

**19th**  
**ANNUAL REPORT**  
**(2003 - 04)**



**AGRO CHEM PUNJAB LIMITED**

## AGRO CHEM PUNJAB LIMITED

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### BOARD OF DIRECTORS

Sh. Sajjan Singh Dhillon  
Sh. Pardeep Marwaha  
Sh. A S Sidhu

Chairman  
Director  
Director

### AUDITORS

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

### BANKERS

Andhra Bank  
Bank of Baroda

### REGISTERED OFFICE

Dhillon Complex, Manimajra  
Chandigarh (U.T.)-160101  
Phone No. (0172)-2742628

### WORKS

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

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**AGRO CHEM PUNJAB LIMITED**

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**NOTICE TO ANNUAL GENERAL MEETING**

Notice is hereby given that 19<sup>th</sup> Annual General Meeting of the Company will be held on Thursday, 30<sup>th</sup> September, 2004 at 9.00 A.M. at the Registered office of the company situated at Dhillon Complex Manimajra, Chandigarh, to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Profit & Loss Account for the year ended 31<sup>st</sup>, March 2004 and the Balance Sheet as on that date and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Sajjan Singh Dhillon, who retires by rotation and being eligible, offer himself for reappointment.
3. To Appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

**SPECIAL BUSINESS:**

- 4 To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

**RESOLVED THAT** Sh. A. S. Sidhu be and is hereby appointed as Director of the Company who was appointed as additional Director by Board of Directors on 20.08.2004 as per provisions of section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under section 257 of Companies Act, 1956 proposing his candidature to the office of Director and that he 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 special resolution.

**RESOLVED THAT** subject to provisions of the Securities Contracts (Regulation) Act, 1956, listing agreements with the Stock Exchanges and Guidelines/Rules of the Securities and Exchange Board of India and/ or other applicable laws, regulations and guidelines and subject further to such approvals and sanctions as may be required, the Board of Directors (hereinafter referred to as "The Board" Which term shall include a committee of directors) be and is hereby authorized to de-list Equity Shares of the company from the Stock Exchange at Ludhiana and Delhi at one time or from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to apply to such Stock Exchange/SEBI and take all the required steps in terms of guidelines laid down by SEBI for voluntary delisting of the Equity Shares of the Company from Stock Exchange of Ludhiana Stock Exchange and Delhi Stock Exchange and to decide/settle all the matter related to delisting of shares and also to do all such acts/deeds and things as may be required by the relevant Competent Authority for and on behalf of the board.

**RESOLVED FURTHER THAT** the Board of Directors may authorise any of its committee or any of its Directors to do all such acts/deeds and things to give effect to the above said resolution.

BY ORDER OF THE BOARD  
For AGRO CHEM PUNJAB LTD.

Place : Chandigarh  
Date : 01.09.2004

(PARDEEP MARWAHA)  
DIRECTOR

**AGRO CHEM PUNJAB LIMITED**

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**NOTES :**

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not to be member of the company. The proxy, in order to be effective, must be received by the company, not less than twenty four hours before the meeting. The proxy form is enclosed.
2. The Register or Members and the share Transfer Books of the Company shall remain closed from 28<sup>th</sup> day of September, 2004 to 30<sup>th</sup> September, 2004 (both days inclusive).
3. Explanatory statement pursuant to section 173(2) of the companies act, 1956 is annexed herewith.

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

The Board of Directors has appointed Sh. A.S. Sidhu as Additional Director in place of Sh. Ashok Sikri who has resigned from the Board. Under section 257 of the Companies Act, 1956 individual notice has been received proposing his candidature for the office of Director along with respective deposit. None of the Directors is interested in the said resolution except appointee. The resolution is put before shareholders to seek their approval.

**Item No.5**

Company's Equity Shares are presently listed on two Stock Exchanges viz Ludhiana Stock Exchange and Delhi Stock Exchange. BSE has already delisted the shares of the Company. The Board have considered that the Equity Shares of the Company are not being traded for the last 3-4 years at any of the three stock exchanges and accordingly the listing of shares at these stock exchanges is not serving the desired purpose. The promoters of the company as per the SEBI guidelines would give the holders of shares in the region of these two stock exchanges an exit opportunity. SEBI has notified "Delisting of Securities Guidelines-2003"(The Guidelines). As per the guidelines, a company may seek voluntary delisting of its securities from all or some of the Stock Exchanges.

Further, the company had become a Sick Industrial Company within the meaning of section 3(1)(0) of the Sick Industrial Companies(Special Provisions) Act, 1985 and was registered with Board for Industrial and Financial Reconstruction (BIFR) as case no.290/98.As per the order dated. 4/12/2001 of BIFR, the paid up share capital of the company has been reduced by 90% to 10% from 3262400 equity shares of Rs. 10/- each to 326240 equity shares of Rs. 10/- each. Further as per the said order, the company has allotted 5600000 equity shares of Rs. 10/- each for cash at par to promoters. As per the revised allotment approved by BIFR 97% shares are with promoters. Therefore it is not economical to continue with listing of securities.

In view of above the Board recommends for voluntary delisting of its shares from stock exchanges at Ludhiana and Delhi in terms of the guidelines in force or any subsequent amended guidelines laid down by SEBI which will also reduce paper work and save funds on account of Annual Listing fees. Accordingly the Board recommends the resolution for approval. None of the directors is concerned or interested in above resolution.

BY ORDER OF THE BOARD  
For AGRO CHEM PUNJAB LTD.

**AGRO CHEM PUNJAB LIMITED****DIRECTOR'S REPORT**

To  
The Members

The Directors of your company have pleasure in presenting, The 19<sup>th</sup> Annual Report together with Audited Accounts of the Company for the year ending 31<sup>st</sup> March, 2004.

**FINANCIAL RESULTS**

The financial results of the company are as under :

(Rs/Lacs)

S.No.	Particulars	As on 31/3/2002	As on 31/3/2003
1.	TURNOVER (Including Misc Income)	5.79	1.96
2.	Gross Profit /Loss (Before Financial Charges AND Depreciation)	0.72	(12.51)
3.	FINANCIAL CHARGES	0.09	0.48
4.	OPERATING PROFIT/(LOSS)	0.63	(12.99)
5.	DEPRECIATION & OTHER NON FINANCIAL CHARGES	4.31	4.31
6.	PROFIT/(LOSS)	(3.68)	(17.30)
7.	IT APPROPRIATION	0.03	---
8.	NET PROFIT/(LOSS)	(3.71)	(17.30)

**ORDER OF BIFR**

The Company had become a sick industrial company within the meaning of Section 3(1)(O) of Sick Industrial Companies (Special Provisions) Act, 1985 and was registered with Board for Industrial and Financial Reconstruction (BIFR) as case number 290/98. As per the order dated 4/12/2001 of BIFR, the paid up share capital of the company has been reduced by 90% from 3262400 equity shares of Rs. 10/- each to 326240 equity shares of Rs. 10/- each. As per the said order, the company has allotted 56,00,000 equity shares of Rs. 10/- each for cash at par to promoters.

**OPERATIONS**

The operations of the company are closed at present.

**PERSONNEL**

None of the employee of the company is in receipt of remuneration for whole/part of the year exceeding the limit prescribed under section 217(2A) of the companies Act 1956. The information's under section 217(2A) of the companies Act, 1956 are nil.

**CORPORATE GOVERNANCE**

In terms of schedule of implementation of corporate governance under clause 49 of listing agreement with stock exchanges, the company has complied with the said provisions before 31<sup>st</sup> March, 2004.

**CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

Information as per section 217(1)(e) of the companies Act 1956 read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988, is given in annexure which forms part of this report.

## **AGRO CHEM PUNJAB LIMITED**

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### **DIRECTORS**

During the period under review Sh. Sajjan Singh Dhillon retires by the rotation at the forth coming Annual General Meeting and being eligible, offer himself for reappointment, Sh. A.S. Sidhu has been appointed as additional Director. The company has also received representation U/s 274(1)g of the companies Act, 1956 from all the Directors regarding compliance thereof.

### **LISTING**

The securities of the company are at present listed at stock exchange at Delhi and Ludhiana. It is proposed to delist the securities from the two stock exchanges.

### **AUDITORS REPORT**

The Auditors Report on the accounts is self-explanatory and requires no comments.

### **AUDITORS**

The auditors M/s Mehrotra Sharma and Associates Chartered Accountants, Chandigarh retire at the conclusion of forth coming Annual General Meeting and being eligible, offer themselves for reappointment.

### **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the requirement under section 217(2AA) of the companies Act 1956 with respect to Directors Responsibility statement, it is hereby confirmed that:

1. In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2004 the applicable accounting standards had been followed along with proper explanation relating to material departures.
2. The Directors had selected such accounting policies, applied them consistently and made judgment and estimates that were 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 or loss of the company for the year under review.
3. The directors had been 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.
4. The Directors had prepared the accounts for the financial year ended 31<sup>st</sup> March, 2004 on a 'Going Concern' basis.

### **FOREIGN EXCHANGE EARNINGS AND OUTGO**

Your company has neither earned any foreign exchange nor incurred any expenditure in foreign exchange during the year under review.

### **ACKNOWLEDGMENTS**

The board of directors wish to record it's gratitude to the banks and concerned Government agencies for their co-operation and to the shareholders for trust reposed by them.

BY ORDER OF THE BOARD  
For AGRO CHEM PUNJAB LTD.

(PARDEEP MARWAHA)  
DIRECTOR

Place : Chandigarh  
Date : 01.09.2004

**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 31<sup>st</sup> March, 2004.

A. Power and Fuel Consumption		2003-2004	2002-2003
1.	Electricity		
	a) Purchased Units (in Lacs)		
	Total Amount (Rs. In Lacs)		
	Rate/Unit(Rs.)	NIL	NIL
	b) Own Generation		
2.	Coal: (Steam used for		
	Generation of Steam boiler)	NIL	NIL
	Qty. (Tonnes)	NIL	NIL
	Total Amount (Rs. In Lacs)		
	Averages/Tones (Rs.)		
3.	FURNACE OIL	NIL	NIL
	Consumed Qty. (Kilo KLtrs.)		
	Consumed Cost (Rs. In Lacs)		
	Averages/Kilo Ltrs (Rs.)		
4.	Other/Internal Generation	NIL	NIL
	Steam Purchased		
	Qty. (Tonnes)		
	Total Cost (Rs. In Lacs)		
	Averages/Kilo Ltrs (Rs.)		
5.	Consumption per unit of Production	NIL	NIL
	A. Product (Single Super Phosphate)		
	Electricity		
	Coal		
	Furnace Oil		
	Steam		
III	TECHNOLOGY ABSORPTION	NIL	NIL
	Efforts made in technology absorption		
	As per B of the Annexure to the Rules.		
1.	Research & Development (R & D)	NIL	NIL
A)	SPECIFIED AREAS IN WHICH (R & D)		
	CARRIED OUT BY THE COMPANY		
B)	BENEFITS DERIVED AS RESULT	NIL	NIL
	OF THE ABOVE R & D		
C)	EXPENDITURE ON R & D	NIL	NIL
	i) Capital		
	ii) Recurring		
	iii) Total		
	iv) Total R & D Expenditure as a percentage		
	of total turnover		
2.	TECHNOLOGY ABSORPTION, ADAPTATION	NIL	NIL
	AND INNOVATION		

(7)

**AGRO CHEM PUNJAB LIMITED**

A)	EFFORTS IN BRIEF MADE TOWARDS TECHNOLOGY ABSORPTION ADAPTATION AND INNOVATIONS	Nil	Nil
B)	BENEFITS DERIVED AS A RESULT OF THE ABOVE EFFORTS E.G. PRODUCT IMPROVEMENT COST REDUCTION, PRODUCT DEVELOPMENT, IMPORT SUBSTITUTION ETC.	Nil	Nil
C)	IN CASE OF IMPORTED TECHNOLOGY (IMPORTED DURING THE LAST FIVE YEAR RECKONED FROM THE BEGINNING OF THE FINANCIAL YEAR). FOLLOWING INFORMATION MAY BE FURNISHED:	Nil	Nil
	i) Technology Imported		
	ii) Year of Imported		
	iii) Had technology been fully absorbed	Nil	Nil
	iv) If not fully absorbed, areas where this has not taken	Nil	Nil
	Place reason there of and future plan action	Nil	Nil
III	FOREIGN EXCHANGE EARNING AND OUT GO		
A)	ACTIVITIES RELATING TO EXPORTS, INITIATIVE TAKEN TO INCREASE EXPORTS, DEVELOPMENT OF NEW EXPORT MARKETS FOR PRODUCTS AND SERVICE AND EXPORT PLANS.	Nil	Nil
B)	TOTAL FOREIGN EXCHANGE USED	Nil	Nil
C)	TOTAL FOREIGN EXCHANGE EARNED	Nil	Nil

BY ORDER OF THE BOARD  
For AGRO CHEM PUNJAB LTD.

Place : Chandigarh  
Date : 01.09.2004

(PARDEEP MARWAHA)  
DIRECTOR