

33rd Annual Report

For the year ended 31st March 2005

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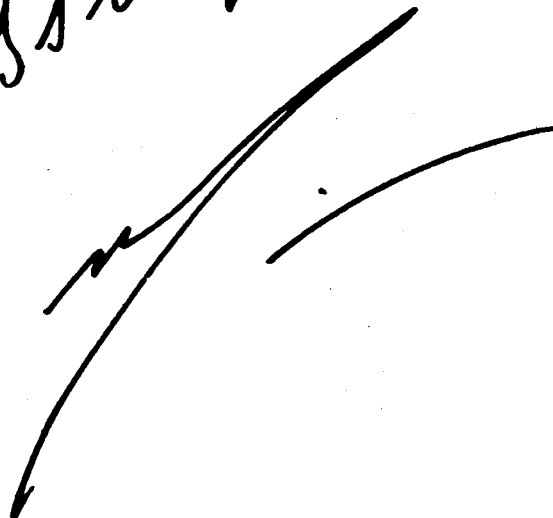
BHAGAWATI OXYGEN LIMITED

BHAGAWATI OXYGEN LIMITED

'S'-492A, GREATER KAILASH
NEW DELHI

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Blessings



Corporate Information

Board of Directors:

Shri. S.K.Sharma (Managing Director)
Shri. Himanshu Sharma
Shri. J.C.Kaushik
Shri. B.B.Lal
Shri. P.C. Chaudhary (nominee BSIDC)

Bankers:

Central Bank of India
Citibank N.A
State Bank of India
State Bank of Bikaner & Jaipur
Union Bank of India

Auditors:

Chaturvedi & Company
Chartered Accountants,
Kolkata.

Listed at:

- 1) The Stock Exchange, Mumbai.
Phiroz Jeejeebhoy Tower,
Dalal Street,
Mumbai-400 001
- 2) The Delhi Stock Exchange Association Ltd.,
DSE House,
3/1 Asaf Ali Road,
New Delhi-110 002

Works:

1. Plot No.5, Sector-25,
Ballabgarh-121 004
Haryana
2. Moubhandar, Ghatsila
Jharkhand - 832303

Offices:

Registered Office	: Plot-5, Sector-25, Ballabgarh, Haryana – 121004.
Kolkata Office	: 67, Park Street, Kolkata – 700016.
Delhi Office	: S-492 A, Greater Kailash - I, New Delhi – 110048.

NOTICE

TO THE MEMBERS

Notice is hereby given that the 33rd Annual General Meeting of BHAGAWATI OXYGEN LTD will be held on Friday, 30th September 2005 at 11:00 AM at the Registered Office of the Company at Plot. 5, Sector - 25, Ballabgarh (Haryana) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Annual Accounts of the Company for the financial year ending on 31st March 2005 together with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. J.C. Kaushik who retire by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors of the Company and fix their remuneration.

Registered Office:
Plot No-5, Sector-25
Ballabgarh
Haryana-121004

**By the Order of the Board
for BHAGAWATI OXYGEN LIMITED**

S. K. Sharma
Chairman

Date: 30th July 2005

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT PROXY WHO NEED NOT BE MEMBER, TO ATTEND AND TO VOTE IN HIS/HER PLACE. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 26th September 2005 to 30th September 2005 (both days inclusive).
3. The instrument of transfer completed in all respect together with requisite enclosure, should be sent to the Company well in advance so as to reach the company prior to closure of Register of Members
4. Members are requested to intimate to the Company change if any, in their registered address along with pin code and post office.
5. For any further information regarding accounts intimation may be given to the Company in writing at least 10 days in advance from the date of the aforesaid meeting so as to enable the management to keep the information ready.
6. Members attending the Annual General Meeting are requested to bring their copies of Annual Report.
7. Only registered members carrying the attendance slip and proxies registered with the Company will be permitted to attend the meeting.

DIRECTORS' REPORT

To the Members

Your Directors have pleasure in presenting their 33rd Annual Report on the operations of the Company together with the Audited Accounts for the year ended 31st March 2005.

FINANCIAL RESULT

	For the year ended 31/03/2005	For the year ended 31/03/2004
		(Rs. lacs)
Gross Profit/ (Loss)	57.58	(4.19)
Less: Financial Expenses	1.65	0.92
Depreciation	31.54	37.33
Profit/(Loss) before Tax and extraordinary item	24.39	(42.44)
Add: Depreciation adjustment in respect of earlier years	--	64.66
Less: Provision for Tax	6.81	1.71
Provision for Deferred Tax Liability/(Credit)	(2.44)	--
Net Profit/(Loss) after Tax	20.02	20.51
Add: Brought Forward Profit	130.95	110.44
Balance profit carried over to Balance Sheet	150.97	130.95

REVIEW OF THE WORKING

During the year under review the sales of the Company amounted to Rs.264.182 lacs compared to Rs.129.22 lacs in the previous year. After providing for financial charges, depreciation, current and deferred taxation and other adjustments, the Company reported marginal decrease in profit after tax and extraordinary item from Rs.20.51 lacs to Rs. 20.02 lacs.

DIVIDEND

Due to inadequacy of profit, the Directors regret their inability to recommend any dividend.

PUBLIC DEPOSIT

Your Company has not accepted any deposits from the public.

PARTICULARS OF EMPLOYEES

The particulars as required under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employee) Rules, 1975 (as amended) are not applicable as none of the employees of the Company fall under the category prescribed.

DIRECTORS RESPONSIBILITY STATEMENT

In compliance with section 217(2AA) of the Companies Act, 1956 the Directors confirm that:-

- a) In the preparation of the Annual Accounts, the applicable Accounting Standard have been followed.
- b) The Directors had selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent and so as to give a true and fair view of the state of affairs of the Company as on 31st March 2005 and of the profit of the Company for the year ended 31st March 2005.
- c) The Directors have taken proper and sufficient care for the safeguarding of the assets of the Company and preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the Annual Accounts on a going concern basis.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO.

As required under Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988 a statement showing the information relating to Research and Development, Technology Absorption and Foreign Exchange Earning and outgo and forming part of the Directors Report is enclosed in Annexure - A. Form A requiring disclosure of particulars with respect to conservation of energy is not applicable in case of your company.

INDUSTRIAL RELATIONS

Company's industrial relation continue to be cordial during the year under review.

DIRECTORS

During the year, Mr. B.N.P. Singh resigned from the Board of Directors w.e.f 30-7-2005 and Mr. P.C. Chaudhary who has given his written consent is appointed as a nominee Director of BSIDC in place of Mr. B.N.P Singh w.e.f 30-7-2005.

Mr. J.C. Kaushik retires by rotation and being eligible offer himself for re-appointment as a Director.

AUDITORS

M/s. Chaturvedi & Company, Statutory Auditors of the Company retire at the conclusion of ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

APPRECIATION

Your Directors place on record their sincere appreciation for the valuable support and co-operation received from various Central and State Government authorities, Stock Exchanges, Financial Institutions and Banks during the year. They also gratefully acknowledge the support extended by the customers and shareholders and contribution made by the employees at all level.

**By Order of the Board
For BHAGAWATI OXYGEN LIMITED**

Place: Kolkata
Date: 30th July 2005

S.K. Sharma
Chairman

ANNEXURE-A TO DIRECTORS REPORT

Particulars as required under Companies (Disclosures of particulars in the Report of Directors) Rules, 1988 and forming part of Directors Report for the year ended 31-3-2005.

Research & Development

- a) Specific area in which R & D carried out by the Company: Research and Development has been continuously carried to reduce loss of oxygen gas and improve the quality.
- b) Benefits derived as a result of the above R&D: Losses has reduced in a consistent manner.
- c) Future plan of action: Research & Development activities are continued to reduce process wastage.
- d) Expenditure on R & D: Charged under primary heads of accounts.

Technology, Absorption, Adoption & Innovation

- a) Efforts made towards technology absorption, adoption and innovation: The Company has successfully absorbed the technology of the plant supplied by the suppliers.
- b) Benefits derived as a result of the above efforts: Quality of oxygen gas produced is of high standard and acceptable to the consumers of the Company.
- c) Particulars relating to imported technology : NIL

Foreign Exchange outgo : JPY 134500.00, USD 1390.63 Foreign Exchange earning : Nil

ANNEXURE-B: INFORMATION AS REQUIRED UNDER THE LISTING AGREEMENTS WITH STOCK EXCHANGES

The securities of the Company are listed in the Stock Exchanges as stated below and the annual listing fees has been paid to each of the Exchanges.

- | | |
|---|---|
| 1) The Stock Exchange, Mumbai
Phiroz Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001 | 2) The Delhi Stock Exchange Association Ltd
DSE House, 3/1 Asaf Ali Road,
New Delhi-110 002 |
|---|---|

Management Discussion & Analysis

Industry Structure and Development : Your Industry is primarily a “Gas Manufacturing Industry” supplying oxygen gas from Ghatsila plant on exclusive supply scheme basis.

Opportunities & Threats, Trends & Strategies : The fundamental of the gas industry appears to be better and is growing fast because of the improvement in the steel sector. As our sales are tied up some strategies adopted by your Company are : (a) reducing cost of capital (b) transactional cost of production (c) reducing pollution levels (d) creation of good infrastructure etc. Your Company has taken adequate steps to reduce the cost of production by continuously evaluating process improvements and best operational practices. Although the industrial gas industry is categorized as “Green Industry”, your Company is committed to adhere to all applicable environment regulations and improve upon the environmental performance on a continued basis.

Out look : The encouraging growth on both production and sales in last years is likely to be sustained in current year also. Out look for the current year remains strong. The Company's operations are subject to risks which can impact business performance essentially with regard to prices of basic materials like molecular sieves, power. The management is seized of assessing such risks and takes measures to address the same.

Internal Control System : The Company has adequate internal control procedures commensurate with its size and nature of business. The objective of these procedures is to ensure efficient use and protection of the Company resources, accuracy in financial reporting and due compliance of statutes and company policies & procedures. Checks and balances exist in the system to ensure that all transactions are adequately authorized and reported correctly.

Human Resources Development : The Company appreciates that human assets constitute the driving force behind the Company's growth plans. The Company has, during the previous year, continued to have good industrial relations with its employees. Your Company would like to record the whole-hearted support and dedication received from the employees at all levels.

Cautionary Statement : Statement in the Management Discussion and Analysis describing the Company's position and expectation may be “forward looking statements” within the meaning of applicable securities laws & regulations. Actual results could differ materially from those expressed or implied. Important Factors that could make a difference to the Company's operation include, among others, economic conditions affecting demand/ supply, changes in Government regulations, tax laws and other statutes and incidental factors.