



AROCHER SILVASSA LIMITED

MD	✓	BKC	22
CS	22	EDY	22
RO	✓	PLV	22
TRA	✓	AL	✓
AGM	✓	SH	✓
VE	✓		

22ND

ANNUAL REPORT

1997-98



ROCHEM SILVASSA LIMITED

Board of Directors : Dr. Suresh S. Jain - Chairman & Managing Director
 Dr. Rakesh S. Jain - Whole Time Director.
 Mr. Yatesh S. Jain - Whole Time Director.

Auditors : Lalit Chhajed & Associates
 Chartered Accountants,
 Mumbai.

Banker : Dena Bank.

Registered Office : 33, Amli Industrial Estate,
 Silvassa (Dadra & Nagar Haveli)
 Pin - 396 230.

Corporate Office : Scent House, P. B. No. 7507
 Station Road, Goregaon (W),
 Mumbai - 400 062.

Registrars and Transfer Agent : Aarthi Consultants Pvt. Ltd.
 1-2-285, Domalguda,
 HYDERABAD - 500 029.

Listed At	: Mumbai	Vadodra	Ahmedabad
Listing Fees			
1997 - 98	Paid	Paid	Paid
1998 - 99	Paid	---	---

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AROCHEM SILVASSA LIMITED

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the members of "AROCHEM SILVASSA LIMITED" will be held on Saturday the 26th December, 1998 at 10.30 a.m. at the registered office of the company situated at 33, Amli Industrial Estate, Silvassa 396 230 to transact the following business.

1. To receive, consider and adopt the Audited accounts for the year ended 31st March, 1998 alongwith notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
2. To appoint Auditors and to authorise Board to fix their remuneration.
3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT subject to approval from shareholders and other approvals, as may be required from appropriate authorities the equity shares of the Company listed on Ahmedabad Stock Exchange be delisted with effect from 1st April, 1998."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all such steps as may be necessary in order to get the shares delisted as above."

By Order of the Board
For Arochem Silvassa Limited

Sd/-

S. C. Jain
Chairman

Date : 19/11/98
Place : SILVASSA

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 such proxy need not be a member of the company.
A Proxy form to be effective must be lodged with the Registered Office of the Company at least 48 hours before the commencement of the meeting.
2. Members are requested to bring their own copies of Annual Reports to the meeting.
3. The relevant Explanatory Statements pursuant to section 173 of the Companies Act, 1956 in respect of the business under Item No. 3 as set out above are annexed thereto.
4. Members desirous of having any information pertaining to Accounts of the Company in the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting so as to enable the Company to keep the information ready.

AROCHHEM SILVASSA LIMITED



ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT

As required by section 173 (2) of the Companies Act. 1956.

Item No. 3 :

Due to thin volume or absence of Trading for a very long time in shares of the company quoted on the Ahmedabad Stock Exchange, it is hereby desired that the Company should get its shares delisted from Ahmedabad Stock Exchange, subject to approval from shareholders and such other appropriate authorities.

The Company's regional stock exchange is at Vadodara. The Board is of the opinion that Company should continue to list shares at Vadodara & Mumbai Stock Exchanges w.e.f. 1st April, 1998.

None of the Directors of the Company is concerned or interested in the said resolution.

By Order of the Board
FOR AROCHEM SILVASSA LIMITED

Date : 19/11/98.
Place : SILVASSA.

Sd/-
S. C. Jain
Chairman



AROCHEM SILVASSA LIMITED

DIRECTOR'S REPORT

To,
The Members,
Arochem Silvassa Limited

Your Directors have great pleasure in presenting 22nd Annual Report together with the audited statement of Accounts for the year ended 31st march, 1998.

1. FINANCIAL HIGHLIGHTS :

(Amount in Rs.)

PARTICULARS	YEAR ENDED 31/03/98	YEAR ENDED 31/03/1997
Gross Sales	6,34,28,603	10,30,89,685
Depreciation	48,42,257	21,52,762
Profit/(loss) Before Tax	(2,29,98,861)	1,15,730
Provision for Taxation	---	15,000
Profit/(loss) After Tax	(2,29,98,861)	1,00,730
APPROPRIATIONS		
Profit brought forward	69,88,156	68,63,902
Profit/(Loss) for the year	(2,29,98,861)	1,00,730
Proposed Dividend	--	--
Transferred to General Reserve	--	--
Extra Ordinary items	(2,76,851)	23,524
Balance in Profit and Loss Account carried to Balance sheet	(1,62,87,556)	69,88,156

2. FINANCIAL PERFORMANCE :

During the year the Company's performance was adversely affected due to slackness in the economy & depressed market conditions. Due to which the Company reported lower turnover in comparison to previous year. With the expected improvement in the market conditions, the company hopes to improve its operations in the coming years.

3. LISTING OF SHARES :

Company's Shares were listed at Mumbai, Vadodara, Ahmedabad Stock Exchanges out of which Vadodara is a regional stock exchange. Due to thin trading of shares at Ahmedabad stock exchange. Board decided to delist shares of Ahmedabad Stock Exchange w.e.f. 1st April, 1998 subject to necessary approvals.

AROCHEM SILVASSA LIMITED**4. DIVIDEND :**

In the absence of profits, no dividend is recommended this year.

5. PROJECTIONS VS PERFORMANCE :

	PROJECTIONS (Rs. in lakhs) (1997-98)	PERFORMANCE (Rs. in lakhs) (1997-98)
1) Sales	2743.12	634.28
2) Gross Profit	355.00	51.99
3) Depreciation	54.09	48.42
4) Profit/(Loss) before Tax	244.16	(229.99)
5) Profit/(Loss) after Tax	204.16	(229.99)
6) Dividend	20%	--
7) EPS (in Rs.)	4.00	--

The Company could not achieve the projections was due to depressed market conditions & recessionary trend prevailing every where.

6. DIRECTORS :

During the Current year, there is no change in the Board of Directors.

7. DEPOSITS :

During the year Your Company has not accepted any deposits from the public.

8. EMPLOYEES :

Particulars of employees as required by Section 217 (2A) of the Companies (Particulars of Employees) Rules, 1975 are not given as no employees are drawing salary in excess of the limits of the Section 217 (2A).

9. AUDITORS :

M/s. S. M. SANCHETI & CO., Chartered Accountants, Mumbai, Statutory Auditors of your Company expressed unwillingness to continue as statutory Auditors of the company & accordingly submitted their resignation. M/s. LALIT CHHAJED & ASSOCIATES, Chartered Accountants, Mumbai were appointed as statutory Auditors for the year 1997-98 by filling up the casual vacancy caused by the resignation of previous Auditors.

The notes referred to in the Auditor Report are self explanatory and as such they do not call for any further explanations as required under section 217 (3) of the Companies Act, 1956.



AROCHEM SILVASSA LIMITED

10. PARTICULARS OF CONSERVATION OF ENERGY :

Your Company is making all efforts to optimise usage of energy.

A) POWER AND FUEL CONSUMPTION :

	Year Ended 31-03-98	Year Ended 31-03-97
1. Electricity		
(a) Purchased		
UNIT (Kwh)	4,61,247	7,76,925
Total Amount	12,43,191	16,39,237
Rate/Unit	2.70	2.11
(b) Own generation	Nil	Nil
2. Coal	Nil	Nil
3. Light Diesel Oil (Rs.)	20,65,795	16,38,567
(Ltr.)	3,10,000	2,36,000
4. Other/Internal generation	Nil	Nil

(B) CONSUMPTION PER UNIT OF PRODUCTION

Electricity (KWH per MT)	158.50	232.26
Light Diesel Oil (Ltr. per MT)	106.52	70.55
Own generation	Nil	Nil

(C) FOREIGN EXCHANGE EARNINGS & OUTGOINGS :

The details of Foreign Exchange Earnings & Outgoings are as follows :
Rs. (In Lakhs)

	Year Ended 31-03-1998	Year Ended 31-03-1997
Foreign Exchange Earnings	14.20	22.52
Foreign Exchange Outgoings	--	--
C.I.F. Value of Imports	--	0.35
Travelling Expenses	--	Nil

11. TECHNOLOGY ABSORPTION :

Your Company has not imported any technology, hence no details are given.

12. ENVIRONMENT & SAFETY :

Adequate Safety measures have been adopted by the Directors at the Silvassa Plant and also at the Office premises.

AROCHEM SILVASSA LIMITED



13. SUBSIDIARIES :

Since the Company has no subsidiaries, Section 212 of the Companies Act, 1956 does not apply.

14. APPRECIATION :

Your Directors wish to take this opportunity to thank the shareholders. Bankers for their co-operation and support extended to company.

By Order of the Board
FOR AROCHEM SILVASSA LIMITED

Sd/-

Date : 19/11/98.

Place : SILVASSA.

S. C. JAIN
(CHAIRMAN & MANAGING DIRECTOR)

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AROCHEM SILVASSA LIMITED

AUDITORS REPORT TO THE MEMBERS OF AROCHEM SILVASSA LIMITED

REPORT on the ACCOUNTS for the year ended 31st march 1998 in Compliance with Section 227 (2) of the Companies Act 1956.

We have audited the attached Balance Sheet of Arochem Silvassa Limited as at 31st March, 1998 and also the annexed Profit and Loss Account for the year ended as on that date and report that,

- 1) As required by the manufacturing and Other Companies (Auditors Report) order, 1988 issued by the Company Law Board, in terms of section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the said Order.
- 2) Further to our Comments in the Annexure referred to in paragraph 1 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 purpose 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 Balance Sheet and profit and Loss Account dealt with by this report are in agreement with the books of account.

In our opinion and to the best of our information and according to the explanations given to us, the said Accounts give a true and fair view subject to Note No. 14 (b) in schedule 21 for Non Provision of Doubtful Debts amounting to Rs. 90,23,875/-, consequently the loss for the year has been understated to that extent, and other notes thereon gives the information as required by the Companies Act, 1956.

- a) In the case of Balance Sheet of the state of affairs of the Company as at 31st March, 1998.
- and
- b) In the case of the Profit and Loss Account of the Loss for the year ended as on that date.

For Lalit Chhajed & Associates
Chartered Accountants

Date : 30-10-98
Place : Mumbai

Sd/-
(Lalit Chhajed)
Proprietor