

# 11TH ANNUAL REPORT 2001-2002

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# HITECH

# ENTERTAINMENT

# LIMITED



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## Hitech Entertainment Limited

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### **BOARD OF DIRECTORS**

Mr. Kirit R. Kanakiya

Mr. Mahendra R. Kanakiya

Mr. Sanjay N. Adhyaru

Mr. Vijay P. Chauhan

Mr. Dilip R. Kanakiya

### **REGISTERED OFFICE**

Hilton Center, Unit No.23 & 24,  
1st Floor, Plot No.66, Sector No.11,  
CBD Belapur, Navi Mumbai-400 614

### **BANKERS**

UTI Bank Limited

Punjab National Bank

### **AUDITORS**

M/S Durgesh Kabra & Company  
Chartered Accountants

### **REGISTRARS & SHARE TRANSFER AGENTS**

Sharex (India) Pvt. Ltd.  
17/B Dena Bank Building,  
2nd floor, Horniman Circle,  
Fort, Mumbai-400 001.

**NOTICE**

Notice is hereby given that the Eleventh Annual General meeting of the Members of HITECH ENTERTAINMENT LIMITED will be held on Friday, 23rd August 2002 at 1.30 p.m. at Hilton Center, Plot No.66, Sector No.11, CBD Belapur, Navi Mumbai-400614 to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2002, Profit and Loss Account for the year ended on that date and the reports of Directors and Auditors thereon.
2. To appoint a director in place of Shri. Mahendra R. Kanakiya, who retires by rotation & being eligible offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting & fix their remuneration.

**Special Business :**

4. **To Consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.**

“**RESOLVED THAT** in accordance with the provisions of Section 260 read with Article 134 of the Articles of Association of the Company Mr. Vijay P. Chauhan in respect of whom a notice Under section 257 of the Companies Act, 1956, has been received be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.”

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

“**RESOLVED THAT** in accordance with the provisions of Section 260 read with Article 134 of the Articles of Association of the Company Mr. Dilip R. Kanakiya in respect of whom a notice Under section 257 of the Companies Act, 1956, has been received be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.”

**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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.**
2. The Explanatory statement pursuant to section 173 (2) of the Companies Act, 1956 in respect of Item no:4 & 5 of the Notice is annexed.
3. The Register of Members & share transfer books of the Company will remain closed from Monday, the 19th August 2002 to Friday, the 23rd August 2002 (both the days Inclusive) for the purpose of the Annual General Meeting of the Company.
4. The members are requested to notify the address of the Company's Registrar and Transfer Agents i.e. Sharex (India) Pvt. Ltd. at 17/B Dena Bank Building, 2nd floor, Horniman Circle, Fort, Mumbai-400 001.

By Order of the Board.  
**For Hitech Entertainment Limited**

Sd/-  
**Sanjay N. Adhyaru**  
Director

**Place:** CBD - Belapur

**Date:** 17.06.2002

**Registered office:**

Hilton Center, Plot No.66,  
Sector No.11, Unit No.23 & 24,  
1st floor, CBD Belapur,  
Navi Mumbai-400 614.

**Hitech Entertainment Limited**

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**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956****Item No. 4**

At the meeting of the Board of Directors of the company held on 4th March 2002, Mr. Vijay P. Chauhan was appointed as an additional Director. Pursuant to Section 260 of the Companies Act, 1956 read with Article 134 of the Articles of Association of the Company Mr. Vijay P. Chauhan holds office upto the date of the forthcoming Annual General Meeting. A notice in writing has been received from a shareholder of the company, pursuant to section 257 of the companies Act, 1956, signifying his intention to propose Mr. Vijay P. Chauhan as candidate for the office of Director along with a deposit of Rs. 500/- which shall be refunded to him if Mr. Vijay P. Chauhan is elected as Director.

None of the Directors, except Mr. Vijay P. Chauhan is concerned or interested in the resolution.

**Item No. 5**

At the meeting of the Board of Directors of the company held on 18th April 2002, Mr. Dilip R. Kanakiya was appointed as an additional Director. Pursuant to Section 260 of the Companies Act, 1956 read with Article 134 of the Articles of Association of the Company Mr. Dilip R. Kanakiya holds office upto the date of the forthcoming Annual General Meeting. A notice in writing has been received from a shareholder of the company, pursuant to section 257 of the companies Act, 1956, signifying his intention to propose Mr. Dilip R. Kanakiya as candidate for the office of Director along with a deposit of Rs. 500/- which shall be refunded to him if Mr. Dilip R. Kanakiya is elected as Director.

Mr. Dilip R. Kanakiya, Mr. Kirit R. Kanakiya and Mr. Mahendra R. Kanakiya are concerned or interested in the resolution.

By Order of the Board.  
For Hitech Entertainment Limited

Sd/-  
**Sanjay N. Adhyaru**  
Director

**Place:** CBD - Belapur

**Date:** 17.06.2002

**Registered office:**

Hilton Center, Plot No.66,  
Sector No.11, Unit No.23 & 24,  
1st floor, CBD Belapur,  
Navi Mumbai-400 614.

**DIRECTORS REPORT**

To the Members,

Your Directors have pleasure in presenting the Eleventh Annual Report together with the audited accounts for the year ended March 31, 2002.

**1. FINANCIAL RESULTS**

	<b>For the year ended 31st March, 2002 (Rs. in Lacs)</b>	<b>For the year ended 31st March, 2001 (Rs. in Lacs)</b>
Profit before Depreciation and extraordinary items	6.17	14.02
Depreciation	5.36	5.36
Extra ordinary items	(10.79)	(0.13)
Profit(+)/Loss(-) for the year	(9.98)	8.53
Profit(+)/Loss(-) after tax	(9.98)	8.53

**2. COMPANY'S BUSINESS GROWTH AND PROSPECTS**

During the year under review the Company could not commence entertainment activities due to various reasons such as prevailing Market Conditions & recessionary trend in the entire economy.

**3. DIVIDEND**

In view of the inadequate profits for the year under review, your Directors regret their inability to recommend payment of any dividend for the year ended 31st March 2002.

**4. DEPOSITS**

The Company did not accept any deposits from the public during the year under review.

**5. PERSONNEL**

None of the employees of the Company come under the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

**6. DIRECTORS**

Mr. Vijay P. Chauhan was appointed as an additional Director of the Company with effect from 4th March 2002 Pursuant of Article 134 of the Articles of Association of the company. In accordance with Section 260 of the Companies Act, 1956 he retires at the conclusion of the Annual General Meeting. The Company has received a notice in writing under section 257 of the Companies Act, alongwith the requisite deposit proposing Mr. Vijay P. Chauhan as a candidate for the office of Director of the company. Your Director recommends this appointment as a Director vide resolution No. 4 of the notice of Eleventh Annual General Meeting.

Mr. Dilip R. Kanakiya was appointed as an additional Director of the Company with effect from 18th April 2002 Pursuant of Article 134 of the Articles of Association of the company. In accordance with Section 260 of the Companies Act, 1956 he retires at the conclusion of the Annual General Meeting. The Company has received a notice in writing under section 257 of the Companies Act, alongwith the requisite deposit proposing Mr. Dilip R. Kanakiya as a candidate for the office of Director of the company. Your Director recommends this appointment as a Director vide resolution No. 5 of the notice of Eleventh Annual General Meeting.

## Hitech Entertainment Limited

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Ms Sangeeta Singh was appointed as an alternate Director in place of Mr. Mahendra R. Kanakiya with effect from 16th July 2001. She resigned on 4th January 2002.

Mr. Mahendra R. Kanakiya retires by rotation & being eligible offer himself for re-appointment.

During the year under review Mr. Nagaraj S. & Amit C. Hakani (Additional Director) resigned due to their pre-occupation.

### 7. AUDITORS

M/s. Durgesh Kabra & Co., Chartered Accountants retire at the conclusion of the Annual General Meeting. They have indicated their willingness to continue as Auditors if re-appointed. The Company has received a certificate from them to the effect that their appointment, if made, will be within the prescribed limits under section 224(1B) of the Companies Act, 1956. Members are requested to appoint Auditors and fix their remuneration.

### 8. DEPOSITORY SYSTEMS

Your Company has entered into an arrangement with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for dematerialization of your Company's Securities in accordance with the provisions of the Depositories Act 1995, which are now fully operational and members may avail of such facilities. With this, the Members have the option /discretion to hold their Demat shares in the Company through the National Securities Depository Limited or the Central Depository Services (India) Limited.

### 9. LISTING OF SECURITIES

The Equity shares of the Company are listed at Mumbai stock exchange and Manglore Stock Exchanges Limited. The Company has already paid the annual listing fees for the year 2002-2003 to both the Exchanges.

### 10. CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreement, a Report on Corporate Governance is given as Annexure A to this Report.

### 11. DIRECTORS RESPONSIBILITY STATEMENT

As required under Section 217 (2AA) which was introduced by the Companies (Amendment) Act, 2000 your Directors' confirm that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- (ii) The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March 2002 and of the profit or loss of the Company for the year ended 31st March, 2002.
- (iii) 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 fraud and other irregularities.
- (iv) The Directors have prepared the annual accounts on a going concern basis.

### 11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARINGS AND OUTGO under section 217(1)(e) of the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988.

a) **CONSERVATION OF ENERGY:**

Since there are literally no operation or no business activities there is no question of energy conservation.

b) **TECHNOLOGY ABSORPTION:**

No technology has been developed, as the company is yet to set-up its R & D facility.

c) **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

There is no foreign Exchange spent & earned during the year under review.

**12. ACKNOWLEDGMENTS**

Your Directors wish to place on record its appreciation of the employees, Banks, Merchant Bankers, Stock Exchange authorities for their able guidance and support.

For & on behalf of the Board

**Place:** CBD - Belapur  
**Date:** 17th June 2002

Sd/-  
**Kirit R. Kanakiya**  
Director

