

MD	✓		BKC	✓
CS	✓		DFY	NA
RO	✓		DTV	NA
TRA	NA		AC	✓
AGM	✓	✓	SEL	✓
YE	✓	✓		

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ABEE PRINTER RIBBONS LTD.

San Jose, California

San Jose, California

San Jose, California

San Jose, California





BOARD OF DIRECTORS

MR. BADRINARAYAN B. SOMANI
CHAIRMAN AND MANAGING DIRECTOR

MRS. PRIYA B. SOMANI
WHOLE-TIME DIRECTOR

MR. BANSILAL D. SOMANI,
DIRECTOR

MR. OMPRAKASH MANTRI,
DIRECTOR

AUDITORS

M/S. V. L. JAIN & CO.
Indradhanushya Apartments
4th Floor, Opp - Firodiya Hostel,
BMCC Road, Pune - 411 004

COMPANY SECRETARY

MR. AJAY M. ANTARKAR
MAHESHWAR, PLOT NO. 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 411011
PH : (0212) 632842, 632875. FAX : 91-212-634606.

WORKS

GAT NO. 699/2, KOREGAON BHIMA, TALUKA-SHIRUR
DIST. - PUNE, STATE - MAHARASHTRA.



NOTICE

6TH
ANNUAL REPORT
1997-98

NOTICE IS HEREBY GIVEN THAT SIXTH ANNUAL GENERAL MEETING of members of Abee Printer Ribbons Limited will be held on Tuesday the 15th December, 1998 at 3.00 p.m. to transact the following business :

1. To receive, consider, approve and adopt the Directors' Report, Auditors' Report, Profit & Loss Account & Balance Sheet for the year ended 31.03.98.
2. To re-appoint a director in place of Mr. Bansilal D. Somani who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint M/s. V. L. Jain & Co. Chartered Accountants, Pune as auditors of the company for the year 1998-99 and to 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 subject to applicable provisions of the Companies Act, 1956 (including any statutory modification or enactment thereof and any ordinance promulgated in this regard for the time being in force and as may be enacted/promulgated from time to time) and subject to such other approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board") consent of the company be and is hereby accorded to the Board to purchase or buy - back the Equity Shares and other Securities issued by the Company (hereinafter referred to as the "Securities") from the holders thereof (including employees of the Company) from the open market or otherwise and in market lots or lots smaller than market lots, from the free reserves of the Company and/or from the proceeds of any issue made by the Company specially for the purpose, and/or from such other sources as may be permitted by law, on such terms, conditions and in such manner as may be prescribed by law from time to time, provided that the aggregate of the Securities so purchased or bought back shall not exceed such limit, if any, that may be prescribed in this respect.

"FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things and deal with all matters and take all such necessary steps in this regard as it may, in its absolute discretion, deem fit or proper."

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

"RESOLVED THAT the consent of the company be and is hereby accorded to the Board of Directors of the Company to get the Equity Shares of the Company delisted from The Stock Exchange, Ahmedabad.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters and to give instructions, provide authority to the officers of the Company as may be necessary to give effect to the aforesaid resolution."

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, THE PROXY FORM, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement setting out the material facts concerning the special business mentioned under items No. 4 & 5 of the Notice, as required under Section 173 of the Companies Act, 1956, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 30th November 1998 to 15th December, 1998 both days inclusive.

On behalf of the Board of Directors
FOR ABEЕ PRINTER RIBBONS LTD.

Sd/-

Place : Pune
Date : 17.10.1998

B. B. SOMANI
Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT 1956.

ITEM NO. 4

At present the Companies Act, 1956 does not permit a company to buy back its own shares. Yet it is expected that in due course of time the law will be amended to allow such buy back of the shares.

It is proposed that subject to the law then permitting such action by the Company, the Company may buy back not exceeding such number of shares of the total shares issued by the Company which carry voting



powers as may be permitted by the law. The aforesaid buy back would be made from the existing shareholders on a proportionate basis and/or from the open market and/or from the lots which may be smaller than market lots of the shares (i.e. odd lots) and/or through negotiation or other arrangement as may be permitted by law.

The proposed buy back of shares as aforesaid would entail investing of an amount which would be not less than the market value of the shares and shall be met out of the free reserves and/or from such other sources as permitted by law. Further the shares so bought back shall be dealt with as the prevailing law/regulations.

The Board of Directors of the Company is of the opinion that it will be in the interest of the Company if shareholders approve the said resolution permitting such buy back, so that the company will be able to implement this resolution once the law is amended.

The resolution, if approved, will be operative and given effect to from such date and shall be valid for such period as may be prescribed in this regard.

The resolution is an enabling provision aimed at facilitating the Company to buy back its shares as and when, legally permissible.

The Directors recommend the resolution for approval of Shareholders.

Except as Shareholders of the Company, none of the Directors of the Company is, in any way, concerned or interested in this resolution.

ITEM NO. 5

The Equity Shares of the Company are presently listed at 2 Stock Exchanges over and above the Pune Stock Exchange Limited, which is the regional stock exchange. The other two Stock Exchanges where the shares of the Company are listed are Mumbai and Ahmedabad Stock Exchanges. It has been observed that the trading on the Ahmedabad Stock Exchange are almost Nil or very thin for the last three years. In view of the same it is proposed to delist the trading of Equity Shares from the Stock Exchange, Ahmedabad. After delisting the Equity Shares from this Stock Exchange the Company's Equity Shares will continue to be listed and traded on Stock Exchange, Mumbai and the Pune Stock Exchange Limited giving sufficient liquidity for trading.

The Board recommends the resolution for your approval. None of the Directors is in anyway concerned or interested in the said resolution.

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

Sd/-

B. B. SOMANI

Managing Director

Place : Pune

Date : 17.10.1998

DIRECTORS' REPORT

Dear Members,

Your Directors are very pleased to present the sixth Directors' Report for the year ended 31-03-1998.

1) OPERATION

As compared to the last year, your Directors feel that there has been a decrease in the activities of the Company. The Company had undertaken new projects and entered into new contracts. But Due to the general economic conditions it has not shown satisfactory results. There is no change in the level of profit, but in fact the Company has suffered a loss due to the general depressionary situations prevailing in the market. But your Directors feel confident of getting over it, once the economic conditions improve.

FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH 1998

	(Rs. in lacs)
NET SALES	291.11
OTHER INCOME	35.43
TOTAL EXPENDITURE	307.32
INTEREST	47.42
GROSS PROFIT/LOSS	-28.20
DEPRECIATION	9.31
TAXATION	NIL
NET PROFIT/LOSS	-37.51
PAID UP EQUITY CAPITAL	302.01
RESERVES	16.79

2) DIVIDEND

Taking into account the depression prevailing in the market and the poor economic conditions, the Directors feel it advisable not to declare any dividend. The Directors are confident that the conditions would improve soon leading to a change in the position of the company thus being in a position to declare dividend in a year or two.

3) PARTICULARS OF EMPLOYEES

There are no employees receiving remuneration in excess of the prescribed limits in accordance with the provisions of Sections 217 (2-A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rule, 1975

4) PUBLIC DEPOSITS :

During the year under review the Company has not accepted any deposit from the public within the meaning of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules 1960

5) INFORMATION U/S 217 (1) (e) REGARDING CONSERVATION OF ENERGY, FOREIGN EXCHANGE EARNING AND OUTGO AND RESEARCH AND DEVELOPMENT.

As per Annexure No. 1

**6) RE-APPOINTMENT OF AUDITORS :**

M/S V. L. Jain & Co. Chartered Accountant, Pune retire at the ensuing Annual General Meeting of the Company and being eligible, offer themselves for re-appointment.

7) RE-APPOINTMENT OF DIRECTORS :

In accordance with the provision of Section 255 and Section 256 of the Companies Act, 1956 Mr. Bansilal D. Somani, Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself re-appointment.

8) ACKNOWLEDGMENT :

Your Directors express deep gratitude to employees, Mahesh Sah. Bank Ltd., Pune, Rupee Co-Op. Bank Ltd., Pune, Government Authorities and Business Associates for the co-operation extended by them to the Company during the year under review.

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

Sd/-

Sd/-

B. B. SOMANI**SMT. P. B. SOMANI**

Managing Director

Director

Place : Pune

Date : 17.10.1998

Annexure 1**A. POWER AND FUEL CONSUMPTION**

	Current Year	Previous Year
1. Electricity		
(a) Purchased units	78875	66889
Total Amount (Rs.)	28631	226084
Average rate/unit (Rs.)	3.63	3.38
(b) Own Generation		
(i) Through Diesel Generator		
Unit	Nil	Nil
Unit per Ltr. of diesel oil	Nil	Nil
Cost/Unit	Nil	Nil
(ii) Through Steam Turbine Generator		
Units	Nil	Nil
Unit per Ltr. of diesel oil	Nil	Nil
Cost/Unit	Nil	Nil
2. Coal		
Quantity (Tonnes)	Nil	Nil
Total Cost	Nil	Nil
Average Rate	Nil	Nil
3. Furnace Oil		
Quantity (K. ltrs.)	Nil	Nil
Total Cost	Nil	Nil
Average Cost	Nil	Nil

4. Other/Internal Generation

Quantity	Nil	Nil
Total Cost	Nil	Nil
Rate/Unit	Nil	Nil

B. CONSUMPTION PER UNIT OF PRODUCTION

	Standard (if any)	Current Year	Previous Year
Product with details	---	---	---
Unit	---	---	---
Electricity	---	---	---
Furnace Oil	---	---	---
Coal	---	---	---
Others	---	---	---

C. TECHNOLOGY ABSORPTION**Research and Development (R&D)**

1. Specific areas in which R&D is carried out by the Company	N.A.
2. Benefits derived as a result of the above R&D	N.A.
3. Future plan of action	--
4. Expenditure on R&D	NIL

Technology Absorption, Adaptation and Innovation.

1. Efforts in brief, made towards technology absorption, adaptation and innovation	N.A.
2. Benefits derived as a result of the above efforts e.g. product improvement, cost reduction on product development, import substitution etc.	N.A.
3. In case of imported technology (imported during the last 5 years reckoned from the beginning of a financial year), following information may be furnished :	
a. Technology imported	N.A.
b. Year of import	N.A.
c. Has technology been fully absorbed ?	N.A.
d. If not fully absorbed, areas where this has not taken place, reasons therefor and future plans of actions.	N.A.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(a) Activities relating to exports	NIL
(b) Total foreign exchange used and earned.	
1. Earned	112,975=00
2. Used	NIL

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

Sd/-

Sd/-

B. B. SOMANI**SMT. P. B. SOMANI**

Managing Director

Director

Place : Pune

Date : 17.10.1998



AUDITORS' REPORT

6TH ANNUAL REPORT
1997-98

REPORT OF AUDITORS TO THE MEMBERS

We have audited the attached Balance Sheet of ABEE PRINTER RIBBONS LIMITED as at 31st March, 1998 and the Profit and Loss Account of the Company for the Year ended on that date annexed thereto and report that :

- 1) As required by the Manufacturing and Other Companies (Auditors' Report) Order, 1988 issued by Company Law Board in the terms of Section 227 (4A) of the Companies Act, 1956, We enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said order.
- 2) Further to our comments in the Annexure referred to in paragraph 1 above, We state that :
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of accounts as required by law have been kept by the company so far as appears from our examination of such books.
 - c) The Balance Sheet and Profit and Loss Account referred to in this report are in agreement with the books of accounts.
 - d) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon, especially note no. 14 regarding change in the method of providing depreciation which has resulted in a lower provision of depreciation for the year by Rs. 16,17,209/- and equivalent understatement of loss for the year, give the information required by the companies Act, 1956 in the manner so required and give a true and fair view :
 - i) In the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 1998.
 - and
 - ii) In the case of the Profit and Loss Account of the Loss for the year ended on that date.

For V. L. JAIN & CO.,
Chartered Accountants
Sd/-

VARDHAMAN L. JAIN
(Partner)

Place : Pune
Date : 17th October, 1998

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 of our report of even date)

- 1) The Company has not made available Fixed Assets Register for verification showing full particulars, including quantitative details and situation of fixed assets. The fixed assets have been said to be physically verified by the management at reasonable intervals. As informed to us, no serious discrepancies were noticed on such verification.
- 2) None of the Fixed Assets have been revalued during the year
- 3) As explained to us, the stock of goods have been physically verified during the year by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.
- 4) As per the information and explanations given to us, in our opinion the procedures of physical verification of stocks followed by the management are reasonable but need to be strengthened in relation to the size of the Company and the nature of its business.
- 5) As per the information and explanations given to us, no material discrepancies have been noticed on physical verification of stock as compared to book records.
- 6) On the basis of our examination of stock valuation records, we are of the opinion that the valuation of stock is fair and proper and in accordance with the normally accepted accounting principles and is on the same basis as in the preceeding year.
- 7) In our opinion, the terms and conditions on which the Company has taken an unsecured loan from a company listed in the register maintained under Section 301 of the Companies Act, 1956 and as defined under sub-section (1B) of Section 370 of the Companies Act, 1956 are prima facie not prejudicial to the interests of the Company.
- 8) The Company has granted loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 or to company under the same management, as defined under sub-section (1B) of Section 370 of the Companies Act, 1956.



- 9) Loans and advances in the nature of loans have been given to employees and other parties who are repaying the principal amounts as stipulated and are also regular in payment of interest where applicable.
- 10) In our opinion and according to the information and explanations given to us, the Company has adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of stores, raw materials including components, plant and machinery, equipment and other assets and for sale of goods.
- 11) In our opinion and according to the information given to us, the transactions of purchase of goods and materials and sale of goods, materials and services, made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and aggregating during the year to Rs. 50,000/- or more in respect of each party, have been made at prices which are reasonable having regard to the prevailing market prices as available with the Company for such goods, materials or services or the prices at which transactions for similar goods or services have been made with other parties.
- 12) As explained to us, the Company has a regular procedure for the determination of unserviceable or damaged stores, raw materials and finished goods. Adequate provision has been made in the accounts for the loss arising on the items so determined.
- 13) In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Section 58A of the Companies Act, 1956 and rules framed there under with regard to deposits accepted from public.
- 14) The Company does not have any realisable by-products and scrap.
- 15) The provisions of internal audit are applicable to the Company. However, the company has not yet set up an internal audit system commensurate with its size and nature of its business.
- 16) As informed to us, the Central Government has not prescribed the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 for any of the items dealt with by the Company.
- 17) The Company was not regular in depositing the provident Fund dues with the appropriate authorities, the arrears of Provident Fund dues at the end of the year being Rs. 378258/- (Rs. 15452/- paid in installments, Rs. 362806/- unpaid as on date.) The Company has been regular in depositing Employees' State Insurance dues with the appropriate authority.
- 18) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-Tax, Wealth-tax, Sales-tax, Customs Duty and Excise Duty Which have remained outstanding as at the date of Balance Sheet for a period of more than six months from the date they become payable.
- 19) According to the information and explanations given to us, no personal expenses of employees or directors have been charged to revenue account other than those payable under contractual obligation or in accordance with generally accepted business practices.
- 20) The Company is not a Sick Industrial Company within the meaning of clause (o) of sub-section (1) of Section 3 of the Sick Industrial Companies (Special Provisions) Act 1985.
- 21) In Our opinion and according to the explanations given to us, there are no damaged goods during the year in relation to the trading activity of the Company.

For V. L. JAIN & CO.,
Chartered Accountants
Sd/-
VARDHAMAN L. JAIN
(Partner)

Place : Pune
Date : 17th October, 1998