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21st Annual Report 1998-99

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**A M Z E L**  
**Automotive Limited**

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**A M Z E L**  
**Automotive Limited**

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**BOARD OF DIRECTORS**

SALEEM FAZELBHOY

M. R. SHROFF

F.A.A. JASDANWALLA

S. K. DIWANJI

RANJAN S. SANGHI

CHAIRMAN & MANAGING DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

**BANKERS**

CANARA BANK

**SOLICITORS**

DESAI & DIWANJEE, MUMBAI

**AUDITOR**

R. V. SHAH

Chartered Accountant  
Mumbai.

**REGISTERED OFFICE**

225, A-Z Industrial Estate,  
Ganpatrao Kadam Marg,  
Lower Parel,  
MUMBAI - 400 013.

**AMZEL**  
**Automotive Limited**

**N O T I C E**

Notice is hereby given that the Twentyfirst Annual General Meeting of the Members of Amzel Automotive Limited will be held at the Registered Office of the Company at 225, A-Z Industrial Estate, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400,013 on Thursday the 30th September, 1999 at 11 a.m. to transact the following business :

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 1999 and the Profit and Loss Account for the year ended on that date and Reports of the Directors and Auditors thereon.
2. To declare dividend for the year ended 31st March, 1999.
3. To appoint a Director in place of Mr. Ranjan S. Sanghi, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditor to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to fix his remuneration.

**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. The Proxy, in order to be effective must be deposited at the Registered Office of the company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and the Share transfer Books of the company will remain closed from Wednesday the 15th September, 1999 to Thursday, the 30th September, 1999 both days inclusive.
3. The dividend on equity shares as recommended by the Directors for the year ended 31st March, 1999 if declared at the meeting will be payable to those members whose names stand in the Register of Members of the company on 30th September, 1999 to the mandates.
4. Members are requested to notify immediately change of address if any, to the company at its Registered Office.
5. Pursuant to Section 205A of the Companies Act, 1956 all unclaimed dividends upto financial year ended 31st March, 1995 have already been transferred to General Revenue Account of the Central Government. Shareholders who have not encashed the dividend warrants for the said periods may claim the same by submitting an application in Form No.11 to the Registrar of Companies, Maharashtra.
6. Shareholders holding shares in identical order of names in more than one folio are requested to write to the company enclosing their Share Certificates to enable the company to consolidate their holdings in one folio.
7. Members are requested to quote ledger folio numbers in all correspondence with the company.

**Regd.Office**

225, A-Z Industrial Estate,  
 Ganpatrao Kadam Marg,  
 Lower Parel,  
 MUMBAI - 400 013.

Mumbai, dated 30th July, 1999.

**BY ORDER OF THE BOARD**  
**AMZEL AUTOMOTIVE LIMITED**

**SALEEM FAZELBHOY**  
**CHAIRMAN & MG. DIRECTOR**

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**AMZEL**  
**Automotive Limited**

**DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 1999**

To :

The Members

The Directors have pleasure in presenting the Twentyfirst Annual Report together with audited accounts of the company for the financial year ended 31st March, 1999.

	<b>Year ended 31.3.1999 Rupees</b>	<b>Year ended 31.3.1998 Rupees</b>
<b>1. FINANCIAL RESULTS :</b>		
Profit for the year before taxation	130,12,562	94,98,436
Add : Excess provision for Taxation for earlier years	1,08,233	24,66,277
Profit before Taxation	131,20,795	119,66,713
Less : Provision for Taxation	46,25,000	50,72,574
Profit available for Appropriation	84,95,795	68,94,139
<b>APPROPRIATION</b>		
Proposed Dividend	60,00,000	30,00,000
Corporate Dividend Tax	6,60,000	3,00,000
Transfer to General Reserve	18,35,795	35,94,139
	84,95,795	68,94,139

**2. DIVIDEND**

Taking into consideration the working results of the company your Directors recommend dividend at the rate of 100% i.e. Rs.10/- per share for the year ended 31.3.1999 amounting to Rs.60,00,000/-.

**3. OPERATING RESULTS**

Despite the depressed market and uncertain economy, the company did well during the year registering a total growth in turnover of 10.89% over the previous year.

The pre-tax profit was Rs.131 lacs against Rs.120 lacs last year after providing for depreciation of Rs.11 lakhs. The provision of Rs.46 lakhs has been made for taxation. An amount of Rs.18 lakhs has been transferred to General Reserve.

The Profits during the year went up substantially due to higher commission this year. However, the company does not expect the same performance to be repeated in the coming year.

The Company's venture in export of leather products has not been working satisfactorily during the year due to cancellation of orders. It has been decided to discontinue this activity.

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**4. FUTURE PROSPECTS**

In the report of last year it was mentioned that our principals have decided to eliminate the wholesaler marketing of their products and approach dealers directly. Having taken over part of the territory under our jurisdiction they will now be taking over the remaining territory in a year or two. The company is therefore, not likely to show any growth in its performance. Your Directors are considering other alternatives for utilising the available resources. The company does not envisage the same level of profitability in the coming years.

**5. PUBLIC DEPOSITS**

There are no public deposits outstanding as on 31st March, 1999.

**6. INSURANCE**

The Company's assets continue to be fully insured against all possible risk.

**7. PARTICULARS OF EMPLOYEES**

As required by the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 the name and other particulars of the Employee are set out in the Annexure forming part of the Report.

**8. DIRECTORS**

Mr. Ranjan S. Sanghi a Director of the Company retires by rotation and being eligible offers himself for reappointment.

**9. Y2K PREPAREDNESS LEVEL**

The Company has taken appropriate steps and also effective steps have been taken to address the Y2K issue and all its computer system are Y2K compliant.

**10. AUDITOR**

Mr. R. V. Shah, the Company's Auditor will retire at the conclusion of the ensuing Annual General Meeting. He has given his consent to continue to act as Auditor of the company for the current year, if reappointed. Members are requested to re-appoint him and authorise the Board to fix up his remuneration.

**11. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EARNINGS AND OUTGOINGS**

The Company has no activities relating to conservation of energy or technology absorption.

The Company has exported goods and earned foreign exchange of Rs.35.93 lakhs. The company does not envisage the same level of profitability in the coming years. It has spent foreign exchange during the year amounting to Rs.2.48 lakhs on foreign travel and miscellaneous imports.

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***Automotive Limited***

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**12. APPRECIATION**

Your Directors wish to acknowledge and place on record their appreciation and co-operation and support extended by principals, dealers, Banks, employees and members of the company and look forward to their continued co-operation.

**Regd.Office**  
225, A-Z Industrial Estate,  
Ganpatrao Kadam Marg,  
Lower Parel,  
MUMBAI - 400 013.

Mumbai, dated 30th July, 1999.

**BY ORDER OF THE BOARD**  
**AMZEL AUTOMOTIVE LIMITED**

**SALEEM FAZELBHOY**  
**CHAIRMAN & MG. DIRECTOR**

