

12 TH ANNUAL REPORT 2003-2004



Abee

ABEE INFO CONSUMABLES LTD.

BOARD OF DIRECTORS

MR. BADRINARAYAN B. SOMANI
CHAIRMAN & MANAGING DIRECTOR

MRS. PRIYA B. SOMANI
WHOLE-TIME DIRECTOR

MR. MANI PALOD
WHOLE-TIME DIRECTOR

MR. OMPRAKASH MANTRI
INDEPENDENT DIRECTOR

MAJ. GEN. P. B. DESHPANDE (VSM) RETD.
INDEPENDENT DIRECTOR

AUDITORS

S. L. BAGADI & CO.

A 206, Somshankar Chambers, Kaka Halwai Ind. Estate,
Above Cosmos Bank. Pune Satara Road, Pune 411 009.

BANKERS

INDIAN BANK
HDFC BANK

REGISTERED OFFICE

"Akshay", 156-1/B, Mangalwar Peth, Barne Road, Near Sinchan Bhavan, Pune 411 011.
Tel. : (020) 26132842, 26132875. Fax : 91 (20) 26134606

WORKS

Gat No. 699/2, Koregaon Bhima, Taluka Shirur, District Pune, State Maharashtra
Sector No. 2, Second Floor, Pushpa Complex, Kasauli Road, Parwanoo, Himachal Pradesh.

LISTED ON

₹ Ahmedabad Stock Exchanges

ABEE INFO CONSUMABLES LTD.

NOTICE

Notice is hereby given that the Twelveth Annual General Meeting of the Members of the Abee Info Consumables Limited will be held on Thursday the 30th day of September 2004 at 3.00 p.m. at Factory at Gat No. 699/2, Koregaon Bhima, Taluka Shirur, Dist. Pune, to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider, approve and adopt the Profit & Loss Account for the year ended 31st March 2004, Balance- Sheet as on that date togetherwith the Reports of Directors and Auditors thereon.
- 2) To re-appoint Mr. Omprakash Mantri, Director who retires by rotation and being eligible offers himself for re-appointment.
- 3) To re-appoint M/s S. L. Bagadi & Co., Chartered Accountants as a Statutory Auditors of the Company from conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modifications, following resolution as an Ordinary Resolution.
"RESOLVED THAT pursuant to provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 Mr. Mani Mulchand Palod be and is hereby appointed as a Director of the Company with immediate effect."
5. To consider and if thought fit, to pass with or without modifications, following resolution as an Ordinary Resolution.
"RESOLVED THAT subject to the provisions of Section 198, 269, 309, 310 and Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, in the event being required, consent of the members of the Company be and is hereby accorded for appointment of Mr. Mani Mulchand Paold as Executive Director (Marketing) of the Company for a period of One years w.e.f 30.09.2004 at a consolidated salary of Rs. 35,000/- Per Month.
6. To consider and if thought fit, to pass with or without modifications, following resolution as a Special Resolution.
"RESOLVED THAT, pursuant to provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 1956 SEBI (Delisting of Securities) Guidelines 2003 (hereinafter referred to as Delisting Guidelines) and all other applicable laws, (including any statutory modification(s) or re- enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company consent of the Company be and is hereby accorded to voluntarily de- list the equity shares of the Company from the Pune Stock Exchange Limited,"

RESOLVED furthr that, the Board of Directors be and is hereby authorized to settle all questions, difficulties or doubts that may arise with respect to the aforesaid voluntarily delisting of shares as it may in its absolute discretion deems fit without being required to seek any further approval of members or otherwise to the end and intent that the members shall be deemed to have given their approval expressly by the authority to this resolution."

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RESOLVED, further that, the all the Board of Directors be and is hereby singly authorized to take all necessary steps in this regard in order to comply with all the legal procedural formalities and further to authorize to any of the Directors of the Company to do all such acts, deeds or things to give effect to and enforce the aforesaid resolution."

7. To consider and if thought fit, to pass with or without modifications, following resolution as a Special Resolution.

"RESOLVED THAT, pursuant to provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 1956 SEBI (Delisting of Securities) Guidelines 2003 (hereinafter referred to as Delisting Guidelines) and all other applicable laws, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company consent of the Company be and is hereby accorded to voluntarily de-list the equity shares of the Company from The Stock Exchange, Ahmedabad"

RESOLVED further that, the Board of Directors be and is hereby authorized to settle all questions, difficulties or doubts that may arise with respect to the aforesaid voluntarily de-listing of shares as it may in its absolute discretion deems fit without being required to seek any further approval of members or otherwise to the end and intent that the members shall be deemed to have given their approval expressly by the authority to this resolution."

RESOLVED further that, the all the Board of Directors be and is hereby singly authorized to take all necessary steps in this regard in order to comply with all the legal procedural formalities and further to authorize to any of the Directors of the Company to do all such acts, deeds or things to give effect to and enforce the aforesaid resolution."

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT TO BE MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE. MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
- 2) The Register of Members and Share Transfer Books of the Company shall remain closed from 29.09.2004 to 30.09.2004 (Both days inclusive)

**On behalf of the Board
FOR ABEE INFO-CONSUMABLES LIMITED**

S/d
B.B.SOMANI
(CHAIRMAN & MANAGING DIRECTOR)

Place: Pune
Date: 30.07.2004

Explanatory Statement under section 173(2) of the Companies Act, 1956**Item No. 4**

At the Meeting of the Board of Directors of the Company held on July 30, 2004, Mr. Mani Mulchand Palod (63) was appointed as an additional Director in terms of provisions of Section 260 of the Companies Act, 1956 and Article 118 of the Articles of Association of the Company.

Mr. Mani M. Palod is a Commerce Graduate from the Pune University and done Three Tier Management course from IIM Ahmedabad.

He brings with him a rich experience and expertise in the field of marketing as he had worked for various Companies like Richardson Hindustan Limited, Maheshwari Petroleum Limited, Patira Foods Products Limited, Choridiya Foods Products Limited, Bornaman Mahadhan Limited and Universal Spices.

Mr. Mani Palod Candidature for Directorship of the Company has been proposed by a Shareholder pursuant to Section 257 of the Companies Act, 1956 alongwith a deposit of Rs. 500/-. The Board feels that the company will benefit from the association of Mr. Mani Palod, and recommends the resolution for your approval.

The Company has received notice from a shareholders Under Section 257 of the Companies, Act, 1956.

None of the Directors except Mr. Manilal Palod are directly/ indirectly are concerned or interested in the said resolution.

Item No. 5

The Board of Directors in their meeting held on 30.07.2004 have appointed Mr. Mani Mulchand Palod as Executive Director of the company for a period of Five years w.e.f. 01.08.2004

The Appointment of Mr. Mani Mulchand Palod is made in accordance with Part I & II of the Schedule XIII annexed to the Companies Act, 1956. As per Part III of the said Schedule XIII the approval of the Shareholders is sought the Annual General Meeting.

None of the Directors except Mr. Manilal Palod are directly/ indirectly are concerned or interested in the said resolution.

Item No. 6 & 7

The equity shares of the Company are presently listed on Pune Stock Exchange Limited, (PSE) The Stock Exchange, Mumbai (BSE) and The Stock Exchange, Ahmedabad (ASE).

It has been observed that almost all the trading in the Company's equity shares takes place on BSE. The trading on the other Stock Exchanges i.e. PSE and ASE is almost nil because of the expansion of BSE with its extensive networking. The investors/members have access to online dealings in the Company's equity shares on the trading terminals provided by the BSE.

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Due to lack – luster trading in Company's shares listed on PSE and ASE coupled with hefty amount of listing fees charged by Stock Exchange the Board is of opinion that if the de-listing made on PSE and ASE it will result into substantial cost savings to the Company.

The Securities and Exchange Board of India (De-listing of Securities) Guidelines 2003 permits companies to voluntarily de-list their securities, provided that the shares are continued to be listed on one or more stock exchanges having nationwide trading terminals.

Therefore, the Company proposed to continue the listing of equity shares only at BSE and to de-list the same from PSE subject to the company's complying the various provisions of SEBI (Delisting of Securities) Guidelines 2003 and obtaining requisities approvals, permissions and sanctions from appropriate authorities.

Under the SEBI (Delisting of Securities) Guidelines, 2003 the aforesaid proposal requires approval of shareholders by a Special Resolution.

The Board recommends the passing of this resolution.

None of the Directors of the Company are concerned or interested in this resolution.

**On behalf of the Board
FOR ABEE INFO-CONSUMABLES LIMITED**

**S/d
B.B.SOMANI
(CHAIRMAN & MANAGING DIRECTOR)**

**Place: Pune
Date: 30.07.2004**

DIRECTOR'S REPORT

Your directors have pleasure in presenting the Twelveth Annual Report togetherwith the Audited Statement of Accounts for the year-ended 31.03.2004.

1) PERFORMANCE

During the year under review, your Company has started new manufacturing unit at Parwanoo, which is situated within the State of Himachal Pradesh so as to reap the various tax holidays available to the industry. The Company will enjoy excise duty exemption for first 10 years, sales tax exemption for first 5 years and income tax exemption for first 5 years. This will enable the Company to boost overall profitability from the resultant savings from tax holidays and the lower production costs. We have already started reaping cost benefit at Parwanoo, as in the current year, we have suffered a drop of only 4.34% in net profit before taxes in spite of the decrease in turnover by 11.86% over the last year.

During the year under review, there was marginal decrease in the sales. The Company recorded turnover of Rs. 337.03 lacs during the current year as compared to Rs. 382.39 lacs during the last year. Partial reduction in turnover is attributable to applicability of excise duty at Koregaon Bhima factory. Net profit before taxes have decreased from Rs. 21.70 Lacs in the previous year to Rs. 4.49 Lacs. During the year under review, the provision of depreciation amounted to Rs. 14.19 Lacs as against Rs. 13.87 Lacs in the last year.

2) DIVIDEND:

Your directors do not recommend the dividend, in order to conserve the resources of the company.

3) PARTICULARS OF EMPLOYEES U/S 217(2A) OF THE COMPANIES ACT.

As none of the employees is drawing remuneration in excess of the prescribed limits during the year under review, the particulars required to be given as per Section 217 (2- A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not given.

4) DETAILS OF CONSERVATION OF ENERGY, FOREIGN EXCHANGE EARNINGS & OUTGO AND RESEARCH & DEVELOPMENT U/S 217(1)(e) OF THE COMPANIES ACT.

The prescribed information in respect of Foreign Exchange and Outgo, Conservation of Energy and Research and Development is given by way of Annexure No. I, which forms part of this report

5) DIRECTORS

Mr. Omprakash Mantri, retire by rotation and being eligible, offers himself for re-appointment.

6) AUDITORS

M/s S. L. Bagadi & Co. Chartered Accountants, Pune retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

7) DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirements under the Section 217(2AA) of the Companies Act 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed

- (i) That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed.
- (ii) That the directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- (iv) That the directors have prepared the Annual Accounts on a going concern basis.

8) ACKNOWLEDGMENT:

Your directors would like to place on record their sincere appreciation for the co-operation extended by the Banks, Creditors, and suppliers, Govt. of Maharashtra, Govt. of Himachal Pradesh and all employees in all cadres throughout the year under review.

**On behalf of the Board
FOR ABEE INFO-CONSUMABLES LIMITED**

Sd/-

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

Place: Pune

Date: 30/07/2004

ANNEXURE NO.1 TO DIRECTORS' REPORT

A. POWER AND FUEL CONSUMPTION	CURRENT YEAR	PREVIOUS YEAR
1. Electricity		
(a) * Purchase Units	12073	12907
Total amount (Rs.)	40241	36,818
Average Rate/Unit (Rs.)	3.33 (Per Unit)	2.85 (Per Unit)
* Pune Factory Units : 5491		
* Parwanoo Factory Units : 6582		
(b) Own Generation		
(i) Through Diesel Generator		
Unit	Nil	Nil
Unit per liter of Diesel Oil	Nil	Nil
Cost / Unit	Nil	Nil
(ii) Through Steam Turbine Generator		
Unit	Nil	Nil
Per unit Cost	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		
Average rate	Nil	Nil
4. Other / Internal Generation		
Quantity	Nil	Nil
Total cost	Nil	Nil
Average Cost	Nil	Nil
B. CONSUMPTION PER UNIT OF PRODUCTION		
(Standard if any)		
Product with detail	Nil	Nil
Unit	Nil	Nil
Electricity	Nil	Nil
Furnace Oil	Nil	Nil
Coal	Nil	Nil
Other	Nil	Nil

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1. Specific areas in which R & D is carried Out by the Company	NA	NA
2. Benefits derived as result of the above R & D	NA	NA
3. Future Plan & Action	---	NA
4. Expenditure on R & D	---	Rs.19,073/-

Technology Absorption, Adaptation and Innovation.

1. Efforts in brief, made towards technology absorption, adaptation and innovation	NA
2. Benefits derived as a result of the above effort e. g. product improvement, cost reduction on product development, import substitution etc.	NA
3. Incase of imported technology (imported during the last 5 years reckoned from time to the beginning of a financial year), following information may be furnished:	
(a) Technology imported	NA
(b) Year of import	NA
(c) If not fully absorbed, areas where this had taken place, reason therefore and future plans of actions.	NA

FOREIGN EXCHANGE EARNINGS AND OUT GO

(a) Total Foreign Exchanges Used and Earned.	Current	Previous
(a) Earned	NIL	Rs. 8,88,489/-
(b) Used	NIL	Rs. 64,897/-

**On behalf of Board
FOR ABEE INFO CONSUMABLES LIMITED**

**sd/-
B. B. SOMANI
(CHAIRMAN & MANAGING DIRECTOR)**

**Place: Pune
Pune: 30/07/2004**