

56th

ANNUAL REPORT

2003-04

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ADOR MULTIPRODUCTS LIMITED

Ador Multiproducts Ltd

BOARD OF DIRECTORS

ARUNA B. ADVANI
Chairman

R.A. LALVANI
Managing Director

RAJBIR T. MALKANI

SUKUMAR R. KIRLOSKAR

N. SRINIVASAN

N. MALKANI NAGPAL

AUDITORS

B.K. RAMADHYANI & CO.,
Chartered Accountants
Bangalore.

REGISTRARS & SHARE TRANSFER AGENTS

INTIME SPECTRUM REGISTRY LTD.,
Geetha Mansion, 40/2, K.G. Road
Bangalore - 560 009.

BANKERS

CANARA BANK
UCO BANK
VIJAYA BANK

CORPORATE OFFICE

Hamid Building,
191, Anna Salai,
Chennai - 600 006.

REGISTERED OFFICE

A-13 & 14, III Stage,
Peenya Industrial Estate, Bangalore - 560 058.

WEBSITE

www.adormultiproducts.com

Ador Multiproducts Limited**NOTICE**

To The Members

NOTICE is hereby given that the 56th Annual General meeting of the members of Ador Multiproducts Limited will be held at PIA Bhavan, 1st Stage, Peenya Industrial Estate, Bangalore - 560 058 at 3.00 p.m on Tuesday 14th September, 2004 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2004 and the Profit & Loss Account for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. N. Srinivasan who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Rajbir T. Malkani who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint the Auditors for the current financial year and fix their remuneration.
5. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

"RESOLVED THAT the Board of Directors be and are hereby authorised to appoint any person qualified for appointment as Branch Auditor or Auditors of the Company under Section 226 of the Companies Act, 1956, to audit the Accounts of the Company's branch offices for the current financial year and fix their remuneration.

By order of the Board

ARUNA B. ADVANI
Chairman

Bangalore
6th May, 2004

Registered Office:
A-13 & 14, III Stage,
Peenya Industrial Estate,
Bangalore - 560 058.

NOTES

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxy form must reach the Company's Registered Office not later than 48 hours before commencement of the meeting.

- b. The Register of Members and Share Transfer Books of the Company will remain closed from 8th September, 2004 to 14th September, 2004 (both days inclusive).
- c. Members are requested to intimate to the Company immediately of any change in their addresses.
- d. Members desiring any information as regards accounts are requested to write to the Company at least 7 days before the date of meeting so as to enable the Company to keep the information ready.
- e. Members/Bodies Corporate/Proxies are requested to bring the attendance slip duly filled in for attending the meeting.
- f. Members are requested to bring their copies of Annual Report to the meeting.
- g. As per the provisions of Section 205A of the Companies Act, 1956, and introduction of Section 205C by the Companies (Amendment) Act, 1999, the amounts of Dividends remaining unclaimed for a period of 7 years are required to be transferred to the newly established Investor's Education and Protection Fund. The Dividend declared for the year 1997-98 will be transferred to the Central Government on 15th June, 2005. The shareholders who have not encashed the Dividend may contact the Company before it is being transferred to the Central Government.

By order of the Board

ARUNA B. ADVANI
Chairman

Bangalore
6th May, 2004

Registered Office:
A-13 & 14, III Stage,
Peenya Industrial Estate,
Bangalore - 560 058.

56th Annual Report 2004**DIRECTORS' REPORT**

Your Directors have pleasure in presenting the 56th Annual Report of the Company and the Audited Statement of Accounts for the year ended 31st March, 2004.

FINANCIAL RESULTS

(Rs. in lacs)

	Year ended 31.03.2004	Year ended 31.03.2003
Sales and Other Income (net excise duty)	740.07	547.91
Profit before Interest, Depreciation and Tax	31.79	(2.68)
Less : Depreciation	12.34	11.57
Interest	3.86	4.72
Profit/ (Loss) after Interest and Depreciation	15.59	(18.97)
Less : Provision for Current Tax	1.23	-
Deferred Tax Asset	11.70	4.65
Balance brought forward from previous year	-	11.72
Less: Withdrawn from General Reserve	-	2.60
Balance carried forward	26.06	-

DIVIDEND

Your company has made profits during the financial year 2003-04. In view of the low profits during the year and to make improvements in the plants at Pondicherry and Bangalore, there is no Dividend to be declared for the financial year.

OPERATIONS

The year ended with Sales (Net of Excise Duty) of Rs.740.07 lacs as against previous year Sales of Rs.547.91 lacs (Net of Excise Duty).

I. Personal Products Division:

- The sales doubled in the financial year 2003-04.
- The division made minimal profit before depreciation, interest and tax in the financial year 2003-04 as compared to losses in the previous year.
- Additional Products were added to include Creams, Moisturizers, Hand Sanitizers etc.
- There was an increase in the production of Alcohol based products.
- There was a substantial growth in Talcum Powder production in the Pondicherry Plant.
- Better yields existing production lines also added to the contribution.

II. Trading Division :

- There was an Increase in Sales by 17% compared to the previous year.
- The Division witnessed a substantial growth in profit.
- Equipment and Wire Sales grew by approximately 20% in the financial year 2003-04.
- The upward market trends in the infrastructure and automobile industry contributed immensely to the growth of this division with potential to do the same in the current year.

CONSERVATION OF ENERGY

Optimum use of energy through improved methods has continued. However, the consumption of energy by the Company is insignificant.

RESEARCH AND DEVELOPMENT

The Company has not incurred any amount towards Research and Development during the year.

FOREIGN EXCHANGE EARNINGS AND OUT GO

There was no Foreign Exchange earnings during the year. The Customers exported the products manufactured by the Company. There was no foreign Exchange spent for imports.

DIRECTORS

In accordance with the provisions of the Article 49 of the Articles of Association of the Company, Mr.N. Srinivasan and Mrs. Rajbir T. Malkani, Directors, retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT: -

As required by Section 217(2AA) of the Companies Act, 1956, your Directors confirm that: -

- In the preparation of the annual accounts, the applicable accounting standards have been followed;
- They have 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 at the end of the financial year and of the profit of the company for that year;
- They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities;
- They have prepared the annual accounts on a going concern basis.

AUDITORS

The Company's Auditors M/s. B.K.Ramadhyan & Co., Chartered Accountants, Bangalore, retire and are eligible for re-appointment. Members are also requested to authorise the Board of Directors to appoint Branch Auditors for the current year to audit the accounts of the Company's Branch Offices and fix their remuneration.

PARTICULARS OF EMPLOYEES

No employee is drawing the remuneration more than Rs. 2 lacs per month requiring disclosure under section 217(2A) of the Companies Act, 1956 (Particulars of Employees) Rules, 1975.

ACKNOWLEDGEMENT

Your Directors wish to acknowledge and place on record their appreciation for the excellent co-operation and support extended by the Customers, Suppliers, Dealers, Government Agencies, Banks, Employees, Shareholders of the Company and members and look forward to their continued co-operation.

For and on behalf of the Board

Bangalore
6th May, 2004

ARUNA B. ADVANI
Chairman

Ador Multiproducts Limited**AUDITOR'S REPORT**

1. We have audited the attached Balance Sheet of Ador Multiproducts Limited, as at 31st March 2004, the Profit and Loss Account and also the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 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.
4. Further to our comments in the Annexure referred to above, we report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The report on the audits of the Chennai, Coimbatore and Pondicherry branches not visited by us but audited by branch auditors have been forwarded to us and have been appropriately dealt with while preparing this report.
 - d. The Balance Sheet, Profit and Loss account and cash flow statement dealt with by this report are in agreement with the books of account and with the audited returns from the branches.

- e. In our opinion, the Balance Sheet, Profit & Loss Account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
- f. On the basis of written representations received from the directors, as on 31st March 2004 and taken on record by the board of directors, we report that none of the directors is disqualified as on 31st March 2004 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
- g.
 - i. *We have relied on the representation of the management that the amount referred to in notes 2(b) and 2(c) of schedule N of Rs.38.41 lakhs are good of recovery and that no provision is required for disputed liabilities of Rs.49.16 lakhs referred to in note (a) of schedule N. In view of uncertainties involved, we are unable to form any opinion.*
 - ii. *We have also relied on the representation of the management that no provision is required on investments referred to in Note 3 of Schedule N for the reasons stated therein.*
- h. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and subject to para (g) above, give a true and fair view in conformity with the accounting principles generally accepted in India;
 - i. In the case of the balance sheet, of the state of affairs of the Company as at 31.3.2004; and
 - ii. In the case of the profit and loss account, of the profit for the year ended on that date.
 - iii. In the case of cash flow statement, of the cash flows for the year ended on that date

For B. K. Ramadhyani & Co.,
Chartered Accountants

Bangalore
7th May, 2004

(C.R.KRISHNA)
Partner

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ANNEXURE TO AUDITORS' REPORT

(AS REFERRED TO IN PARA 1 OF OUR REPORT TO THE MEMBERS ADOR MULTIPRODUCTS LIMITED, BANGALORE)

1. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. All these assets have not been physically verified by the management during the year but there is a programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- c. During the year, there has been no significant sale/disposal of fixed assets.
2. a. The inventory was physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c. The company is maintaining quantitative records of inventory. The discrepancies noticed on verification between the physical stocks and the such records were not material.
3. a. The company has not taken any loan from companies covered in the register maintained under section 301 of the Companies Act, 1956. The company had made an unsecured deposit of Rs.10 lakhs to a company covered in the register maintained under Section 301 of the Companies Act, 1956.
- b. In our opinion, the rate of interest and other terms and conditions on which deposit have been granted to the company listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interests of the company.
- c. The party has repaid the principal amount as stipulated and have been regular in the payment of interest.
- d. There is no overdue amount of deposits granted to the company listed in register maintained under section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. a. According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- b. In our opinion and according to the information and explanations given to us, the transactions of purchases made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time. In this regard, we have relied on the representation of the management that the Company is an accredited dealer of the said party and that supplies have been made to the Company on terms and conditions as applicable to other accredited dealers.
6. The company has not accepted any deposits from public, hence in our opinion the provisions of Section 58A and 58AA and the Companies Act, 1956 and the Rules made thereunder are not applicable. According to the company, no order has been passed by the Company Law Board.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. We have broadly reviewed the books of account relating to, labour and other items of cost maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, the books of account relating to pricing of materials are being compiled.
9. a. The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, customs duty, cess and other internal statutory dues applicable to it.

Ador Multiproducts Limited

- b. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.3.2004 for a period of more than six months from the date they became payable. However municipal tax payable to local authorities amounting to Rs.23,146/- is outstanding for more than six months as at 31.3.2004.
- c. According to the information and explanations given to us, there are no dues of income tax, wealth tax, excise duty and cess which have not been deposited on account of any dispute. However, disputed sales tax and customs duty relating to earlier years referred to in Note 1(a) (i) and (ii) of Schedule N have not been deposited. The statement of disputed dues are as under:-

Name of the Statute	Nature of dues	Amount (Rs.in lakhs)	Period to which amount related	From where dispute is pending
Delhi Sales Tax Act	Differential Sales Tax	17.95	1982-83 to 1990-91	Commissioner (Appeals)
Tamilnadu General Sales Tax Act (TNGST)	Differential Sales Tax/	1.43	2001-02	-do-
-CST	Non-receipt of 'C' form	1.04	2000-01	
-CST		4.08	2001-02	
Indian Customs Act	Customs duty on materials cleared by some other party	12.66	1986 & 1987	-do-

10. In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred cash losses during the financial year covered by our audit. The company had incurred cash losses to an extent of Rs.5.30 lakhs in the preceeding financial year.
11. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a bank. There are no loans from financial institutions or debentures.
12. The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/ society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
14. In our opinion the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
15. The company has not given guarantees for loans taken by others from banks or financial institutions.
16. There are no term loans taken by the company and hence clause 4(xvi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been used for long term purposes. However, long term funds have been used to finance short term assets to an extent of Rs.47.20 lakhs excluding permanent working capital.
18. According to the information and explanations given to us, the company has not made any issue of capital during the year and hence provision of clause 4(xviii) regarding preferential allotment is not applicable.
19. According to the information and explanations given to us, there are no debentures issued by the company and hence provisions of clause 4(xix) regarding creation of securities are not applicable.
20. There was no issue of capital, debenture, etc during the year and hence provisions of paragraph 4(xx) regarding end use of money is not applicable.
21. According to the information and explanations given to us, no fraud on or by the company during the year has been noticed or reported during the course of our audit.

For B. K. Ramadhyani & Co.,
Chartered Accountants

Bangalore
7th May, 2004

(C.R.KRISHNA)
Partner