





AGRO-CHEM PUNJAB LIMITED

BOARD OF DIRECTORS

Sh. Kewal S. Dhillon	Chairman
Sh. Ravinder Krishan	Director
Sh. Sajjan Singh Dhillon	Director
Sh. Pardeep Marwaha	Director
Sh. G.S. Sodhi	Director

AUDITORS

Mehrotra Sharma and Associates
Chartered Accountants
1278, Sector-21-B,
Chandigarh.

BANKERS

Punjab National Bank
Bank of Baroda

REGISTERED OFFICE

Dhillon Complex, Manimajra
Chandigarh (U.T.) - 160101
Phone. No. 554074, 554480

WORKS

Village : Singhpura
Block : Derabassi
District : Patiala
State : Punjab

Contents

Notice	03
Director's Report	04
Auditor's Report	08
Balance Sheet	10
Profit & Loss Account	11
Balance Sheet Abstract	21
Cash Flow Statement	22
Proxy Form	23


AGRO CHEM PUNJAB LIMITED

AGRO CHEM PUNJAB LTD.
REGD. OFFICE : DHILLON COMPLEX, MANIMAJRA
CHANDIGARH

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 14th Annual General Meeting of Shareholders of the Company will be held on 29th September, 1999 on Wednesday at 9:30 AM at Registered office of the Company, Dhillon Complex, Manimajra, Chandigarh to Transact the following business :

ORDINARY BUSINESS :

1. To receive, approve and adopt Balance Sheet as at 31.03.1999, and Profit & Loss Account of the Company for the period ended on that date along with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Sh Ravinder Krishan who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Sh. Sajjan Singh Dhillon who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors and to fix their remunerations.

SPECIAL BUSINESS

5. To consider and if thought fit to pass with or without modification following resolution as Ordinary Resolution.

"RESOLVED THAT subject to Section 269 and other applicable provisions of the Companies Act, 1956 if any, Schedule XIII there to and Article 172(b) of Articles of Association of the Company Sh. G.S. Sodhi be and is hereby appointed as whole time Director of the Company w.e.f. 01-06-99 for a period of Five years and that he is not liable to retire and that he shall receive Rs 25000/- per month as remuneration.

Report Junction.com

By order of the Board
for AGRO CHEM PUNJAB LTD.

PLACE : CHANDIGARH
DATE : 30.07.1999

PARDEEP MARWAHA
DIRECTOR

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote, instead of himself/herself and proxy so appointed need not be a member of the Company, Proxy 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.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 29th September, 1999 to 30th September, 1999.
3. The explanatory statement pursuant of section 173 (2) of The Companies Act, 1956 is enclosed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No.5. Sh. G.S. Sodhi was appointed as whole time Director by Board of Directors w.e.f. 1st June, 1999 for a period of 5 Years. This resolution is put before shareholders to seek their approval. None of the directors except Sh. G.S. Sodhi being the appointee is interested in the resolution.

By order of the Board
for AGRO CHEM PUNJAB LTD.

PLACE : CHANDIGARH
DATE : 30.07.1999

PARDEEP MARWAHA
DIRECTOR



AGRO CHEM PUNJAB LIMITED

DIRECTORS REPORT

To The Shareholders

Your Directors are Pleased to Present Fourteenth Annual Report together with the Audited Accounts for the year ended 31st March, 1999.

1. FINANCIAL RESULTS

PARTICULARS	(Rs.in Lacs)	
	AS ON 31.03.99	AS ON 31.03.98
i. Turnover (including Miscellaneous Income)	104.47	568.35
ii. Gross Profit/(Loss) before Financial Charges and Depreciation	(307.42)	(241.20)
iii. Financial Charges	188.57	189.52
iv. Operating Profit/(Loss)	(495.99)	(430.73)
v. Depreciation & non-financial Charges	39.52	41.88
vi. Income Tax Previous Year		0.59
vii. Profit/(Loss)	(535.51)	(473.20)

2. OPERATIONS

Turnover and Miscellaneous Income for the year under review has reduced to Rs. 104.07 Lacs as compared to Rs. 568.35 Lacs of previous year due to lower capacity utilisation of both SSP and Acid Plants. The Company has suffered a loss of Rs. 535.51 Lacs as Rs. 473.20 of the last year.

The Company has been declared a sick Industrial Company within the meaning of Section 3(1) (0) of the Sick Industrial Companies (special provision) Act 1985 by Board for Industrial and Financial Reconstruction (BIFR) with hearing held on 23rd March, 1999. Industrial Finance Corporation of India has been appointed the Operating Agency to prepare the Draft Rehabilitation Scheme under Section 17(3) of this Act

3. SICK COMPANY

The Company has been Registered with Board of Industrial and Financial Reconstruction as a Sick Industrial Unit as Case No. 290/98 on 29 October, 1998.

4. DIRECTOR

Sh. Ravinder Krishan and Sh. Sajjan Singh Dhillon, Directors of the Company retire at ensuing Annual General Meeting and being eligible offer themselves for reappointment. Sh. Bhupal Singh Ghuman has ceased to act as director of the company. Sh. G.S. Sodhi, has been appointed as whole time Director w.e.f. 1st June, 1999.

**AGRO CHEM PUNJAB LIMITED****5. AUDITORS**

M/s Mehrotra Sharma & Associates, Chartered Accountants, Chandigarh retire at the conclusion of ensuing Annual General Meeting. They are eligible for reappointment and offer themselves for the same.

The Auditors report is self explanatory and does not require any explanation by the Board of Directors.

6. DEPOSITS

The Company has not received any deposits from the public this year and there are no unpaid and unclaimed deposits.

7. PERSONNEL

Information pursuant to Section 217 (2 A) of The Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1975 are Nil.

The Management Employees relations remain cordial throughout the year.

8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

Information as per section 217 (l) (e) read with companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is given in the Annexure which forms part of this Report.

9. The Company is already Y 2K Compliant

10. ACKNOWLEDGEMENT

The Board of Directors wish to place on record their gratitude to the various agencies of Central and State Governments, Banks and Financial Institutions for co-operation extended by them.

By Order of the Board
for AGRO CHEM PUNJAB LIMITED

PLACE : CHANDIGARH
DATE : 30.7.1999

PARDEEP MARWAHA
DIRECTOR

AGRO CHEM PUNJAB LIMITED

ANNEXURE TO DIRECTORS' REPORT

Information as per Section 217 (1) (e) read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March 1999

A. Power and Fuel Consumption

1. Electricity	1998-99	1997-98
a) Purchased Unit (In Lacs)	12.30	20.01
Total Amount (Rs. in Lacs)	36.85	51.99
Rate/Units (Rs.)	3.00	2.60
b) Own Generation (Unit in Lac)	1.34	2.77
2. Coal : (Steam used for generation of steam in boiler)		
Qty. (Tonnes)	-	-
Total Amount (Rs. in Lacs)	-	-
Averages/Tonne (Rs.)	-	-
3. Furnance Oil		
Qty. (Kilo Ltrs)	103.40	182.90
Total Cost (Rs. in Lacs)	7.90	13.01
Averages/Kilo Ltrs (Rs)	7640	7113
4. Others/ Internal Generation Steam Purchased		
Qty. (Tonnes)	-	-
Total Cost (Rs. in Lacs)	-	-
Average/Kilo Ltrs (Rs.)	-	-

B. Consumption per unit of Production (in Rs.)

A. Product (Single Super Phosphate)		
Electricity	327.90	130.79
Coal	-	-
Furnance Oil	120.10	91.00
Steam	-	-

II. TECHNOLOGY ABSORPTION

Efforts made in technology absorption as per form B of the Annexure to the Rules.

1. Research & Development (R & D)

A) SPECIFIED AREAS IN WHICH (R & D) CARRIED OUT BY THE COMPANY :	1998-99	1997-98
B) BENEFITS DERIVED AS A RESULT OF THE ABOVE R & D:		
C) EXPENDITURE ON R&D		
i) Capital		
ii) Recurring		
iii) Total		
iv) Total R & D Expenditure as a percentage of total turnover		

2. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION