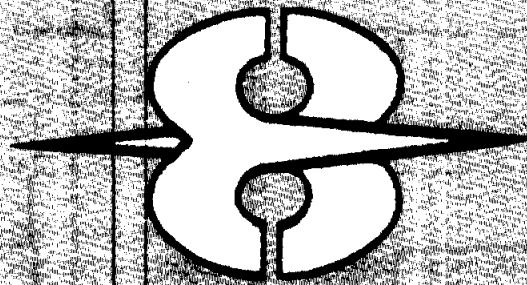


BOMMIDALA AQUAMARINE LIMITED



**EIGHTH ANNUAL REPORT
2000 - 2001**

BOMMIDALA AQUAMARINE LIMITED



BOARD OF DIRECTORS

SRI BOMMIDALA KASIVISWANADHAM, Chairman
SRI BOMMIDALA RAMA KRISHNA, Managing Director
SMT. BOMMIDALA SAROJA DEVI, Director
SMT. BOMMIDALA ANITHA, Director
SRI NELLORE DOLENDRA PRASAD, Director

STOCK EXCHANGES :

The Hyderabad Stock Exchange Ltd.
3-6-275, Himayath Nagar,
HYDERABAD - 500 029.

Madras Stock Exchange Ltd.
Post Box No. 183,
II, 2nd Line Beach,
CHENNAI - 600 001.

The Stock Exchange, Mumbai
Rotunda Building, P.J. Towers,
Dalal Street, Fort, MUMBAI - 400 001.

The Calcutta Stock Exchange Association Ltd.
7, Lyons Range,
KOLKATA - 700 001.

The Delhi Stock Exchange Association Ltd.
D.S.E. House, 3/1, Asaf Ali Road,
NEW DELHI - 110 002.

AUDITORS :

Ms. Garlapati & Co.
Chartered Accountants,
15/1, Arundelpet,
GUNTUR - 522 002.

BANKERS :

THE VYSYA BANK LIMITED
Arundelpet Branch
GUNTUR - 522 002.

REGISTRARS & TRANSFER AGENTS :

Karvy Consultants Limited
Karvy House, 46, Avenue. 4, Street No.1,
Banjara Hills, HYDERABAD - 500 034.
Tel : 040-3312454, 3320751 / 752 / 753
Fax : 040-3311968

REGISTERED OFFICE :

Bommidala House,
5-87-15/A, Lakshmipuram, Main Road,
GUNTUR - 522 007.

PROJECT OFFICE :

18/1, Achari Street,
Hotel Shivam Complex,
NELLORE - 524 001.

Report Junction.com

BOMMIDALA AQUAMARINE LIMITED

**NOTICE :**

Notice is hereby given that the Eighth Annual General Meeting of the Shareholders of BOMMIDALA AQUAMARINE LIMITED will be held on Thursday, the 27th September, 2001 at 3.00 PM at Bommidala Cold Complex, By-Pass Road, Lalpuram, Guntur - 522 017 to transact the following as ordinary business.

01. To receive, consider and adopt the Balance Sheet as at 31st March, 2001 and the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors.
02. To appoint a Director in place of Sri N. Dolendra Prasad, Director who retires by rotation under Article 145 of the Articles of Association of the Company and being eligible, offers himself for reappointment.
03. To appoint a Director in Place of Smt. B. Anitha, Director who retires by rotation under Article 145 of the Articles of Association of the Company and being eligible, offers herself for reappointment.
04. To appoint Auditors to hold office upto the conclusion of the Next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

05. To consider and if thought fit to pass with or without modification the following Resolution as a special Resolution.

"RESOLVED THAT pursuant to the provision of Section 80, 81, 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the company be and is hereby accorded to the Board of Directors to offer, issue and allot such number of 9% Redeemable Non-cumulative preference Shares of Rs. 10/- for cash or for consideration other than cash for such amount and to such persons to whom the same may be issued on rights basis or by private placement or in such other manner as may be decided by the Board of Directors of the company at its sole discretion think proper and subject to such modifications thereof as may be determined by the Board of Directors and shall be redeemable by the company for 15 years from the date of issue of such Redeemable Non-cumulative Preference Shares with the option to the Board of Directors of the Company to redeem after a minimum period of 10 years".

06. To consider and if thought fit with or without modification, to pass the following as a special resolution :

"RESOLVED THAT pursuant to section 21 and other applicable provisions, if any, of the Companies Act, 1956, the name of the Company be changed from Bommidala Aquamarine Limited to M/s. BKV Industries Limited".

"RESOLVED THAT the name Bommidala Aquamarine Limited wherever it occurs in the Memorandum and Articles of Association of the company be substituted by the name M/s. BKV Industries Limited".

BOMMIDALA AQUAMARINE LIMITED



"RESOLVED THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution".

Guntur,
31st August, 2001

By Order of the Board
B. RAMAKRISHNA,
Managing Director.

NOTES :

- a. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The instrument of proxy should however be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting.
- b. The transfer Books of the Company will remain closed from 18th September 2001 to 27th September 2001 (Both days Inclusive).
- c. Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 is enclosed herewith.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2)
OF THE COMPANIES ACT, 1956**

ITEM No. 5

The company requires infusion of funds for its operations and to reduce the debt commitment. The approval of members is sought in terms of Sec. 80, 81, 81(1A) and other applicable provisions of the Companies Act, 1956 for the issue of preference shares of the company by way of rights to the existing shareholders, or by private placement. The quantum of issue of Preference shares will be limited to a maximum of 40,00,000 preference shares of Rs. 10/- each aggregating to Rs. 4.00 Crores. The directors recommend the special resolution for the approval of the members.

It is also brought to the notice of the members that Sri B. Kasiviswanadham, Chairman and Sri B. Ramakrishna, Managing Director who hold more than 5% of proposed Equity capital are likely to participate in this proposed Preference non equity shares issue by which their existing voting percentage will not be changed.

Directors Interest : The directors of the Company may be deemed to be interested or concerned in passing the resolution to the extent of their shareholding in the company.

ITEM No. 6

Your Board has contemplated to change the name of the Company. The Registrar of Companies, Andhra Pradesh has confirmed that the new name **M/s. BKV Industries Limited** is available for registration under section 21 of the Companies Act, 1956 and subject to the resolution being passed by the shareholders. Hence, the permission of shareholders by way of Special Resolution is sought.

None of the Directors is interested in the Special Resolution.

BOMMIDALA AQUAMARINE LIMITED



DIRECTORS' REPORT TO THE MEMBERS

Your Directors have Pleasure in presenting you the Eighth Annual Report together with Audited Accounts for the year ended 31st March, 2001.

PERFORMANCE OF THE COMPANY :

	(Rs. in Lakhs)	
	For the year ended 31.03.2001	For the year ended 31.03.2000
Sales and Other Income	103.29	34.76
Net Profit / (Loss)	(-) 57.03	(-) 102.01
Less : Prior year adjustments	(-) 0.06	(-) 0.20
Net Profit / (Loss)	(-) 57.09	(-) 102.21

OPERATIONS :

A. Farm :

No culture is carried out during the year, due to paucity of working capital and restrictions imposed by the Government.

B. Hatchery :

During the year, the Company had produced about 30.43 Millions of shrimp seed and achieved a turnover of Rs. 101.75 Lakhs. Increase in turnover for the year is due to new variety of shrimp seed produced and higher realisation of price per shrimp seed when compared to previous year.

C. Working Capital Funds :

To reduce the debt commitment and augment working capital requirements, the Company is proposing once again to raise the funds by issue of Redeemable Preference Shares to Promoters, friends and relatives of promoters, and associate companies.

FUTURE PROSPECTS :

A stay order was obtained earlier by the State Government and other Associations, against the demolition of aqua farms in Coastal Regulation Zone area by Supreme Court. However, the Bench had issued orders against going for fresh seeding until further orders from the Bench. In view of the above and due to paucity of working capital funds, the company had concentrated on producing shrimp seeds in Hatchery. Since the prices of shrimp have gone up during the year, the prices of Shrimp seed have also increased accordingly which will have impact on the future operations of the company.

PARTICULARS REGARDING ENERGY CONSERVATION ETC. :

information regarding Energy Conservation and Technology Absorption required

BOMMIDALA AQUAMARINE LIMITED

to be disclosed under 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 enclosed as annexure.

BOARD :

As per Article 145 of Articles of Association of the company, Sri N. Dolendra Prasad retires by rotation at the Annual General Meeting and is eligible for re-election.

As per Article 145 of Articles of Association of the company Smt. B. Anitha retires by rotation at the Annual General Meeting and is eligible for re-election.

PARTICULARS OF EMPLOYEES :

None of the employees of your company was in receipt of remuneration exceeding the limit prescribed under section 217 (2) (a) of the Companies Act, 1956 during the year.

AUDITORS :

M/s. Garlapati & Co., Chartered Accountants, who are our Auditors retire at the conclusion of the Eighth Annual General Meeting and are eligible for re-appointment.

Regarding auditors' comments on going concern basis, please refer the note No. C of Notes on Accounts (Schedule 17) which is self explanatory.

LISTING AGREEMENTS WITH STOCK EXCHANGES :

Pursuant to a recent requirement of the Listing Agreement, the Company declares that its securities are listed on the Stock Exchanges at Mumbai, Delhi, Calcutta, Chennai and Hyderabad. The Company confirms that it has paid the annual listing fee to all the above Stock Exchanges for the year 2001-2002.

RESPONSIBILITY STATEMENT :

The Directors confirm :

- a. That in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b. That they 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 loss of the company for the year.
- c. That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956,
- d. That they have prepared the annual accounts on a going concern basis, subject to the the note no. C of notes on accounts (schedule 17)

CORPORATE GOVERNANCE :

Implementation of compulsory corporate Governance is applicable to your company only from the year 2002-03, as the paid up capital of the company is less than Rs. 10 crores as at 31st March, 2001.

BOMMIDALA AQUAMARINE LIMITED



AUDIT COMMITTEE :

As required under 292A of the Companies At, 1956, Audit Committee comprising Smt. B. Anitha and Smt. B. Saroja Devi, non-whole time Directors and Sri B. Ramakrishna, Managing Director of the company were appointed. The role, terms of reference, authority and powers of the Audit Committee are in conformity with the requirements of Companies Act, 1956.

ACKNOWLEDGEMENTS

Your directors wish to place on record their appreciation for the support extended by the Vysya Bank Limited and other agencies of Government.

The Board Appreciates the valuable services rendered by all the employees of the Company.

By Order of the Board

Guntur
Date : 31st August 2001

B. KASIVISWANADHAM
Chairman



BOMMIDALA AQUAMARINE LIMITED



ANNEXURE TO THE DIRECTORS' REPORT :

Annexure to the Directors' report under Section 217 (1) (e) of the Companies Act, 1956 read with companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 and forming part of Directors' Report.

A. Conservation of Energy : - Not Applicable -

B. i. Technology absorption, adaptation and innovation :

The company is making continuous efforts to update the technology in the field of seed production.

ii. Research and Development (R & D) :

The company had identified another type of seed viz fresh water shrimp seed and the same was produced in hatchery during the year ended 31st March, 2001.

C. Foreign Exchange Earnings and Outgo :

	Rs. in Lakhs	U.S. \$
i. Foreign Exchange earnings	NIL	NIL
ii. Foreign Exchange outgo in respect of Raw Materials	NIL	NIL
iii. Others	NIL	NIL
iv. Capital Goods	NIL	NIL

By Order of the Board

Guntur

Date : 31st August 2001

B. KASIVISWANADHAM

Chairman

Report  junction.com