



AUROMA COKE LIMITED

12TH ANNUAL REPORT 2004-2005

BOARD OF DIRECTORS

VIMAL KUMAR TULSYAN
PUNIT JAIN
BINOD KUMAR SINGH
NAWAL KISHORE SINGH
VIBHA TULSYAN
SANJEEV KUMAR TULSYAN
RAJIV TULSYAN
PRASHANT TULSYAN

Chairman cum Managing Director

Whole Time Director
Whole Time Director
Whole Time Director

COMMITTEES

Share Holders' Committee

Vibha Tulsyan, *Chairman*
Rajiv Tulsyan
Prashant Tulsyan

Audit Committee

Punit Jain, *Chairman*
Binod Kumar Singh
Nawal Kishore Singh

Remuneration Committee

Binod Kumar Singh, *Chairman*
Punit Jain
Nawal Kishore Singh

Secretary and Compliance Officer

Vimal Kumar Taparia

Registered Office

Suite No. 706, Shanti Niketan
8, Camac Street, Kolkata-700017

Administrative Office

210, Shanti Bhawan, Bank More,
Dhanbad 826 001

Works

G.T.Road, Govindpur
Dhanbad 828 109

Auditors

A. K. More & Company
30, Jadunath Dey Road, Kolkata - 700 012

Bankers

State Bank of India

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NOTICE is hereby given that the 12th Annual General Meeting of the members of Auroma Coke Limited will be held at the Registered Office at Suite no. 706, Shanti Niketan Building, 8 Camac Street, Kolkata-700017 on Friday, 30th September, 2005 at 11 A. M. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2005 and Profit & Loss Account for the year ended on that date and Report of the Directors and Auditors.
2. To appoint a Director in place of Shri Prashant Tulsyan who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Binod Kumar Singh who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

Special Business

5. To consider and if thought fit, to pass with or without modification the following resolution as a special Resolution :-

"RESOLVED THAT pursuant to section 149 (2-A) Companies Act, 1956 and subject to the other approvals, required if any, approval be and is hereby granted to the Company for commencement of all or any of the business specified in sub clause C under the Head "Other Objects" of the Objects Clause IV of the Memorandum of Association of the Company".

6. To consider and if thought fit, to pass with or without modification the following resolution as a ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of section 198, 269, 309 and 311 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII as amended and subject to the approval of the members in the general meeting, the company hereby approves the re-appointment of Shri Vimal K Tulsyan, as the Managing Director of the Company for a further period of Five years with effect from 01/04/2005 To 31/03/2010 on the terms and conditions, including expressly the remuneration and perquisites payable to him as Managing Director and the minimum remuneration payable to him in case of absence or inadequacy of profits in any year, as set out here:

A. Basic Salary - @ 15000/- p.m (scale: 15000 – 1000 – 20000)

B. House Rent Allowance - @ 7500/- p.m

C. Entertainment Allowance - @ 1500/- p.m

D. Transport Allowance - @ 1000/- p.m

E. Perquisites - The following perquisites shall be allowed subject to ceiling of annual Salary.

(i) Housing I -The Expenditure by company on hiring unfurnished accommodation will be subject to the following ceilings -

(a) Bombay, Kolkata, Delhi and Madras Sixty percent of the Salary over and above ten percent payable by him.

(b) Other places - Fifty percent of the salary over and above ten percent payable by him.

Housing II - In case, the company owns the accommodation. It shall deduct the company ten percent of the salary.

Housing III - In case the company provides no accommodation, he shall be entitled to house rent allowance @50% of the salary.

Explanation: The expenditure incurred by the company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall however be subject to a ceiling of ten percent of salary.

- (ii) Medical Reimbursement - Reimbursement of medical expenses actually incurred for self and family shall be subject to a ceiling of one month's salary in a year or three month's Salary over a period of three years.
- (iii) Leave travel concession - once in a year incurred in accordance with any rules specified by the company.
- (iv) Club fees: Fees of clubs subject to maximum of two clubs; this will not include admission and life membership fees.
- (v) Personal accident insurance - Premium not to exceed Rs. 2,000 per annum.

Explanation: A, ' Family' means the spouse, the dependent children and dependent parents.

- F. Contribution to provident fund, superannuation Fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, Gratuity payable will not exceed half a month's salary for each completed year of service, subject to a ceiling of Rs. 5,00,000/-.
- G. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.
- H. The appointment can be terminated by either side by giving 3 months notice in writing.

In the event of loss, absence or inadequacy of profits, the remuneration aforesaid will also be the minimum remuneration.

7. To consider and if thought fit, to pass with or without modification the following resolution as a ordinary Resolution:-

"RESOLVED THAT pursuant to provisions of section 198, 269, 309 and other applicable provisions if any, of the Companies Act, 1956 and subject to such other approvals as may be necessary, the company hereby approves the appointment of Mr. Rajiv Tulsyan, Whole-time Director of the Company for a period of five years with effect from 01/04/2005 to 31/03/2010 upon the terms and conditions including remuneration as set out here:

- A. Basic Salary - @ 12000/- p.m (scale: 12000 – 1000 – 17000)
- B. House Rent Allowance - @ 6000/- p.m
- C. Education Allowance - @4000/- p.m
- D. Entertainment Allowance - @ 1000/- p.m
- E. Transport Allowance - @ 1000/- p.m
- F. Perquisites - The following perquisites shall be allowed subject to ceiling of annual Salary.
 - (i) Housing I -The Expenditure by company on hiring unfurnished accommodation will be subject to the following ceilings -
 - (a) Bombay, Kolkata, Delhi and Madras Sixty percent of the Salary over and above ten percent payable by him.
 - (b) Other places - Fifty percent of the salary over and above ten percent payable by him.

Housing II - In case, the company owns the accommodation. It shall deduct the company ten percent of the salary.

Housing III - In case the company provides no accommodation, he shall be entitled to house rent allowance @50% of the salary.

Explanation: The expenditure incurred by the company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall however be subject to a ceiling of ten percent of salary.

- (ii) Medical Reimbursement - Reimbursement of medical expenses actually incurred for self and family shall be subject to a ceiling of one month's salary in a year or three month's Salary over a period of three years.
- (iii) Leave travel concession - once in a year incurred in accordance with any rules specified by the company.
- (iv) Club fees: Fees of clubs subject to maximum of two clubs; this will not include admission and life membership fees.
- (v) Personal accident insurance - Premium not to exceed Rs. 1,000 per annum.

Explanation: A, ' Family' means the spouse, the dependent children and dependent parents.

- G. Contribution to provident fund, superannuation Fund or annuity⁴ fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, Gratuity payable will not exceed half a month's salary for each completed year of service, subject to a ceiling of Rs. 5,00,000/-.
- H. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.
- I. The appointment can be terminated by either side by giving 3 months notice in writing. In the event of loss, absence or inadequacy of profits, the remuneration aforesaid will also be the minimum remuneration.

8. To consider and if thought fit, to pass with or without modification the following resolution as a ordinary Resolution:-

"RESOLVED THAT pursuant to provisions of section 198, 269, 309 and other applicable provisions if any, of the Companies Act, 1956 and subject to such other approvals as may be necessary, the company hereby approves the appointment of Mr. Sanjeev Tulsyan whole time Director of the Company for a period of five years with effect from 01/04/2005 to 31/03/2010 upon the terms and conditions including remuneration as set out

- A. Basic Salary - @ 12000/- p.m (scale: 12000 – 1000 – 17000)
- B. House Rent Allowance - @ 6000/- p.m
- C. Education Allowance - @4000/- p.m
- D. Entertainment Allowance - @ 1000/- p.m
- E. Transport Allowance - @ 1000/- p.m
- F. Perquisites - The following perquisites shall be allowed subject to ceiling of annual Salary.
 - (i) Housing I -The Expenditure by company on hiring unfurnished accommodation will be subject to the following ceilings -
 - (a) Bombay, Kolkata, Delhi and Madras Sixty percent of the Salary over and above ten percent payable by him.
 - (b) Other places - Fifty percent of the salary over and above ten percent payable by him.

Housing II - In case, the company owns the accommodation. It shall deduct the company ten percent of the salary.

Housing III - In case the company provides no accommodation, he shall be entitled to house rent allowance @50% of the salary.

Explanation: The expenditure incurred by the company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall however be subject to a ceiling of ten percent of salary.

- (ii) Medical Reimbursement - Reimbursement of medical expenses actually incurred for self and family shall be subject to a ceiling of one month's salary in a year or three month's Salary over a period of three years.
- (iii) Leave travel concession - once in a year incurred in accordance with any rules specified by the company.
- (iv) Club fees: Fees of clubs subject to maximum of two clubs; this will not include admission and life membership fees.
- (v) Personal accident insurance - Premium not to exceed Rs. 1,000 per annum.

Explanation: A, 'Family' means the spouse, the dependent children and dependent parents.

- G. Contribution to provident fund, superannuation Fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, Gratuity payable will not exceed half a month's salary for each completed year of service, subject to a ceiling of Rs. 5,00,000/-.
- H. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.
- I. The appointment can be terminated by either side by giving 3 months notice in writing.

In the event of loss, absence or inadequacy of profits, the remuneration aforesaid will also be the minimum remuneration.

By Order of the Board

Date: 26th July, 2005
Place: Kolkata

Vimal Taparia
Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIME FOR COMMENCEMENT OF THE MEETING.
2. An Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956 is annexed hereto.
3. Register of members and share transfer books of the Company shall remain closed from Friday, 23rd September 2005 to Friday, 30th September 2005 (both days inclusive).
4. Members are requested to notify immediately to the Company about the change in their addresses along with PIN Code Number.
5. Members are requested to bring their copy of Annual Report at the meeting.
6. The Company has paid the listing fee for the year 2005-2006 to the Kolkata and Mumbai Stock Exchange, for 2002-03 to Ahmedabad Stock Exchange and up to the year 1999-2000 to the Jaipur Stock Exchange where the equity shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.**Item No. 5**

With a view to diversify its activities, the Company might enter into all or any of the business activities as mentioned in sub-clause C under the Head "Other Objects" of the Objects Clause IV of the Memorandum of Association of the Company. To commence all or any of these activities approval of the members as required pursuant to section 149 (2-A) (b) of the Companies Act 1956; hence this resolution is needed to be passed.

The company, therefore, is seeking the approval and consent of shareholders under section 149(2A) and other applicable provisions of the Companies Act, 1956 for the commencement of new business set out in the said resolution.

The Board of Director of your Company recommends this Resolution for approval.

The Company's Memorandum of Association is open for inspection at the Company's Registered Office during working hours on any working day.

None of the Directors of the Company is concerned or interested in the resolution.

Item No. 6

The Board of Directors at their meeting held on 25-03-2005 reappointed Shri Vimal Tulsyan as the Managing Director of the company for a period of 5 years with effect from 1st April 2005 with a Basic pay of Rs. 15000/- per month, House rent allowance Rs. 7500/- per month, Entertainment allowance @ 1500/- per month, Transport allowance @ RS. 1000/- per month plus perquisites as detailed in the resolution, subject to the approval of share holders. Hence the ordinary resolution seeking approval of the shares holders. All the directors except Shri. Puneet Jain, Shri Binod kumar singh and Shri Nawal Kishore Singh may be deemed to be interested in the resolution. The resolution may be deemed to be abstract of terms and conditions of appointment

Item No. 7

The Board of Directors at their meeting held on 25-03-2005 reappointed Shri Rajiv Tulsyan as whole -time Director of the company for a period of 5 years with effect from 1st April 2005 with a Basic pay of Rs. 12000/- per month, House rent allowance Rs. 6000/- per month, Education allowance @ 4000/- per month, Entertainment allowance @ 1000/- per month, Transport allowance @ RS. 1000/- per month plus perquisites as detailed in the resolution, subject to the approval of share holders. Hence the ordinary resolution seeking approval of the shares holders. All the directors except Shri. Puneet Jain, Shri Binod kumar singh and Shri Nawal Kishore Singh may be deemed to be interested in the resolution. The resolution may be deemed to be abstract of terms and conditions of appointment

Item No. 8

The Board of Directors at their meeting held on 25-03-2005 reappointed Shri Sanjeev Tulsyan as whole -time Director of the company for a period of 5 years with effect from 1st April 2005 with a Basic pay of Rs. 12000/- per month, House rent allowance & Rs. 6000/- per month, Education allowance @ 4000/- per month, Entertainment allowance @ 1000/- per month, Transport allowance @ RS. 1000/- per month plus perquisites as detailed in the resolution, subject to the approval of share holders. Hence the ordinary resolution seeking approval of the shares holders. All the directors except Shri. Puneet Jain, Shri Binod kumar singh and Shri Nawal Kishore Singh may be deemed to be interested in the resolution. The resolution may be deemed to be abstract of terms and conditions of appointment

By Order of the Board

Date : 26th July, 2005
Place : Kolkata

Vimal Taparia
Secretary

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DIRECTORS' REPORT

Your Directors have pleasure in presenting the 12th Annual Report of the Company for the year ended on 31st March 2005.

Financial Result

	For the year Ended 31 st March <u>2005</u>	For the year Ended 31 st March <u>2004</u>
	<u>Rs. In lacs</u>	<u>Rs. In lacs</u>
Profit before Depreciation and Interest	218.67	219.22
Interest	65.90	85.59
Depreciation	33.18	31.00
Profit before Tax	119.59	102.63
Investment allowance written back	--	--
Less: Income Tax for earlier year	--	0.03
Provision for Income Tax	9.50	8.00
Provision for Deferred Tax	36.56	37.38
Profit after Tax for the year	73.54	57.22
Surplus brought forward from previous year	6.46	7.41
Balance Carried over to Balance Sheet	138.17	64.63

Operations

The Company has posted all round improvement in its performance during the year. The turnover during the year was Rs. 4192 lacs increase of 10.05% over the corresponding year. The net profit before tax (PBT) has increased from Rs. 102.63 lacs to Rs. 119.59 lacs.

The Board is of view that the present scenario in coal and coke would prevail for a longer period as the boom in steel industry, prime consumer of coking coal is expected to continue.

Dividend

The Board has decided to plough back the entire profit generated during the year in the expansion plan earmarked for the Company, enhancing the overall shareholders value.

Allotment money in arrear

Your Company calls upon all erring shareholders to pay the allotment money immediately payable on their respective shareholding. In the interest of the shareholders, your Directors have waived the interest chargeable on delayed payment of allotment money.

Directors

Shri Prashant Tulsyan & Shri Binod Kumar Singh retires by rotation and being eligible offered themselves for reappointment.

The terms of appointment of Shri Vimal Kumar Tulsyan as managing director, Shri Sanjeev Kumar Tulsyan and Shri Rajiv Tulsyan as whole-time director expired on 31.3.2005. The board of directors has at their meeting held on 25.3.2005 reappointed them for a further period of 5 years w.e.f 1.4.2005 on the terms and conditions given in the resolution, subject to approval of shareholders.

Auditors

The observations of the Auditors in their Report on Accounts read with the relevant notes are self explanatory.

Messrs A. K. More & Co., statutory auditors, old office up to the conclusion of ensuing Annual General Meeting and being eligible offer themselves for re appointment.

Employees

The relations with employees and workers at all levels were harmonious during the year resulting in enhanced performance.

During the year, no employee of the Company was in receipt of remuneration exceeding the sum prescribed under Section 217 (2A) of the Companies Act, 1956. Hence, furnishing of particulars under the Companies (Particulars of Employees) Rules, 1975 does not arise.

