

BELAPUR INDUSTRIES LIMITED

report  junction.com

Annual Report 2002-2003

BELAPUR INDUSTRIES LIMITED

(Formerly Belapur Sugar & Allied Industries Limited)

FORTY SEVENTH ANNUAL REPORT 2002-2003**BOARD OF DIRECTORS**

Shri G. W. Adik, *Chairman & Managing Director*

Shri B. B. Patil
Shri A. G. Adik
Shri R. T. More

BANKERS

Bank of Maharashtra
Punjab National Bank

REGISTERED OFFICE

Laher Mansion No. 2, 2nd Floor,
104 A, Lady Jamshedji Road,
Near Sittladevi Temple
Mahim (W), Mumbai - 400 016

SOLICITORS

Dhru & Company
Natwar Chambers,
Nagindas Master Road,
Mumbai - 400 001.

AUDITORS

N. S. Naik & Company
Chartered Accountants,
SHRIRAMPUR - 413 709

FACTORY

P.O. Harigaon - 413 718
Taluka : Shrirampur
Dist : Ahmednagar - (M.S)

REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry India
Private Limited
33 Printing House,
28 - D Police Court lane,
Behind old Handloom House,
Fort, Mumbai 400 001.,

NOTICE OF MEETING

NOTICE is hereby given that the FORTY SEVENTH ANNUAL GENERAL MEETING OF BELAPUR INDUSTRIES LIMITED, will be held at Damodar Hall, Dr. Ambedkar Marg, Parel Naka, Parel, Mumbai - 400 012 on Tuesday, the 30th September 2003 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2003 and Profit and Loss Account for the year ended on that date and Auditors' Report and the Directors' Report thereon.
2. To appoint a Director in place of Shri A. G. Adik who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass, with or without modification (s) the following resolution as a SPECIAL RESOLUTION

"RESOLVED THAT approval of the Members as required by Section 163 of the Companies Act, 1956, be and is hereby given for the Register of Members, the Index of Members, the Register of all Annual returns under Section 159 together with the copies of the certificates and documents to be kept at the office of PURVA SHAREGISTRY INDIA PRIVATE LIMITED, at 33 Printing House, 28 - D Police Court lane, Behind old Handloom House, Fort, Mumbai 400 001., or at such other address as they may specify from time to time, so long as they are the Registrar and Share Transfer Agents of the Company".

NOTES :

1. The relevant explanatory statement pursuant to Section 173 of the Companies Act, 1956 in respect of Special Business under item No. 4 is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the Proxy should be deposited at the Registered Office of the Company not less than Forty Eight hours before the commencement of the Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 26th September 2003 to 30th September 2003 (both days inclusive).
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 26th September 2003 to 30th September 2003 (both days inclusive).
5. SHAREHOLDERS ARE REQUESTED TO BRING THEIR COPY OF THE ANNUAL REPORT WITH THEM TO THE GENERAL MEETING, AS THE PRACTICE OF MAKING AVAILABLE ADDITIONAL COPIES OF THE REPORT AT THE MEETING HAS BEEN DISCONTINUED, AS A MEASURE OF ECONOMY.
6. MEMBERS DESIRING ANY INFORMATION ON THE ACCOUNTS ARE REQUESTED TO WRITE TO THE COMPANY ATLEAST SEVEN DAYS IN ADVANCE, SO AS TO ENABLE THE MANAGEMENT TO KEEP THE INFORMATION READY.
7. Members are requested to notify immediately any change in their Address to the Company.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 173 (2) of the Companies Act, 1956 in respect of Special items of Business mentioned in Notice.

The approval of the Members of the Company is required for keeping the Register of Members, the Index of members, the Register and Index of Debenture holders, copies of Annual Returns under Section 159 together with the copies of certificates and documents required to be annexed thereto under Section 161 at any place other than the Registered Office of the Company. This approval is required under Section 163 of the Companies Act 1956. Consequent to the Circular issued by the SEBI for appointment of Common Agency for the purpose of Transfer of shares and Demat Transactions, the Company has decided to appoint M/S. PURVA SHAREGISTRY INDIA PRIVATE LIMITED as RTA. Thus various documents/records as mentioned u/s 161 of the Companies Act, 1956 to be kept at M/S. PURVA SHAREGISTRY INDIA PRIVATE LIMITED, 33 Printing House, 28-D Police Court lane, Behind old Handloom House, Fort, Mumbai - 400 001. Hence, Members' approval is sought for keeping the said documents at their office, by way of a Special Resolution.

The Directors recommend the resolution under Item No. 4 for approval by the Members.

None of the Directors are deemed to be concerned or interested in the proposed resolution.

By Order of the Board of Directors

G.W.ADIK

Chairman &

Managing Director

Mumbai, 30th August, 2003.

DIRECTORS' REPORT

To

The Members
Belapur Industries Ltd.

The Board of Directors present their Forty-Seventh Annual Report together with the Audited Accounts for the year ended on 31st March 2003.

2. FINANCIAL RESULTS :

	2002 - 2003 Rupees	2001 - 2002 Rupees
Sales /Service Charges	—	26,580
Other Income	23,22,122	63,25,230
	23,22,122	63,51,810
Total Expenditure	27,32,754	33,94,890
Financial Expenses	1,51,553	1,45,284
Loss on sale of Fixed Assets	1,39,125	—
Gross (Loss) / Profit before Depreciation	(7,01,310)	28,11,636
Depreciation	9,56,298	8,16,113
Net (Loss) /Profit after Depreciation	(16,57,608)	19,95,523
(Short) /Provision of Income tax for earlier years	—	—
	(16,57,608)	19,95,523
(Loss) brought from Previous Year	(1,15,76,441)	1,35,71,964
(Loss) Carried Forward	(1,32,34,049)	1,15,76,441

3. DIVIDEND :

The Directors regret their inability to recommend Dividend for the year due to loss carried forward by the Company.

4. The Company is evaluating various proposals in Dairy division to utilise huge infrastructure available with the Company to earn reasonable benefits to the shareholders of the Company.

5. DIFFERENTIAL LEVY SUGAR PRICES :

The Members may be aware that the Company had already received from the Ministry of Food differential amount in the year 1996-97 towards differential Levy Sugar Price for the seasons 1974- 75 to 1979-80 as per revised price notification issued by Government as per the Order of the Supreme Court dated 22nd September 1993.

While fixing the revised prices the Government ignored to include the element of additional cane prices payable by the sugar producers under Clause 5A of the Sugar Cane (Control) Order 1966. The Industry therefore filed a Civil Application in the Supreme Court for an appropriate direction to the Union Government to amend the notifications of refixation of levy sugar prices taking into account the liability of the sugar producers under Clause 5A of the Sugar Cane (Control) Order 1966. The Supreme Court by its judgement dated 28th January 1997 vindicated the stand and directed the Union Government to issue and additional revised prices for the seasons 1974-75 to 1979-80 as per its Order dated 1st July 1998. However the claims for difference in prices is yet to be settled by the Government. The Company is vigorously following up the matter to get the differential amount including differential amount in respect of supplies made for Army Purchase and Exports.

6. WINDING UP PETITIONS AGAINST THE COMPANY :

The Members were informed earlier that the High Court of Mumbai passed an interim order dated 26th June 1995 in the winding up petitions filed by Maharashtra State Farming Corporation Limited (MSFC Ltd) asking the Company to pay a sum of Rs. 73,74,371/- within a period of six months, otherwise petitions will be admitted.

Against the said order, the Company had filed two appeals which were admitted as per the Order dated 15th December 1995 on payment of Rs. 25.00 lacs in the High Court of Mumbai. Subsequently MSFC Ltd., filed the appeals against the order dated 15th December 1995 and took out Notice of Motions for certain reliefs which were not granted. The company deposited further sum of Rs. 25.00 lacs out of the sale proceeds of Plant & Machinery as per the order of the High Court. The MSFC Ltd., further took Notice of Motions in appeals and the Company deposited further sum of Rs. 15.00 lacs as per the Order of the High Court dated 29th September 1997. The total amount deposited so far works out to Rs.65.00 lacs. The appeals filed by the Company as well as by MSFC Ltd., will be heard in due course.

7. DIRECTORS :

As per the requirements of the Companies Act, 1956 and the Articles of Associations of the Company Shri. A.G. Adik is due to retire at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

8. DEPOSITS :

The Company has not accepted any deposits from the public during the year under Report.

9. PARTICULARS OF EMPLOYEES :

Particulars of Employees, as required under Section 217(2A) of the Companies (Particulars of Employees) Rules, 1975 are not given since none of the employees has drawn remuneration in excess of the amount prescribed thereunder.

10. AUDITORS' REPORT :

Observations made in the Auditors' Report are self explanatory; and therefore, do not call for any further comments under Section 217(3) of the Companies Act, 1956.

11. AUDITORS :

M/s. N. S. Naik & Company - Chartered Accountants, Shrirampur, Auditors of the Company retire at the Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received a letter from the Auditors confirming their eligibility and willingness to be re-appointed as Auditors of the Company. The Members are requested to appoint Auditors for the Current Year and fix their remuneration.

12. POLLUTION, ENVIRONMENT AND SAFETY :

Adequate anti pollution measures for the protection of environment and industrial safety have been taken at our Harigaon Factory. Such measures are being reviewed from time to time to ensure full compliance with statutory requirements.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :

The Company has not incurred any capital expenditure on research and development. The Company has not entered into foreign collaboration for the purpose of technical assistance and technology was not imported for the purpose of product or process improvement. There were no foreign exchange earnings and outgo during the year under review. Since the Company has not carried out any Textile & Dairy activity during the year the disclosure of conservation of Energy is not applicable.

14. DEMATERIALIZATION :

The Securities & Exchange Board of India (SEBI) has, in terms of circular No. D&CC/FITTC/CIR-15-2002 dated 27.12.2002 as modified by its circular No. D&CC/FITTC/CIR-18/2003 dated 12.02.2003, made it mandatory for all listed Companies to appoint a common agency for physical and electronic share registry by 31 st March 2003. Accordingly the Company has made an agreement with M/S Purva Shareregistry India Pvt. Ltd, Registrars & Share Transfer Agents to get the formalities completed for trading the shares of the Company in Dematerialised form. Further the Company has also made application with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) and are awaiting a reply from them.

15. DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217 (2AA) OF THE COMPANIES ACT, 1956 :

In compliance of Section 217 (2AA) of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000 the Directors of your Company confirm:

that the applicable accounting standards have been followed in the preparation of final accounts and that there are no material departures;

that such accounting policies have been selected and applied consistently and such judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2003 and of the loss of the Company for the year ended on that date;

that proper and sufficient care has been taken 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 annual account have been prepared on a going concern basis.

16. AUDIT COMMITTEE :

The Company has constituted Audit Committee as per provisions of Companies Act, 1956 comprising of Shri B.B. Patil, and Shri R.T. More Directors of the Company.

17. COMPLIANCE CERTIFICATE :

As required pursuant to Section 383 A of the Companies Act 1956, the compliance certificate for the year ended 31st March 2003 from the Practising Company Secretary has been attached to the Directors report.

18. ACKNOWLEDGEMENT :

We record our appreciation for the co-operation received from our employees, and the Government of Maharashtra during the year. The Board of Directors also express its gratitude to all the shareholders of the Company for having shown big deal of patience and giving support to the present Management in taking steps for revival of the Company.

By Order of the Board of Directors

G.W.ADIK

Chairman & Managing Director

Mumbai : 30th August, 2003

COMPLIANCE CERTIFICATE

(Under sub-section (1) of Section 383A of the Companies Act, 1956)

The Members

Belapur Industries Limited
 Laher Mansion No. 2 2nd Floor
 104/A Lady Jamshedji Road Mahim (W)
 Mumbai 400 016

I have examined the registers, records, books and papers of BELAPUR INDUSTRIES LIMITED as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March 2003 (financial year). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its Officers and Agents, I certify that in respect of the aforesaid financial year :

1. The Company has kept and maintained all registers/records stated in Annexure "A" to this Certificate as per applicable provisions of the Act and Rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the form and returns as stated in Annexure "B" to this Certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the Rules made thereunder.
3. The Company is a Public Limited Company and has maintained minimum prescribed paid up capital.
4. The Board met 7 times on 15th June 2002, 15th July 2002, 31st July 2002, 31st August 2002, 31st October 2002, 31st January 2003 and 16th March 2003, in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from 26th September 2002 to 28th September 2002 both days inclusive and the necessary Compliance u/s 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March 2002 was held on 28th September 2002 after giving due notice to the Members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans either to its Directors or Persons or Firms or Companies referred in Section 295 of the Act.
9. According to the Register of Contract, the Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the Register maintained under Section 301 of the Act.
11. As there were on instances falling within the purview of Section 314 of the Act, the question of obtaining approvals from the Board of Directors, Members or Central Government, as the case may be, does not arise.
12. The Company has not issued any duplicate Certificates during the financial year.
13. The Company has :
 - (i) delivered all the certificates on thereof for Transfer/Transmission or any other purpose in accordance with the Provision of the Act.
 - (ii) not deposited any amount in a separate Bank Account as no equity dividend was declared during the financial year.
 - (iii) not required to post warrants to any of its Members as no equity dividend was declared during the financial year.
 - (iv) The provisions of the Act relating to transfer of amount remaining in un-paid dividend account application money due for refund, matured deposits, matured debentures and the interest accrued