

ANNUAL REPORT 1997-98

MD	<input checked="" type="checkbox"/>		BKC	<input checked="" type="checkbox"/>
CS	NA		DPY	NA
RO	<input checked="" type="checkbox"/>		DIV	NA
TRA	<input checked="" type="checkbox"/>		AC	<input checked="" type="checkbox"/>
AGM	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	SHI	<input checked="" type="checkbox"/>
YE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>		

Report

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17/11/11



AURO LABORATORIES LIMITED

AURO LABORATORIES LIMITED

BOARD OF DIRECTORS

Sahadeo Lal Deorah	<i>Chairman</i>
Sharat Deorah	<i>Managing Director</i>
Satish Deorah	<i>Director</i>
Padam Kumar Khaitan	<i>Director</i>
Chandrakant I. Gandhi	<i>Director</i>
Jagdish Prasad Saria	<i>Director</i>

REGISTERED OFFICE & FACTORY

K-56, M.I.D.C. Industrial Area, Tarapur,
Boisar, Dist. Thane - 401 506, Maharashtra.

ADMINISTRATIVE OFFICE

408, Navratan, 69, P. D'Mello Road,
Mumbai - 400 009.

AUDITORS

M/s. Sarda & Pareek
Chartered Accountants

BANKERS

Allahabad Bank - Mumbai

REGISTRAR & SHARE TRANSFER AGENT

R & D CONSULTANTS LIMITED

610, Dalamal Tower,
211, Nariman Point,
Mumbai - 400 021.

AURO LABORATORIES LIMITED**NOTICE**

NOTICE is hereby given that the Ninth Annual General Meeting of the Members of AURO LABORATORIES LIMITED will be held at the Registered Office of the Company at K-56, M.I.D.C. INDUSTRIAL AREA, TARAPUR, BOISAR, DIST. THANE - 401 506 on Saturday, the 19th day of September, 1998 at 11.30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 1998 and Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jagdish Prasad Saria, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Padam Kumar Khaitan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Sarda & Pareek, Chartered Accountants, as 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 fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :
 "RESOLVED THAT the Company shall delist its Equity Shares from the Stock Exchange of Calcutta subject to the approval, consent or permission, if any, as may be required at any time, of the Central Government or such other authority, as may be prescribed in this regard, and the Board of Directors of the Company be and they are hereby authorised to do all such acts, deeds and things including execution of documents as may be necessary for this purpose."
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :
 "RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be amended by insertion of a new Article 23 A as specified hereunder immediately after the existing Article 23 thereof,

Article 23 A

Buy-Back Notwithstanding anything contained in these Articles, in the event it is permitted by law for a Company of Shares to purchase its own Shares or Securities, the Board of Directors may, if and when thought fit, buyback such of the Company's own shares or securities as it may decide, subject to such limits, upon such terms and conditions, and subject to such approvals, as may be permitted by law."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :
 " RESOLVED THAT if and when permitted by the law and subject to all applicable provisions of the law including modifications, re-enactments or promulgation of an ordinance and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall also include a Committee thereof), or as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to or accepted by the Board, the consent of the Company be and is hereby accorded to the Board to purchase such number of Equity Shares of the Company, as may be thought fit, from the holders of the Equity Shares of the Company in such proportion and manner as may be permitted by law, not exceeding such percentage of the capital of the Company as are permitted to be used for this purpose or out of the proceeds of any issue made by the Company, on such terms and subject to such conditions as may be prescribed by the law."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the said purchase of Equity Shares or other Securities."

"RESOLVED FURTHER THAT nothing hereinabove contained shall confer any right on any shareholder to offer or any obligation on the Company or the Board to buy-back any Equity Shares."

For and on behalf of the Board

Place : Mumbai
Dated : 29th June, 1998

SHARAT DEORAH
Managing Director

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IN THE MEETING IS ALSO ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The instrument appointing proxy should be deposited at the Registered Office of the Company not less than fortyeight hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 14th September, 1998 to Saturday, the 19th September, 1998 (both days inclusive).
4. Members are requested to intimate any change in their address registered with the Company to the Company's Registrar and Share Transfer Agent.
5. Any query related to accounts shall be notified to the Company at least 7 days before the date of Annual General Meeting.

Registered Office :

K-56, M.I.D.C. Industrial Area,
Tarapur, Boisar,
Dist. Thane - 401 506.
Maharashtra.

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

Item No. 5 :

The Equity Shares of the Company are listed on the Stock Exchanges at Mumbai and Calcutta. The Shares of the Company are not being traded regularly, at Stock Exchange, Calcutta, hence, it is proposed to delist the Equity Shares of the Company from the said Stock Exchange subject to such approval, consent or permission as may be prescribed in this regard. The Company will continue to be listed in the Stock Exchange at Mumbai.

The Board accordingly recommends the resolution for the approval of the Members.

None of the Directors of the Company shall be deemed to be concerned or interested in this Resolution.

AURO LABORATORIES LIMITED**Item No. 6 :**

Presently, the Companies Act, 1956 prohibits the Company from purchasing its own Shares and Securities. The Articles of Association of the Company is proposed to be altered by including a new Article 23 A as set out in the Resolution at Item No. 6 to enable the Company to purchase its own Shares and/or Securities in the event it is permissible by law.

The Board recommends the Resolution for approval by the Members.

None of the Directors of the Company shall be deemed to be concerned or interested in the above Resolution.

Item No. 7 :

The Companies Act, 1956 presently prohibits a Company from purchasing its own Shares and Securities. However, it is anticipated that the law may, in future, permit a company to buy back its own Securities.

Subject to the buy-back of Securities being legally permissible, it is proposed to enable the Company to buy back its own Equity Shares, upto such extent as may be permitted by law of the Company either from the open market or from the holders of odd lots or as permitted by the law. The buy-back of Shares would be on the terms and conditions and from the funds permitted by law as set out in the Resolution.

The Resolution, if approved, will be operative for and will be given effect to within a period of 15 months from the date of passing the Resolution or such other time limit as would be laid down by law.

The Board recommends the Resolution for approval by the Members.

None of the Directors of the Company shall be deemed to be concerned or interested in the above Resolution.

For and on behalf of the Board

Place : Mumbai
Dated : 29th June, 1998

SHARAT DEORAH
Managing Director

ANNUAL REPORT 1997 - 98**DIRECTORS' REPORT TO THE MEMBERS**

The Directors present their Ninth Annual Report on the Business operations of the Company alongwith the Audited Statement of Accounts for the year ended 31st March 1998.

FINANCIAL RESULTS :

	(Rs. in Lacs)	
	Year ended 31-03-1998	Year ended 31-03-1997
Sales & Other Income	628.23	792.56
Profit/(Loss) before Interest, Depreciation & Tax	(33.00)	(7.79)
Less: Interest	11.75	11.77
Profit/(Loss) before Depreciation & Tax	(44.75)	(19.56)
Less: Depreciation	13.24	7.52
Profit/(Loss) before Tax	(57.99)	(27.08)
Less: Provision for Tax	-	-
Profit/(Loss) after Tax	(57.99)	(27.08)
Profit brought from earlier year	26.21	53.29
Loss carried to Balance Sheet	(31.78)	(26.21)

OPERATIONS :

The Sales and Other Income for the financial year under review, amounted to Rs. 628.23 lacs, registering a decline of 20.73 % over the previous year. The Company incurred a net loss of Rs. 57.99 lacs as compared to the Net loss of Rs. 27.08 lacs for the previous year. However, the Exports of the Company have gone up to Rs. 171.26 lacs during the year under review as compared to Rs. 145.92 lacs for the previous year, registering a growth of 17.36 %. The increase in loss has occurred mainly due to lack of demand which has led to under-utilisation of capacity. Apart from this, the rate of realisation remained poor on account of stiff competition.

With a view to make better use of available capacity, the Company has added new product with better value addition and demand.

Barring unforeseen circumstances, your Company expects better performance during the current year.

PROJECTION VS. PERFORMANCE

(Rs. in Lacs)

PARTICULARS	PROJECTED	ACTUAL
Net Sales	2295.00	553.25
Other Income	10.00	74.98
Total Income	2305.00	628.23
Net Profit/(Loss)	345.00	(57.99)

DIVIDEND :

In view of the loss, the Directors regret their inability to recommend any dividend for the year ended 31st March 1998.

DIRECTORS :

Mr. Jagdish Prasad Saria and Mr. Padam Kumar Khaitan, Directors of the Company, retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

AURO LABORATORIES LIMITED**AUDITORS:**

The Auditors M/s Sarda & Pareek, Chartered Accountants, retire at the ensuing Annual General Meeting and are eligible for re-appointment.

AUDITORS' REPORT:

Observations made in the Auditors' Report are self explanatory and therefore, do not call for any further comments under Section 217 (3) of the Companies Act, 1956.

FIXED DEPOSITS:

The Company has not accepted any deposits from the public.

PERSONNEL:

As required under Section 217 (2A) of the Companies Act, 1956 and the provisions made thereunder, none of the employees was in receipt of remuneration aggregating Rs. 3,00,000/- or more per annum if employed throughout the year or Rs. 25,000/- or more per month in case employed for part of the year.

DISCLOSURE OF PARTICULARS:

Additional information as required in terms of the provisions of Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is given hereunder:

CONSERVATION OF ENERGY:

- a) Energy Conservation measures taken : Nil
- b) Additional investments and proposals, if any, being implemented for the reduction of consumption of energy : None
- c) Impact of the measures at (a) and (b) above for the reduction of energy consumption and consequent impact on the cost of production of goods : Nil
- d) Total energy consumption and energy consumption per unit of the production is as under :

	Year Ended 31-03-98	Year Ended 31-03-97
1. ELECTRICITY		
(a) Purchase of Units	388060	155721
Total Amount (Rs.)	1516119	596508
Rate/Unit (Rs.)	3.91	3.83
(b) Own generation (through diesel generator)	Nil	Nil
2. LIGHT DIESEL OIL (FOR PRODUCTION)		
Quantity (Ltr.)	132722	103716
Total Amount (Rs.)	1135712	887157
Average rate per Ltr. (Rs.)	8.56	8.55