

REF: ARBALSH

NOTICE

NOTICE is hereby given that 17th Annual General Meeting of the Members of ARONI CHEMICAL INDUSTRIES LIMITED will be held on Monday, 30th September, 2002 at 10.00 A.M. at the Registered Office of the Company at 29, Bank Street, First Floor, Fort, Mumbai - 400 023 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2002 the Balance Sheet as at that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Arastu Hussain who retires by rotation and is eligible. for re-appointment.
3. To appoint a Director in place of Shri Ashwin Kumar Kothari who retires by rotation and is eligible for reappointment.
4. To appoint Auditors and fix their remuneration.

BY ORDER OF THE BOARD

PLACE : Mumbai

DATE : 12.08.2002



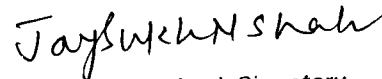
ASHWIN KUMAR KOTHARI
CHAIRMAN

NOTES :

- 1 A member entitled to attend and vote at the meeting is entitled to appoint proxy in attend and vote instead of himself and a proxy need not be a member of the company.
- 2 The instrument appointing proxy should however be deposited at the Registered Office of the Company, not less than Forty Eight hours before the commencement of the meeting.
- 3 The Register of members and the Share Transfer Register of the Company will remain closed from Tuesday, 24th September 2002 to Monday, 30th September 2002 (both days inclusive).
- 4 Members are requested
 - i) To inform the Company, of any change in their addresses immediately so as to enable the Company to dispatch any further communication at their correct address
 - ii) To bring the copy of the Report with them as it may not be possible to supply extra copies at the meeting.
- 5 Member intending to seek any information on the Annual Accounts to be explained at the meeting, are required to inform Company in writing and this must reach at least seven days in advance of the Annual General Meeting

CERTIFIED TRUE COPY

For ARONI CHEMICAL INDUSTRIES LTD.



Director/Authorised Signatory

REF: ARBALSH

ARONI CHEMICAL INDUSTRIES LIMITED**DIRECTORS REPORT****TO THE SHAREHOLDERS OF
ARONI CHEMICAL INDUSTRIES LIMITED**

Dear Shareholders,

Your Directors have pleasure in submitting their 17th Annual Report to the members together with the Audited Accounts for the year ended 31st March, 2002.

FINANCIAL RESULTS

	(Rs. in Lacs)	
	Current Year 2001 - 2002	Previous Year 2000-2001
Profit /(Loss) before interest, Depreciation & Tax	122.38	(47.82)
Less : Interest	<u>00.71</u>	<u>2.40</u>
Gross Profit/(Loss) after Interest	121.67	(50.22)
Less : Depreciation	00.89	1.19
Provision for taxation	<u>03.06</u>	<u>-</u>
Profit/(Loss) after tax	117.72	(51.41)
Add/Less : Prior year Expenditure	-	(59.80)
Add : Balance brought forward	<u>10.90</u>	<u>72.11</u>
Amount available for Appropriation	128.62	(39.10)
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APPROPRIATIONS :

Transfer to/(from) General Reserve	100.00	50.00
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BALANCE CARRIED FORWARD

	<u>28.62</u>	<u>10.90</u>
	128.62	(39.10)
	=====	=====

DIVIDEND

Your Directors are not recommending any dividend for the year ended on 31st March 2002 to conserve the resources for future.

SUBSIDIARY COMPANIES

During the year M/s Arkaya Commercial Private Ltd. and Aimwel Investment Private Ltd. are ceased to be subsidiaries of the company as the company's holding in these companies fall below 51% of their share capital.

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FIXED DEPOSITS

The company has not accepted any deposits from public.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The Directors have nothing to report on the aforesaid matter as during the year the company is not engaged in any manufacturing, has no foreign collaboration and has not exported or imported any goods and services.

PARTICULARS OF EMPLOYEES

Provisions of Section 217(2A) of the Companies Act, 1956 are not applicable as no employee was in receipt of remuneration to the extent laid down therein.

DIRECTORS

Shri Arastu Hussain and Shri Ashwin Kumar Kothari, Directors of the company retire by rotation and being eligible offers themselves for re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 217(2AA) of the Companies Act, 1956 the Board of Directors hereby state :

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed.
2. That the Directors 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 or loss of the Company for that period .
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the annual accounts on a going concern basis.

AUDITORS

M/s. D.L. Mehta & Co., Chartered Accountants, retire at the end of the ensuing Annual General Meeting being eligible offers themselves for the appointment.

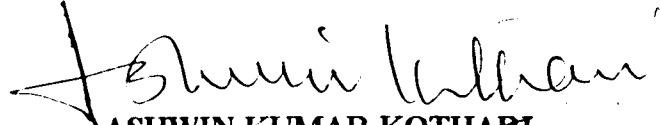
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APPRECIATION

The Directors wish to place on record their appreciation of services of the staff of the Company which have contributed to the good management of the Company's affairs and administration.

BY ORDER OF THE BOARD


ASHWIN KUMAR KOTHARI
CHAIRMAN

Place : Mumbai

Date : 29.07.2002



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Aroni Chemical Industries Limited

BALANCE SHEET AS AT
31ST MARCH, 2002

M/s D. L. Mehta & Co.

Chartered Accountants

12, Surtee Chambers, 2nd Floor, 2nd Dhobitalao Lane, Mumbai - 400 002

D. L. Mehta & Co.
CHARTERED ACCOUNTANTS

12, SURTEE CHAMBERS, 2ND FLOOR
2ND DHOBITALAO LANE,
MUMBAI - 400 002.
PHONE OFF. : 200 3820
 : 200 7682
FAX : 209 6250
e-mail : dineshm@bom7.vsnl.net.in

Auditors' Report

To,
The Members of
Aroni Chemical Industries Limited

We have audited the attached Balance Sheet of Aroni Chemical Industries Limited as at 31st March, 2002 and also the Profit and Loss Account for the year ended on that date annexed thereto, both signed by us under reference to this report and report that :

1. As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Company Law Board 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 paragraph 4 and 5 of the said order.
2. 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 ;
3. We have 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 mis-statements. 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 the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion ;
4. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of audit.
5. 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 these books.
6. The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of account.
7. In our opinion, the Balance Sheet and Profit & Loss Account, comply with the requirements of the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.

