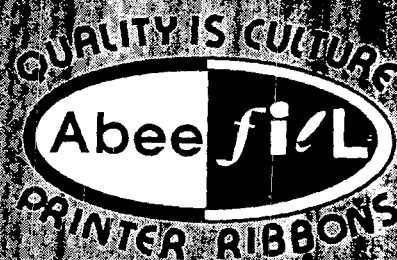


**ISO 9002
COMPANY**



ABEE PRINTER RIBBONS LTD.

5th Annual Report 1996 - 97

MD	✓		BKC	✓
CS	✓		DPY	✓
RO	✓		DIV	✓
TRA	NK		AC	✓
AGM	✓	✓	SHI	✓
YE	✓	✓		

ABEE PRINTER RIBBONS LTD.

Board of Directors

1. Mr. Badrinarayan B. Somani, Chairman and Managing Director
2. Mrs. Priya B. Somani, Whole-time Director
3. Mr. Bansilal D. Somani, Director
4. Mr. Omprakash Mantri, Director

Auditor

M/s V. L. Jain & Co.
204, Indira Chambers
1549 B, Sadashiv Peth,
Tilak Road, Pune - 411 030.

Company Secretary

Mr. Ajay M. Antarkar
"Maheshwar", 1/2 (A),
Erandwana, Pune - 411 004.

Bankers

Mahesh Sahakari Bank Ltd., Pune.
Rupee Co-op Bank Ltd., Pune.

Registered Office

"Akshay", 156-1/B, Mangalwar Peth,
Barne Road, Near Sinchan Bhavan,
Pune - 411 011

Works

Gat No. 699/2, Koregaon Bhima,
Taluka - Shirur, Dist - Pune.
State - Maharashtra.

ABEE PRINTER RIBBONS LTD.

ABEE PRINTER RIBBONS LTD.

"Akshay", 156-1/B, Mangalwar Peth, Barne Road,
Near Sinchan Bhavan, Pune - 411 011

Reg. Folio No. _____

I/We _____

of _____

being member/member of the above named company hereby appoint _____

_____ of _____ or failing him _____

of _____ as my/our Proxy to vote for me/us on my/our behalf at the fifth ANNUAL GENERAL MEETING of the Company to held Tuesday 30th December, 1997 at 3.00 p.m. and at any adjournment thereof.

Signed this _____ day of _____ 199 .

Signature _____

NOTE : The Proxy Form duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

ABEE PRINTER RIBBONS LTD.

ATTANDANCE SLIP

FIFTH ANNUAL GNNERAL MEETING - 30TH DECEMBER, 1997.

Reg. Folio No. _____

I Certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the FIFTH ANNUAL GENERAL MEETING of the Company at Tuesday 30th December, 1997 at 3.00 p.m.

Member's / Proxy's Name in BLOCK Letters

Memebers's / Proxy's Signature

Note :

1. Please fill in this attendance slip and hand it over at the ENTERANCE OF THE HALL.
2. Shareholder/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.



ABEE PRINTER RIBBONS LTD.

NOTICE

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of the members of Abee Printer Ribbons Limited will be held on Tuesday, the 30th day of December 1997 at 3.00 p.m., at Gat No. 699/2, Behind Kalyani Sharp Ltd, Koregaon Bhima, Tal - Shirur, District Pune, to transact the following business :

ORDINARY BUSINESS :

- 1) To receive, consider and adopt the Profit & Loss Account for the year-ended 31st March 1997, Balance Sheet as on that date together with the Directors & Auditors Report.
- 2) To reappoint Mr. Omprakash Mantri, Director, who is liable to retire by rotation, and being eligible, offers himself for reappointment.
- 3) To reappoint M/S V.L.Jain & Co., Chartered Accountants, Pune as Auditors of the Company and fix their remuneration.

SPECIAL BUSINESS :

- 4) 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 17 of the Companies Act, 1956 and other

applicable provisions, if any, of the said Act, and subject to the approval of appropriate authorities, the Memorandum of Association of the Company be and is hereby altered by inserting the following new sub-clauses 70,71,72,73,74 & 75 after Subclause 69 in Clause III(C) thereof dealing with the other objects of the Company-

70. To manufacture, trade, import & export recorded and/or unrecorded audio/video cassettes and Compact Discs (CDS) and to undertake recording of such cassettes and Compact Discs (CDS) on commercial basis.
71. To give or take on rent, hire, Lease or license any Recording Studio and/or to undertake management of any such studio & offer consultancy in relation thereto.
72. To manufacture, import, export, trade or deal in Fax Rolls of different sizes and Thermal paper.
73. To manufacture and market packaging materials for various consumer as well as capital goods required by various industries.
74. To act as Export House and deal with all aspects of exports of various goods.
75. To run Hotel business, Resorts and manage, hire, lease or license any Hotel or Restaurant.

ABEE PRINTER RIBBONS LTD.

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

“RESOLVED THAT in supersession of all previous resolutions passed in relation to authority of the Directors to borrow, the consent of the Company be and is hereby accorded in terms of Section 293(1) (d) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors of the Company for borrowing in Indian Rupees and/or Foreign currency including External Commercial Borrowing (ECB) from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) that may exceed the aggregate of the paid up Capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that, the total amount so borrowed shall not at any time, exceed the limit of Rs.20 crores.”

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

“RESOLVED THAT in supersession of earlier resolutions passed in respect of offer of Equity / Preference Shares and subject to the provisions of Section 81(1A) and other applicable provisions, if any of the Companies Act, 1956 and subject to wherever applicable, to such guidelines and/or approvals of the Government of

India, Securities and Exchange Board of India and/or all other relevant authorities and subject to such other consents and approvals required by law and subject to such conditions and modifications as may be imposed on or considered necessary by the Board of Directors of the Company (here in after referred to as “The Board” which term shall include any Committee which the Board of Directors of the Company may have constituted or may hereafter constitute) the consent of the Company be and is hereby accorded to the Board to offer by private placement or otherwise, for subscription by any person or body, whether such person or body is a member of the Company or not, in cash, such number of Equity / Preference Shares of Rs.10/- with or without voting Rights and / or other securities of the Company, (all such Equity/Preference Shares and securities collectively referred to herein as the securities) at such time or times, in such tranche or tranches, at such subscription or issue price(s) (whether at a discount below or a premium over the market price) and in such manner as the Board may in its absolute discretion thinks fit subject to the following and what, is stated here in after :

- a) The number of Equity / Preference Shares of the Company offered as Equity / Preference Shares and / or which result from the conversion of the Securities or any of them shall not together exceed 9,79,900 Equity / Preference Shares of Rs.10/- each.

ABEE PRINTER RIBBONS LTD.

- b) The 9,79,900 Equity Shares, allotted as above, shall rank in all respects pari passu with the existing Equity Shares of the company except that in respect of dividend and the voting rights in case of Non-voting shares attached to them, shall be determined in accordance with the terms of their respective issues."

**On behalf of the Board
FOR ABEE PRINTER RIBBONS LTD.**

**B. B. SOMANI
CHAIRMAN & MANAGING DIRECTOR**

**PLACE : PUNE
DATE : 15/11/1997**

NOTES :

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE 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 EFFECTIVE, MUST REACH THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.
- 2) The relevant Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 is attached hereto.
- 3) The Register of Members and Share Transfer Books shall remain closed during

the period from Monday, the 29th December 1997 to Tuesday, the 30th December 1997 (Both days inclusive).

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956.)

Item No.4

The Company wishes to diversify its activities, by undertaking the new business viz. manufacture of video/audio cassettes, Compact Discs, Recording Studio, Packaging Material, Export House & Hotel Industry etc. which will improve the profitability of the Company over a period of time.

Under Section 17 of the Companies Act, 1956, the alteration of the objects clause of the Memorandum of Association requires the consent of the shareholders by means of a Special Resolution.

A Copy of the Memorandum and Articles of Association of the Company is available for inspection to the members at the Registered office of the Company, on any working day except Sunday, between 11.00 a.m. and 1.00 p.m.

None of the directors of the Company is deemed to be concerned or interested in the said resolution.

Item No. 5

Section 293(1) (d) of the Companies Act, 1956, deals with the borrowing limits of the company, i.e. the aggregate of paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose. In order to meet the needs of

ABEE PRINTER RIBBONS LTD.

growing business, the present borrowing limit needs to be revised suitably upto Rs. 20 crores, subject to the necessary approval of the shareholders.

None of the directors of the Company is deemed to be concerned or interested in the aforesaid resolution.

Item No. 6

In case of a Public Company which is desirous to offer shares, such Company is required to offer the same in the first instance to its shareholders. In view of the proposed business plans of the Company, the Company intends to offer Equity/Preference shares/debentures with or without voting rights not only to the members of the Company but also to such persons who are not members of the Company.

Therefore, the Company proposes to obtain the requisite approval in terms of Section 81(1A) of the Companies Act, 1956.

None of the directors of the Company is deemed to be concerned or interested in the said resolution except to the extent of his shareholding.

On behalf of the Board
FOR ABEE PRINTER RIBBONS LTD.

B. B. SOMANI
CHAIRMAN & MANAGING DIRECTOR
PLACE : PUNE
DATE : 15/11/1997

DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting the Fifth Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March 1997.

OPERATIONS

Your directors state that the Company has registered a turnover of Rs. 377.55 Lacs during the year under review as compared to the turnover of Rs.238.72 Lacs in the previous year.

Your Directors regret to state that despite increase in turnover of the Company, the margins were squeezed to a considerable extent. During the year under review, the Company has made a Profit before depreciation after interest amounting to Rs.13.57 Lacs as against Rs.49.65 lacs during the corresponding period in the previous year. The Company has suffered a net loss of Rs.8.56 Lacs as against the net profit of Rs. 44.15 Lacs during the previous year. The major contributing factors towards the said net loss are increase in cost of raw materials, interest, depreciation and overall expenses due to recessionary conditions prevailing in the economy.

ABEE PRINTER RIBBONS LTD.

Your Directors have already initiated cost-cutting measures on all fronts so as to restore the profitability in due course of time.

The Company has made a provision for depreciation amounting to Rs.22.23 Lacs as against Rs.5.50 Lacs during the previous year.

FUTURE OUTLOOK

Your Directors are confident to steer the Company out of the troubled waters, as the Company's products are in good demand from all over the country coupled with further sales promotional activities already undertaken by the Company.

CHANGE OF NAME

Your Directors state that in pursuance of the Special Resolution passed by the members in the last Annual General Meeting of the Company held on 25th September 1996, the name of the Company has been changed from "Somani Printer Ribbons Limited" to "Abee Printer Ribbons Limited" w.e.f. 14/03/1997.

DIVIDEND

Your Directors express their inability to recommend any Dividend for the financial year 1996-97 in view of loss suffered by the company.

FIXED DEPOSITS

During the year under review, the company has not accepted any public deposits. Therefore, question of unclaimed/unpaid deposits does not arise at all.

DIRECTORS

Mr. Omprakash Mantri, Director is liable to retire by rotation and being eligible, offers himself for reappointment.

INFORMATION REQUIRED UNDER CLAUSE NO. 43 OF THE LISTING AGREEMENT

The projected turnover and profit after tax as mentioned in the prospectus for the year 1996-97 was Rs. 552.00. Lacs and Rs. 145.12 Lacs respectively. The actual turnover of the Company amounted to Rs. 377.55 Lacs and the Company has suffered a net loss of Rs.8.56 Lacs due to aforesaid reasons.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

The particulars required to be disclosed under Rule No. 2 of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are given in the Annexure No. I forming part of this report.

ABEE PRINTER RIBBONS LTD.

PARTICULARS OF EMPLOYEE U/S 217 (2-A)

The particulars required under Section 217 (2-A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended in 1990, are given in Annexure No. II, which forms part of this report.

AUDITORS

M/S V.L. Jain & Co., Chartered Accountants, Pune, retire as Auditors at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their sincere appreciation for the co-operation received from employees at all levels, Mahesh Sahkari Bank Ltd., Rupee Co-operative Bank Ltd., suppliers, and distributors throughout the country.

On behalf of the Board
FOR ABEE PRINTER RIBBONS LIMITED

B. B. SOMANI
CHAIRMAN & MANAGING DIRECTOR

PLACE : PUNE
DATE : 15/11/1997

ANNEXURE I A. CONSERVATION OF ENERGY FORM A (See Rule 2)

Form for Disclosure of Particulars with respect to Conservation of Energy.

A. Power and Fuel Consumption

1. Electricity

(a) Purchased	Current Year	Previous Year
Units	17,387	5,767
Total Amount	88,720	19,541
Rate/Unit (Rs.)	5.10	3.38

(b) Own generation

(i) Through diesel generator		
Unit	Nil	Nil
Units per ltr. of diesel oil	Nil	Nil
Cost/Unit	Nil	Nil
(ii) Through steam turbine/generator		
Units	Nil	Nil
Units per ltr. of fuel oil/gas	Nil	Nil
Cost/Units	Nil	Nil

2. Coal (specify quality and where used)

Quantity (tonnes)	Nil	Nil
Total Cost	Nil	Nil
Average rate	Nil	Nil