



15th
Annual Report
2001-2002

Report  junction.com

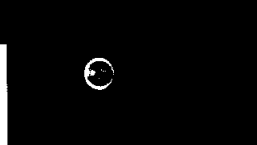
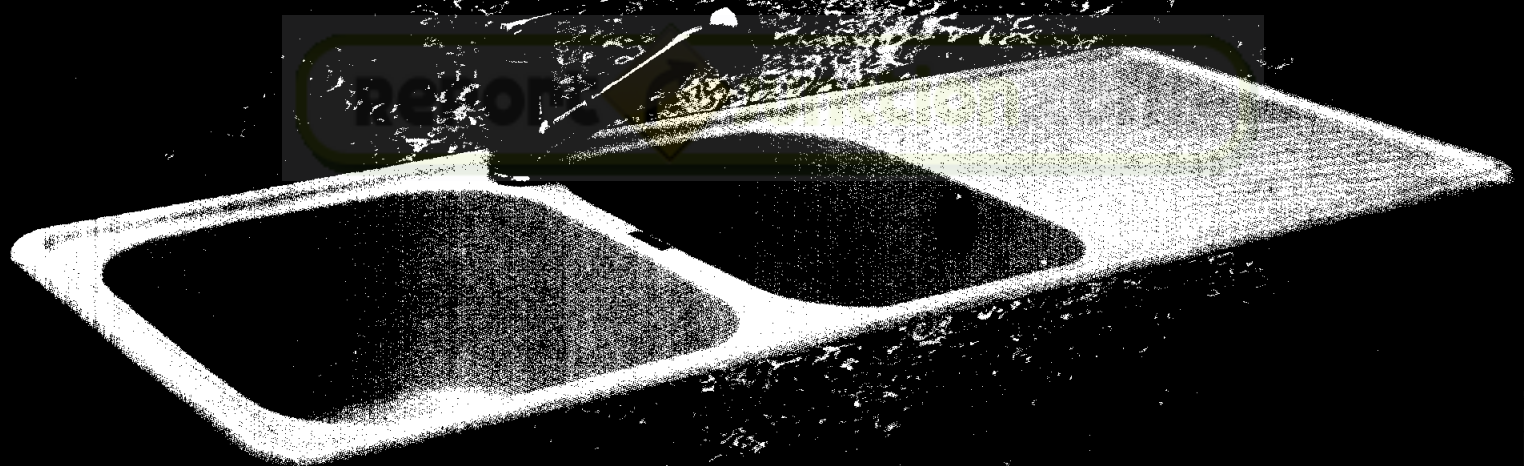


Acrysil Ltd.

A QS 9000 Company

Kitchen Sinks with Character!!

Composite Quartz Natural and Granite Kitchen Sinks



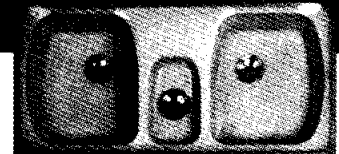
Single Bowl



One & Half Bowl



Two Bowl



Two & Half Bowl

Kitchen...an area that reveals your individual life style is strangely a place that is not styled up. Acrysil Ltd., a joint venture company with M/s Schock & Co., GmbH Germany...set up base to change all this. It brought in technology and products that would offer comfort and better value for money.

CARYSIL sinks are made with the most innovative technology under stringent quality control procedures, making the product competent enough to be readily accepted in the world market. Today, Acrysil exports more than 70% of its products worldwide and is consistently adding new and better products each year.

BOARD OF DIRECTORS

Shri A. M. Parekh

Managing Director

Shri M. Nageswara Rao

Shri J. A. Sanghrajka

Shri J. R. Naik

Shri Ajit R. Sanghvi

Dr. Minoo D. Daver

Shri R. J. Shah

Shri V. C. Mehta

Mr. Karl Schock

Shri Kekoo Gandhi

(Alternate Director to Mr.Karl Schock)

COMPANY SECRETARY

Shri Dharmesh N. Thaker

AUDITORS

Sanghavi & Company,
Chartered Accountants.

REGISTRAR & TRANSFER AGENT

R & D Consultants Ltd.,
610, Dalamal Towers,
211, Nariman Point,
Mumbai 400 021.
Phone : (022) 2834347/74, 2884667/68
Fax : (022) 2855759 E-mail : rndcons@vsnl.net

BANKERS

State Bank of Saurashtra,
Bhavnagar.

WORKS

Survey No.312,
Bhavnagar - Rajkot Highway (13th Km.)
Navagam, Post: Vartej,
Bhavnagar 364 060, Gujarat (India).
Phone : (0278) 445218, 445893, 446392, 449232
Fax : (0278) 444558

REGISTERED OFFICE

Old Kamani Chambers, 2nd Floor,
32, Ramjibhai Kamani Marg,
Ballard Estate,
Mumbai 400 001 (India).
Phone : (022) 2311523 to 25 Fax : (022) 2311521

ACRYSIL Limited

NOTICE

Notice is hereby given that the **FIFTEENTH ANNUAL GENERAL MEETING** of the Members of **ACRYSIL LIMITED** will be held at M. C. Ghia Hall, 18/20, K. Dubash Marg, Mumbai 400 001 on Tuesday, the 24th September, 2002, at 3.30 p.m. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account of the Company for the year ended 31st March, 2002, the Balance Sheet as at that date, and the Reports of the Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Shri J. A. Sanghrajka, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Dr. Minoo D. Daver, who retires by rotation and is eligible for re-appointment.
5. To appoint a Director in place of Shri Ajit R. Sanghvi, who retires by rotation and is eligible for re-appointment.
6. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, including Schedule XIII to the said Act as amended up-to-date, the consent of the Company be and is hereby accorded to the appointment of Shri Ashwin Mohanlal Parekh as the Managing Director of the Company for a period of five years with effect from 16th January, 2002, upon the terms and conditions including remuneration and perquisites as set out in the Explanatory Statement."

NOTES:

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THE POLL ONLY INSTEAD OF HIMSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
- B. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item No.7 of the Notice set out above is annexed hereto.
- C. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, the 17th September, 2002 to Tuesday, the 24th September, 2002 (both days inclusive) for the purpose of payment of dividend.
- D. The dividend, as recommended by the Board, if sanctioned at the Annual General Meeting, will be paid to those members or their mandates whose names stand registered on the Company's Register of Members :-
 - a) as Beneficial Owners as at the end of business on Monday, the 16th September, 2002 as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in demat form.
 - b) as Members in the Register of Members of the Company on Tuesday, the 24th September, 2002, after giving effect to valid share transfers lodged with the Company, on or before Monday, the 16th September, 2002.
- E. Members are requested to notify immediately any change in their address/mandate/bank details, if any, quoting their folio number(s) to the Company's Registrar & Transfer Agent.
- F. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Registrar & Transfer Agent, and send their share certificates to enable consolidation of their holdings into single folio.

Acrysil Limited

- G. Members who hold shares in the physical form can nominate, as permitted under Section 109A of the Companies Act, 1956, a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filing Form 2B. Blank forms will be supplied by the Company's Registrar & Transfer Agent on request. Members holding shares in dematerialised form may contact their Depository Participant for recording nomination in respect of their shares.
- H. Members desiring any information or clarification on the Accounts and also any item on the Agenda are requested to send in writing queries to the Company, at least one week before the Meeting, so as to enable the Management to keep the information available at the Meeting. Replies will be provided in respect of such written queries received only at the Meeting.
- I. Members are requested to bring with them their copy of the Annual Report to the General Meeting.

By Order of the Board of Directors

Dharmesh Thaker
Company Secretary

Mumbai, May 13, 2002.

Registered Office:

Old Kamani Chambers, 2nd Floor,
32, Ramjibhai Kamani Marg,
Ballard Estate,
Mumbai 400 001 (India).

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.****Item No.7**

Pursuant to the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the shareholders at the general meeting, the Board of Directors of the Company at its meeting held on January 16, 2002, appointed Shri Ashwin M. Parekh as Managing Director of the Company for five years with effect from January 16, 2002. Shri Ashwin M. Parekh, the promoter Director of the Company, is an experienced industrialist and technocrat and has been actively associated with the Company since its inception and responsible for the growth of the Company. It would, therefore, be in the interest of the Company that the Board should continue to avail of the benefit of his rich experience and advice.

The Company has entered into an Agreement with Shri Ashwin M. Parekh for the appointment as the Managing Director. Abstract of the terms and conditions of appointment of Managing Director pursuant to Section 302 of the Companies Act, 1956 are as under :

Period

The appointment is effective from 16th January, 2002, for a period of five years i.e. upto 15th January, 2007.

Overall Remuneration

Subject to the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the shareholders at the general meeting, the remuneration payable to the Managing Director in any financial year shall be as under:

(i) Salary :

Salary of Rs.50,000/- (Rupees Fifty Thousand only) per month in the grade of Rs.50,000 - 5,000 - 75,000.

Acrysil Limited

(ii) Commission :

One percent of the net profits (subject to the ceiling of 50% of the Annual Salary).

(iii) House Rent Allowance :

30% of the basic salary, i.e. Rs.15,000/- subject to change as may be made by the Board of Directors.

(iv) Perquisites :

- (a) Gas/electricity/water/furnishing the value of which should not exceed 10% of the basic salary.
- (b) Medical Expenses: Maximum reimbursement permitted is one month's salary, per annum. However, in case of major sickness, 3 months' salary can be claimed at a time, over a block of 3 years.
- (c) Leave Travel Assistance: Reimbursement of leave travel expenses in respect of travelling alone, to any place in India (including home district) for self, wife and dependent children, at actuals, once a year.
- (d) Leave: One month's leave with full pay for every 11 months' service subject to the condition that unutilised leave will be allowed to be encashed as per service conditions of the Company.
- (e) Membership of Clubs: Membership of not more than 2 clubs, (for which subscription will not include entrance fee), will be paid by the Company.
- (f) Insurance: Premium upto Rs.4,000/- per annum for Personal Accident, Group Life Insurance and Flight Insurance coverage as applicable to other senior executives of the Company.
- (g) Company's contribution to Provident Fund and Superannuation Fund: These together should not be in excess of 27% of the basic salary.
- (h) Gratuity: To be paid at 15 days' salary for each completed year of service.

Ceiling on Remuneration

The remuneration including perquisites payable to Shri Ashwin M. Parekh, the Managing Director of the Company, shall not exceed the limit prescribed in Part II in Section II (1)(A) of Schedule XIII with reference to the effective capital of the Company as at the end of every financial year, during the tenure of this agreement.

Minimum Remuneration

Notwithstanding anything contained herein, where, in any financial year during the currency of tenure of the Managing Director, the Company has no profit or its profits are inadequate, the Company shall pay, by way of minimum remuneration, the aforesaid remuneration including perquisites as specified in the Agreement, provided that the total remuneration including perquisites shall not exceed the limit prescribed in Part II in Section II(1)(A) of Schedule XIII with reference to the effective capital of the Company as at the end of every financial year, during the tenure of this agreement or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

The Managing Director shall not be entitled, under any circumstances whatsoever, to any compensation for loss of office, unless otherwise decided by the Company.

The Board of Directors recommends this resolution for the approval of the Members.

Except Shri Ashwin M. Parekh, being an appointee, no other Director of the Company is concerned or interested in the said resolution.

By Order of the Board of Directors

Dharmesh Thaker
Company Secretary

Mumbai, May 13, 2002.

Registered Office:

Old Kamani Chambers, 2nd Floor,
32, Ramjibhai Kamani Marg,
Ballard Estate,
Mumbai 400 001 (India).

Acrysil Limited**DIRECTORS' REPORT**

To
THE MEMBERS OF THE COMPANY

Your Directors have pleasure in presenting the **Fifteenth** Annual Report of the Company for the period 1st April, 2001 to 31st March, 2002.

FINANCIAL RESULTS:

The operations of the Company are as under:

	(Rs. in Lacs)	
	As on 31.03.2002	As on 31.03.2001
1 Net Sales/Income from Operations	1316.32	919.57
2 Other Income	7.54	12.28
3 Total Income (1 + 2)	1323.86	931.85
4 Total Expenditure	1144.42	843.42
5 Interest	54.60	45.17
6 Gross Profit after Interest but before Depreciation and Taxation (3 - 4 - 5)	124.84	43.26
7 Depreciation	33.33	30.92
8 Profit before Taxation (6 - 7)	91.51	12.34
9 Provision for Taxation	25.42	3.00
10 Net Profit after Tax (8 - 9)	66.09	9.34

OPERATIONS OF THE COMPANY :**Performance:**

Despite adverse economic conditions, the Company could achieve progress. The sales turnover in value has increased to Rs.1303.23 lacs from Rs.906.59 lacs in the previous year registering an increase of 43.75%. The profit before tax has increased to Rs.91.51 lacs from Rs.12.34 lacs in the previous year.

Kitchen Centres:

Your Directors are pleased to inform you that the total sales of Kitchen Centres have gone up from Rs.549.83 lacs last year to Rs.947.81 lacs this year, registering an increase of nearly 72.38%. The Company's exports were worth Rs.839.49 lacs against Rs.393.15 lacs in the earlier year, showing an impressive growth of about 113.53%.

Thermoplastic Co-Extruded Profiles:

The Company could maintain its Sales of these products at Rs.355.42 lacs as against Rs.356.76 lacs in the previous year.

DIVIDEND:

Your Directors are happy to recommend the dividend for the year at a rate of 12% (subject to deduction of tax at source) as compared to 8% for the previous year, subject to the approval of the members at the ensuing Annual General Meeting.

RESEARCH & DEVELOPMENT:

The Company has a plan to introduce new products during the current year, which will contribute to increase revenue.

DIRECTORS:

Shri J. A. Sanghrajka, Dr. Minoo D. Daver and Shri Ajit R. Sanghvi retire by rotation and being eligible, offer themselves for re-appointment.

ACRYSIL LIMITED

The Board of Directors of the Company has appointed Shri Ashwin M. Parekh as the Managing Director of the Company for 5 years w.e.f. January 16, 2002, subject to the approval of the Members at the ensuing Annual General Meeting of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed;
2. appropriate accounting policies have been selected and applied consistently, and have 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 at March 31, 2002 and of the profit of the Company for the period April 1, 2001 to March 31, 2002;
3. proper and sufficient care has been taken 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;
4. the Annual Accounts have been prepared on a going concern basis.

PARTICULARS REGARDING CONSERVATION OF ENERGY, ETC. :

In accordance with the requirements of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, statement showing particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo are annexed hereto and form part of this report.

AUDITORS:

The Auditors, M/s. Sanghavi & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment, as the auditors of the Company. Your Directors recommend their reappointment as the Company's auditors.

UNCLAIMED DEPOSITS:

In compliance with the Companies (Acceptance of Deposits) Rules, 1975, your Directors report that all the fixed deposits due for repayment/renewal on or before 31st March, 2002 were either paid or renewed.

PERSONNEL:

Relationship with the employees was cordial. Since no employee of the Company is drawing remuneration in excess of the ceilings prescribed under the Companies (Particulars of Employees) Rules, 1975, as amended, read with Section 217(2A) of the Companies Act, 1956, information for the same is not furnished.

ACKNOWLEDGEMENTS:

Your Board would like to place on record its sincere appreciation for the wholehearted support and contribution made by all its employees from across the Company, as also its shareholders, distributors, bankers and all other business associates towards the conduct of efficient operations of your Company.

For and on behalf of the Board of Directors

A. M. PAREKH
Managing Director

J. R. NAIK
Director

Bhavnagar, May 13, 2002.

Registered Office:

Old Kamani Chambers, 2nd Floor,
32, Ramjibhai Kamani Marg,
Ballard Estate,
Mumbai 400 001 (India).

ANNEXURE TO DIRECTORS' REPORT

Information required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

(A) Conservation of Energy:

Operations of the Company are not energy intensive. However, conservation measures have already been taken up wherever possible. Disclosure of particulars with respect to conservation of energy in Form "A" is not applicable.

(B) Technology Absorption:

Form "B" for disclosure of particulars with respect to Technology Absorption.

RESEARCH & DEVELOPMENT [R & D]:**1. Specific areas in which R & D is carried out by the Company:**

Continuous development work in existing products has not only helped in quality improvement but also in cost effectiveness and productivity improvement. During the year under review, new profiles for automobiles were successfully developed. Quality control measures were updated and upgraded to meet global requirement.

2. Benefits derived as a result of the above efforts:

- (a) Broadening the product range.
- (b) Improvement in productivity and cost effectiveness.

3. Future plan of action:

To develop and introduce new range of products.

4. Expenditure on R & D for the year 2001-02:

(a) Capital	Nil
(b) Recurring	Rs.1,402,248
(c) Total	Rs.1,402,248
(d) Total R & D expenditure as a percentage of Total Turnover	1.07%

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:**1. Efforts in brief, made towards technology absorption, adaptation and innovation:**

The Company made impressive gains in process modifications to enable cost savings in existing and new products.

2. Benefits derived as a result of the above:

In the coming years these efforts will enable process optimisation, cost savings and increased output.

3. Technology imported during the last 5 years:

The Company has not imported any technology during the last 5 years.

Acrysil Limited**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:**

	Year ended 31.03.2002 (Rs.)
1. Foreign Exchange Earnings (FOB value of exports)	79,094,680
2. Foreign Exchange Outgo:	
a) For Import of Raw Materials	26,415,474
b) For Import of Accessories and Traded Goods	9,969,675
c) For Import of Capital Goods	101,157
d) For Expenses	2,899,877
	<hr/> 39,386,183
3. Net saving in Foreign Exchange	<hr/> 39,708,497

For and on behalf of the Board of Directors

Bhavnagar, May 13, 2002.

A. M. PAREKH
Managing Director**J. R. NAIK**
Director**Registered Office:**Old Kamani Chambers, 2nd Floor,
32, Ramjibhai Kamani Marg,
Ballard Estate,
Mumbai 400 001 (India).Report  junction.com