOUS YEAR (RS. IN LACS)
	 a. Profit before Interest, depreciation and Tax b. Less : Interest 	(395.28) 562.56	181.22 232.72
	c. Profit before depreciation and Tax	(957.84)	(51.50)
	d. Less : Depreciation	169.89	105.59
	e. Profit before Tax	(1127.73)	(157.09)
	f. Less : Provision for Tax		
	g. Profit after Tax	(1127.73)	(157.09)
	h. Deferred Revenue Expenditure written off	598.13	
•	i. Add : Excess provision of earlier year written back		6.66
	j. Add : Balance B/F from Previous year	(41.23)	109.20
	k. Balance carried to Balance Sheet.	(1767.09)	(41.23)

2. DIVIDEND :

In view of the loss, the Directors regret their inability to recommend dividend for the year ended 31st March 1999 .

3. OPERATIONS :

During the year under review your company has recorded sales of Rs. 14.75 crores as compared to the earlier year sales of Rs. 20.18 crores. Company could not achieve projected turnover due to acute recession in the market.

Due to the losses sustained by the company, part of the interest and repayment of term loan to the Financial Instituations and bank could not be repaid as stipulated. In regard to the loan recall notices issued by the Financial Institutions the company has already submitted its proposal for reschedulement of installments of term loan and remission of interest. Serious efforts are being made to revive the company by cost cutting measures specially in manpower and selling and administrative expenses.

The net loss of Rs. 1767.09 Lacs as per Audited Accounts for the year ended 31st March, 1999 has resulted in erosion more than Hundred Percent peak net worth of the company during the immediately preceeding four Financial Years. Therefore, the company has become a sick company in terms of provisions of the Sick Industrial Companies (Special Provision) Act, 1985.

I) AMMONIUM NITRATE DIVISION :

During the year under review, the production of this division has declined to 3900 M.T. from previous year of 4650 M.T. This decline is due to the stiff competition. Besides the stiff competition the prilled Ammomium Nitrate unit at Chikalthana is quite old which requires total revamping and modernisation. Due to the current high cost of production plant was operated only for a part of the year. Presently the production activities at Chikalthana are temporarily suspended.

II) EMULSIFIED ANFO DIVISION :

Waidhan plant of this division has performed satisfactorily during the year. However, due to the delay in finalisation of tender by Coal India Limited. the company was forced to curtail its supplies on account of uneconomic price consideration. The plant situated at Jharsuguda, Orissa has performed well during the year showing encouraging performances.

III) CO-EX TUBES DIVISION :

The production of Co-extruded tubes division has satisfactorily stablised during the year. However, in view of the general recession the company was unable to realise the desired prices for its finished products. Your Directors are confident that the performance of this division would improve in the coming years.

4. REFERENCE TO BOARD OF INDUSTRIAL AND FINANCIAL RECONSTRUCTION (BIFR)

In view of the loss reported in the audited accounts of the company as at 31st March, 1999 which exceeds its net worth, the company has become a sick industrial company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985. Accordingly, your Directors at their meeting held on 10th April, 99, have resolved to refer the company to BIFR for rehabilitation. Necessary action is being taken in this regard.

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5. BORROWINGS :

In view of the delay in stablisation of the Co-extruded tubes division and general recession prevailing in industry, your company could not generate sufficient cash surplus and was unable to repay the instalments of term loans and interest. The company has therefore made an application to Financial Institutions for reschedulement of instalments of loan and funding/remission of interest which is under consideration.

6. DELISTING OF SECURITIES AT AHMEDABAD & DELHI STOCK EXCHANGES :

As approved by you, the company had applied for delisting of securities at Delhi and Ahmedabad Stock Exchanges. The necessary approval in this regard is awaited.

7. DEPOSITS :

The company has not accepted deposits during the year from the public under Section 58A of the Companies Act, 1956.

8. INSURANCE :

All the properties of the company including plant and Machinery and stocks have been adequately insured.

9. DIRECTORS :

Shri. Rajendra Darda and Shri. S.C. Bafna have resigned due to pre-occupation. The SICOM Ltd. withdrawn their nominee Director Shri. K.P. Gupte from the Board of the Company. The Board of Directors put on record appreciation for the valuable contribution made by them during their association with the company. Shri. Anil Machhar, Director of the company, who retires by rotation on the conclusion of the forthcoming Annual General Meeting, being eligible offers himself for reappointment.

Shri. Ravi Machhar and Shri. Sandeep Machhar the Executive Directors of the Company are proposed to be re-appointed as a Executive Directors of the Company w.e.f. 16th Aug. & 14th Jully, 1999. On remuneration and other terms and conditions set out in the Resolution to be passed in ensuing General meeting.

10.AUDITOR'S OBSERVATIONS :

Observations made by the auditors in their report have been dealt with in the relevant notes forming part of the accounts. To comply with the qualification made by the Auditors in their report of the previous years and to harmonise the Income Tax and accounting treatment the company has written off the deferrd revenue expenditure of Rs. 598.13 Lacs during the year, which was to be written off over a period of Five Years.

11.AUDITORS :

M/s. Rathi & Bangad, Chartered Accountants, Auditors of the company, who retire on the conclusion of the forthcoming Annual General Meeting, being eligible offer themselves for reappointment. The certificate from the Auditors has been received to the effect that their reappointment, if made, would be within the prescribed limit under Section 224 (1B) of the Companies Act, 1956.

12. PARTICULARS OF THE EMPLOYEES :

As required by the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended are annexed hereto which forms part of the Directors Report.

13.CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARN ING AND OUTGO :

- A) Conservation of Energy : The manufacturing process of the company is not power intensive. However the company is continuing its efforts to conserve energy and saving the consumption of electricity.
- B) Technology Absorption : Not applicable.
- C) Foreign Exchange : Foreign Exchange earning of the company is Nil for the year under review, whereas the outgo is Rs. 80.53 Lacs on account of raw materials import etc.

14.SUBSIDIARY COMPANY :

A statement pursuant to Section 212 of the Companies Act, 1956 in respect of the subsidiary company is appended to the Balance Sheet.

15.PERSONNEL :

Relations continued to be cordial at all levels throughout the year and your Directors wish to express their appreciation for the continuous support and contribution from employees.

16. APPRECIATION :

Directors acknowledge with sincere gratitude the co-operation and assistance by the financial institutions, the bankers, Union Bank of India, Punjab National Bank, Goverement of India, Goverement of Maharashtra. Directors also acknowledge the patronage by all customers of the company specially Coal India Limited.

FOR AND ON BEHALF OF BOARD OF DIRECTORS.

Place : Aurangabad. Date : 10th April, 1999

ANIL MACHHAR CHAIRMAN

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ANIL CHEMICALS AND INDUSTRIES LTD.

ANNEXURE TO THE DIRECTORS REPORT FOR THE YEAR ENDED 31st March 99. D) Statement Pursuant to Section 217(A) read with companies (Particulars of employees)

Sr. Name of the Employee No.	Designation	Qualification	Total Remuneration.Y	Age rs.	Experience Yrs.	Date of Joining	Previous Employment
1. Arvindmachhar	Managing Director	B.Sc.	7,13,126	48	25	10.07.80	•
2 RAVIMACHHAR	Executive Director	B.Com.	3,59,126	47	23	16.08.84	-
3. SANDEEPMACHHAR	Whole Time Director	B.Com.	2,87,127	37	15	14.12.90	-
A PRAMOD DESAI	Vice president-Midg.	B.Sc.	3,66,704	48	28	27.08.97	Essel Pkg. Ind. Ltd
5. MANOJ KUMAR JAIN	General Manager	B.Sc. B.Tech.	3,88,272	39	17	19.01.98	Supreme Pkg. Ltd.
a *AJAYKUMARTANNU	Whole Time Director	M.E.(MECH)	31,141	41	18	25.11.91	Rajendra Penta Ltd

NOTES : 1)Remuneration includes Salary, Allowances, Medical benefits, Leave Travel Assistance, PF & Actual Expenditure incurred by the Company. 2)In Addition to above the Employee is entitled to benefit of personal accident insurance. 3)The nature of employment is Contractual (Sr. No. 1,2, & 3) 4) *Indicates increase in salary and/or part of the employment during the year.

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO THE COMPANY'S INTEREST IN ITS SUBSIDIARY COMPANY, M/S. NAVNEET MACHINES MFG. CO. LTD.

1. N	ame of the Subsidiary Company	Navneet Machines Mfg. Co. Ltd.
2. D	ate from which it become subsidiary.	16th May, 1985
3. F	inancial year of the subsidiary company ended	 31st March, 1999.
4. (8	a) No of equity shares held by Anil Chemicals	9980 Equity shares of Rs. 10/- each
&	Industires Ltd. and its Nominees in the	
S	ubsidiary as at the end of the financial year	
0	f the subsidiary company.	
(b) C	apital and reserves of the subsidiary as at the	
е	nd of the financial year of the subsidiary Company.	
i)	Capital	Rs. 1,00,000 /-
ii) Reserves and Surplus	Rs. 17,116/-
(c) E	xtent of interest of Anil Chemicals & Industries Ltd.	99.8% Capital of subsidiary at the
		end of the financial year of the sub- sidiary company.
5. N	et aggregate amount of profits of the subsidiary so far	
а	s they concern the members of the Anil Chemicals &	
lr	ndustries Limited.	
а) Profit for the Subsidiary's financial year ended on 31.3.99	Nil
b) Profits for the previous financial years of the subsidiary	
	since it become the subsidiary of Anil Chemicals &	
	Industries Limited.	Nil
6. N	et aggregate amount of the subsidiary's profits not	
d	ealt within the Accounts of Anil Chemicals & Industries Ltd.	Nil
. а) For the subsidiary's financial year ended on 31.3.99	Nil
b) For its previous financial year	Nil
7. N	et aggregate amount of the subsidiary profits dealt within	
th	e Accounts of Anil Chemicals & Industries Ltd.	
а) For the subsidiary's financial year ended on 31st March, 1999.	Nil
b) For its previous financial years	Nil

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REPORT OF THE AUDITORS TO THE MEMBERS OF ANIL CHEMICALS AND INDUSTRIES LTD.

We have audited the attached Balance Sheet of ANIL CHEMICALS AND INDUSTRIES LIMITED as at 31st March, 1999 and also the annexed Profit and Loss Account of the company for the year ended on that date and report as under :

- 1) As required by the Manufacturing and other Companies (Auditors Report), Order, 1988 issued by the Company Law Board in terms of Section 227 (4A) of the Comanies Act, 1956, we annex hereto a statement on the matters specified in Paragraph 4 & 5 of the said order.
- 2) Further, to our comments in Annexure referred to in paragraph 1 above, we report that :-
- We have obtained all the information and the explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit.

In our opinion, proper Books of Account as required by law have been kept by the Company so far as

appears from our examination of the Books of the company;

The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with books of account of the Company.

3) In our opinion and to the best of our information and according to the explanations given to us, the accounts subject to note NO. 1 (a) (ii) and & (j) (iii) of schedule 11, due to change in accounting policy followed by the company in respect of deferred revenue expenditure the loss is overstated by Rs. 478.51 Lacs and Note No. 1 (b) (ii) of schedule 11 due to change in depreciation the loss is understated by Rs. 3.38 Lacs read together with the accounting policies and the other notes given in schedule 11 gives the inforamtion required by the Companies Act, 1956 in the manner so required and gives a true and fair view :

a) In the case of Balance Sheet of the State of affairs of the Company as at 31st March, 1999.

and

b) In the case of Profit and Loss Account, of the Loss for the year ended on that date.

FOR RATHI AND BANGAD CHARTERED ACCOUNTANTS

Place : Aurangabad.	DILIP JAIN
Date : 10th April, 1999	PROPRIETOR

ANNEXURE TO AUDITORS REPORT ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 1999

- As explained, the comapny has generally maintained proper records to show full particulars including quantitative details and situation of fixed assets, except furniture and fixture. The Management has physically verified most of the fixed assets of the company. The discrepancies noticed on comparsion between book records and physical verification were not material.
- 2. None of the fixed assets have been revalued during the year.
- 3. The stock of finished goods, stores, spare parts and raw materials of the Company have been physically verified by the Management at the end of the year.
- 4. In our opinion and according to the information and explantation given to us the procedures of physical verification of stock followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- 5. The discrepancies noticed on physical verification of stock as compared to book records were not material and have been properly dealt with in the books of account.
- 6. In our opinion and on the basis of our examination, the valuation of stock is fair and proper in accordance with normally accepted accounting principles, and is on the same basis as in the preceeding year.
- 7. The company has taken loans from Companies, Firms or other parties listed in the register maintained U/s 301 of the Companies Act, 1956 and terms and conditions of which are not prima-facie prejudicial to the interest of the Company.
- 8. During the year, the company has not granted loans to Companies, Firms or other parties listed in the register maintaine under Section 301 of the Companies Act, 1956.

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