

ANNUAL REPORT



2001-2002

Report  Junction.com

BARODA EXTRUSION LIMITED

Baroda Extrusion Limited**BARODA EXTRUSION LIMITED****11th Annual Report
(2001-2002)****BOARD OF DIRECTORS**

: Mr. Parasmal B. Kanugo
Mr. Sumermal B. Kanugo
Mr. Balbir Singh Nagra
Mr. Chandrakant Khushaldas

AUDITORS

: Vijay Parikh & Co.,
Chartered Accountants,
Vadodara.

BANKERS

: Bank of Baroda
The South Indian Bank Ltd.
Dena Bank

REGISTERED OFFICE

: Survey No. 65-66,
Village Garadiya,
Jarod-Samalaya Road,
Taluka Savli,
Dist : Vadodara.

CORPORATE OFFICE

: 102, Pawan Flats,
7, Anandnagar Society,
Productivity Road,
Vadodara - 390 005.

Baroda Extrusion Limited**NOTICE FOR ELEVENTH ANNUAL GENERAL MEETING**

Notice is hereby given that the Eleventh Annual General Meeting of the members of the Company will be held on Monday, the 30th day of September, 2002 at 11.00 a.m. at the Registered Office of the Company situated at Survey No. 65-66, Village Garadiya, Jarod-Samalaya Road, Taluka Savli, Dist. Baroda to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2002 and Profit & Loss Account for the year ended on that date together with Directors' Report and Auditors' Report thereon.
2. To Appoint a Director in Place of Mr. Balbir Singh Nagra, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors & to fix their remuneration.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass the following Resolution with or without modification, as an Ordinary Resolution.

"RESOLVED THAT the consent of the company be and is hereby accorded pursuant to section 293 (1) (a) of the Companies Act, 1956 to the Board of Directors (Board) of the company creating such mortgage of and / or charge on such terms and conditions and at such time or times and in such form or manner as it may think fit the whole or substantially whole or all undertaking including the present and future properties, whether movable or immovable comprised in any and/or existing and / or new undertaking of the company as the case may be together with the power to take over the management of the business and concern of all or any such undertaking(s) of the company in certain events, to or in favour of the banks / financial institutions as security for the term loan / debentures upto the value not exceeding Rs. 20,00,00,000 (Twentieth Crore Only) as security for the loan, debentures together with interest thereon, commitment charges, liquidated damages, remuneration to the trustee/agents, costs, charges, expenses and other monies payable in the above connection in terms of agreement entered into / to be entered into between the company and the trustees / agents and trustees in respect of debentures, such security shall rank pari passu with or second or subservient to the mortgages and / or charge already created or may be agreed to between the concerned parties and as may be thought expedite by the board and further that the board be and is hereby authorised to finalised and execute the documents and any other deeds papers and writings for creating the aforesaid mortgage and charges and to do all such acts deeds and things as may be necessary or expedite for implementation of this resolution."

Baroda Extrusion Limited

5. To consider and, if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution.

"RESOLVED THAT pursuant to section 293 (1) (d) of the Companies Act, 1956, the consent of the company be and is hereby accorded to the Board of Directors of the company to borrow from time to time at its discretion either from the bank and / financial institutions, persons or from all on such terms and condition as may be considered suitably by the board upto a limit of Rs. 20,00,00,000 (Twenty Crore Only) notwithstanding that the money to be borrowed together with monies already borrowed by the company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceeding the aggregate of the paid-up capital of the company and its free reserves, that is to say reserve not set apart for any specific purpose."

Regd. Office :
Survey No. 65-66,
Village Garadiya,
Jarod-Samalaya Road,

Dated : 21-08-2002

For and on behalf of the Board

sd/-

PARASMAL KANUGO
MANAGING DIRECTOR

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT AND PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOK OF THE COMPANY WILL BE REMAIN CLOSED FROM 27/09/ 2002 TO 30/09/ 2002 (BOTH DAYS INCLUSIVE).
3. THE MEMBERS ARE REQUESTED TO INTIMATE TO THE COMPANY, CHANGE IN THEIR REGISTERED ADDRESS, IF ANY.
4. THE EQUITY SHARES OF THE COMPANY ARE LISTED AT THE VADODARA STOCK EXCHANGE, FORTUNE TOWER, SAYAJIGUNJ, VADODAR-390 005. AND MUMBAI STOCK EXCHANGE, PHIROJE JEEJEEBHOI TOWER, DALAL STREET, MUMBAI-400 001 THE ANNUAL LISTING FEES HAVE BEEN PAID TO THESE STOCK EXCHANGES.

Baroda Extrusion Limited**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACTS, 1956.****Item No. 4 & 5 : -**

At the Annual General Meeting held on 30th September, 1994, the company had passed a resolution under section 293 (1) (a) and (d) empowering the company to borrow and mortgage its property to the extent of Rs. 10,00,00,000 (Ten Crore Only)

Further as per the final order issued by BIFR, the bank and financial institution may contribute to the company as additional loans and for that we need to enhance the present limit of Rs. 10 Crore to Rs. 20 Crore. By enhancing the limit under section 293 (1) (a) and (d), the company shall be authorised to borrow the money required for its business purpose and at the same time as per the requirements of the bank/ financial institution, company if required to mortgage / hypothecate the property can do so.

Any financial assistance to the company may be subject to creation of charge on the company's property, present and future both. It is therefore proposed to pass a resolution for a borrowing of funds and also for creation of mortgage and / or charge, hypothecation on such assets of the company as the board of directors may direct.

Availing of the said financial assistance would be as per the terms and conditions to be approved by the Board of Directors of the company's.

As per the section 293 (1) (a) and (d) of the Companies Act, permission of the members of the company's by way of ordinary resolution is required by creation of charge on the property of the company and also for borrowing is to be made in excess of paid up capital and free reserve of the company, hence a proposed resolutions are necessary. It would, if passed, supercede the resolutions passed at the earlier general meeting.

The Directors recommends the resolution for acceptance by the members.

None of the directors of the company is concerned or interested in the said resolution.

Regd. Office :
Survey No. 65-66,
Village Garadiya,
Jarod-Samalaya Road,

Dated : 21-08-2002

For and on behalf of the Board

sd/-

PARASMAL KANUGO
MANAGING DIRECTOR

Baroda Extrusion Limited**DIRECTORS REPORT**

To,
The Members of **Baroda Extrusion Limited**,

Your Directors take pleasure in presenting this Eleventh Annual Report on the business and operation of the Company together with the Audited Accounts of the Company for the financial year ended 31st March 2002,

FINANCIAL RESULTS :

(Rupees in Lacs)

Particulars	2001-2002	2000-01
Total Revenue	576.90	528.65
Profit/ (Loss) before Financial Charges and Depreciation	2.43	(27.27)
LESS / ADD : Finance Charges	56.34	55.78
Depreciation and Misc. expense W/O	23.85	23.93
Loss for the year	77.76	106.98

Results of Operation :

During the year under review, the Company was able to achieve an aggregate sales of Rs. 576.90 lacs registering a marginal growth of 11% over the previous year. This is mainly on account of liquidity crunch and to some extent due to disturbance in Gujarat during the last quarter of the financial year. However, improved gross margin as compared to the previous year has helped the Company to sustain the financial performance. The effective marketing strategies adopted by the management and the continued efforts to exploit the market coupled with implementation of the Rehabilitation Scheme during the financial year 2002-2003 would lead to a steady growth in the year to come

As you are aware that your Company was declare as **Sick Industrial Undertaking** by BIFR under the provision of The Sick Industrial Companies (Special Provisions) Act, 1985.

Annual Report 2001-2002

5

Your Directors are happy to inform that the Bench of BIFR at a meeting held in the month of September 2001 has sanctioned **Rehabilitation Scheme**. Your Directors, having complied with all the terms and conditions as laid in the said scheme, particularly infusion of fresh equity of Rs. 100.00 lacs by the promoter group are hopeful of getting the said scheme implemented by the Banks during the current financial year.

Dividend :

In view of the loss for the year under review, your Directors does not recommend any dividend.

Accounting Matter :

The comments of the Auditors in their report have been explained and replied in the respective Notes on Accounts. Your Directors are taking all possible steps to streamline certain procedures to avoid such remarks from auditors in future.

Deposits :

The Company has not accepted / renewed any public deposits during the year under review in terms of Section 58A of the Companies Act 1956 read with the Companies (Acceptance of Deposits) Rules 1975.

Directors :

Shri Balbirsingh Nagra, Director of the Company, who retire by rotation and being eligible, offer himself for reappointment.

Corporate Governance :

Code of Corporate Governance introduced by SEBI by way of amendment to listing agreement with the stock exchange is applicable to the Company for the Financial Year ending 31-03-2003. However, your Directors are taking necessary steps in complying with the guidelines issued by SEBI.

Conservation of energy, Technology Absorption, Foreign Exchange Earning and Outgo :

The Particulars prescribed under sub-section (1)(e) of Section 217 of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the report of Board of Director) Rules, 1988 in respect of technology absorption are set out in the Annexure included in this report.

Baroda Extrusion Limited**Particulars of Employee :**

None of the employee of the Company is in receipt of remuneration specified pursuant to the provision of Section 217 (2A) of the Companies Act 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, hence not disclosed hereunder.

Directors' Responsibility Statement :

Pursuant to the requirement under the Section 217 (2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed :

- that in the preparation of the annual accounts for the financial year ended 31st March' 2002 the applicable accounting standards had been followed along with proper explanation relating to material department ;
- that the directors had selected such accounting policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company for the year under review;
- that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the directors had prepared the accounts for the financial year ended 31st March, 2002 on a 'going concern' basis.

Auditors

M/S. Vijay Parikh & Co., Chartered Accountants, Vadodara, Statutory auditors of the Company hold office as auditor till the conclusion of ensuing Annual General Meeting and are eligible, recommended for reappointment. The Company has received a certificate from the Auditors that they are qualified under Section 224 (1B) of the Companies Act, 1956 to act as the Auditors of the Company, if re-appointed.

Acknowledgement :

Your Directors wish to place on record their appreciation and acknowledge with gratitude the support and co-operation extended by the clients, vendors, bankers, shareholders and the employees at all levels.

For and on behalf of the Board

Sd/-

Place : Baroda

Date : 21-08-2002

PARASMAL B. KANUGO
CHAIRMAN & MANAGING DIRECTOR

Annual Report 2001-2002 (7)