

Benzo Petro International Limited

**15th
ANNUAL REPORT
2005-2006**



For BENZO PETRO INTERNATIONAL LTD.

[Signature]
DIRECTOR

***BENZO PETRO
INTERNATIONAL LIMITED***



Benzo Petro International Limited

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15th ANNUAL REPORT : 2005-2006

BOARD OF DIRECTORS

Mr.R. C.Gami	- Chairman
Mr. J. L. Mehta	- Director
Mr. J. A. Sodhi	- Director

15th

Annual General Meeting

30th September, 2006

at 11.00 A.M.

**At 5, Welcome Shopping Centre,
Opp. Punit Nagar,
Old Padra Road,
VADODARA-390 007.**

Bankers :

Bank of Baroda, Alkapuri,
Vadodara.

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Auditors :

M/s. Kiran Solanki & Associates
Chartered Accountant, Mumbai

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Registered Office and

Address for

Correspondence :

5, Welcome Shopping Centre,
Opp. Punit Nagar,
Old Padra Road,
VADODARA-390 007.

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Factory :

Revenue Survey No. 444
Effluent Channel Road,
Near Luna Village
Tal. Padra
Dist. Vadodara(Gujarat)



Benzo Petro International Limited

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that 15th Annual General Meeting of the Company will be held on 30th September, 2006 at the Regd. Office of the company at 5, Welcome Shopping Center, Opp. Punit Nagar, Old Padra Road, Vadodara. At 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit & Loss Account for the year ended on the last 31st March, 2006 and the Balance Sheet as at that date and the report of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. R. C. Gami who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED that M/s Kiran Solanki & Associates, Chartered Accountants, be and hereby appointed as the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS :

To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

4. RESOLVED THAT Mr. J. A. Sodhi, be and is hereby appointed as the Director of the Company and his office if liable to determination by retirement of Directors by rotation.
5. RESOLVED that subject to the approval of Financial Institutions, Banks, Central Government, as may be required and pursuant to the provisions of Section 269, 198, 309 and 310 read with Schedule XIII of the Companies Act 1956, approval be and is hereby accorded to the appointment of Mr. J.A. Sodhi as Executive Director of the Company for a period of 3 years with effect from 1st April 2006 on the following terms and conditions:



Benzo Petro International Limited

SALARY:

Basic : - Rs. 20,000 (Rupees Twenty thousand only) per month.

Other Allowance :

Other allowance in addition to basic Salary Rs. 15,000 (Rupees fifteen thousand only) per month.

PERQUISITES:

(a) House Rent Allowance :

He shall be paid Rs. 8,000/ per month as House Rent Allowance and will be reimbursed with the Expenditure being incurred by him for gas, electricity, water etc. on actual basis.

(b) Medical Reimbursement:

He will be reimbursed with the Actual Medical Expenses that he incur for himself and his dependent family members subject to a ceiling of his one month's salary per annum or three months' salary over a period of three years.

(c) Leave Travel Concession:

He will be entitled to the Leave Travel Concession for him and his dependent family Members subject to an amount equivalent to his one month's salary, per annum.

(d) Club Fees:

He will be entitled to be a member of maximum two Clubs of his choice and the fees for such two Clubs shall be borne by the Company. Such charges will not include life membership fees of the clubs.

(e) Insurance:

He will be entitled to have personal Accident cover, Medical Insurance etc. at the cost of the Company subject to premium for such Insurance not exceeding Rs.4,000/- per annum.

f) Provident Fund & Superannuation Contribution:

(i) He will be entitled to the Company's contribution towards the Provident Fund as per provisions of relevant Act in force.

(ii) He will be entitled to the Company's contribution towards Superannuation Fund as per the rules of the Company.



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Contribution to Provident Fund and Superannuation Fund shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961.

(g) Gratuity:

He shall be entitled to the Gratuity as per the rules of the Company, but it shall not exceed half months' salary for each completed year of service.

(h) Children's Education Allowance:

He will be entitled to get the children's education Allowance as per the rules of the Company.

(i) Car and Telephone Facilities:

He shall be entitled to use the Company's Car/s and Telephone/s. Such use of the Car for Company's business and telephone at his residence will not be considered as perquisites.

(j) Earned Leave:

He will be entitled to avail Privilege Leave of One month for every eleven months of his Service but any such leave accumulated but not availed, will not be allowed to be encashed.

In the event of loss or inadequate profits in any financial year during the currency of his tenure as Executive Director, the payment of salary shall be restricted as per the terms of section II of Part II of Schedule XIII of the Companies Act at minimum remuneration.



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"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to revise from time to time, the remuneration payable to him as Executive Director, subject to ceiling laid down in sections 198, 309 read with schedule XIII to the Companies Act, 1956 without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in his remuneration."

By Order of the Board
For, **Benzo Petro International Ltd.**

Place : Vadodara.

Date : 15th July, 2006

Sd/-
R. C. Gami
Chairman

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NOTES

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member.
2. The relevant explanatory statement under section 173 (2) of the Companies Act, 1956 in respect of the business under item No. 4 above annexed hereto.
3. Members desirous of getting any information on the accounts or operations of the Company are requested to send their query at the Regd. Office at least seven days prior the date of Meeting to enable the management to keep the information required readily available at the Meeting.
4. Members holding Shares in identical order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
5. Members are requested to notify change in address, if any, immediately to the Company at its Registered Office quoting their folio numbers.
6. Members Register and Share Transfer Books will remain closed from 21st September, 2006 to 30th September, 2006 (both days inclusive)



Benzo Petro International Limited

EXPLANATORY STATEMENT

As required by section 173 (2) of the Companies Act, 1956 and in pursuance of Clause 49 of the Listing Agreement, the following explanatory statement sets out all material facts regarding the business mentioned under Item No 2, 4 & 5 of the Notice.

ITEM NO 2:

Details of Directors seeking appointment/reappointment at the ensuing Annual General Meeting.

1.Name of the Director Mr. R. C. Gami

Expertise	Masters Degree in Engineering having more than 35 years of experience in the Chemical Industry
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Other Directorships as on 31.3.2006	Kashiba Finance Pvt. Ltd.
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Chairman/Member of the Committees	Benzo Petro International Ltd
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2. Name of Director Mr. J. A. Sodhi

Expertise :	Science Graduate and MBA in marketing with over 15 years of experience in the Pharmaceutical Industry.
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Other Directorships As on 31.03.2006	NIL
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Member of the Committees	Benzo Petro International Ltd.
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None of the other Directors of the company are concerned or interested in the resolution concerning re-appointment of above Directors.

Item No. 4 & 5

At the Board meeting held on 15th March, 2006, Mr. Sodhi was appointed as Additional Director pursuant to section 260 of the act read with Articles of Association of the Company.

The Company has received a written notice from a member, as per provision of section 257 of the Companies Act alongwith deposit of Rs. 500/- proposing Mr. Sodhi a Director of the Company.

Mr. Sodhi is very young, dynamic and enthusiastic person. He is Science Graduate and MBA in marketing by qualification and comes with a total experience of 15 years in the field of Pharmaceutical Industry. His appointment will be of immense value to the Company.



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At the Board Meeting held on 28th April, 2006, considering the qualification and experience of Mr. Sodhi, the members of the Board have decided to appoint Mr. Sodhi as a Whole Time Director designated as an Executive Director on the terms and conditions mentioned in the Resolution under item No. 5 above.

Mr. Sodhi is not holding any position of Directorship in any other Company other than this Company and also not holding membership in any committee.

Members are requested to accord their approval for the appointment of Mr. Sodhi as an Executive Director.

The above information may be treated as abstract and memoranda under section 302 of the Companies Act, 1956.

None of the Directors except Mr. Sodhi is concerned or interested in the said resolution.

By Order of the Board
For, **Benzo Petro International Ltd.**

Place : Vadodara.
Date : 15th July, 2006

Sd/-
R. C. Gami
Chairman



Benzo Petro International Limited

DIRECTOR'S REPORT

Your Directors submit herewith the 15th Annual General Report of your Company for the financial year ended 31st March 2006.

1. SUMMARY OF FINANCIAL RESULTS*

Particulars	(Rs.in lacs) 2005-06	(Rs in lacs) 2004-05
Sales & Other Income	1283.42	81.32
Gross Profit./(Loss) before Depreciaion, Interest and Tax	(2.79)	(429.65)
Depreciation	27.08	27.16
Interest	1.28	14.84
Profit/(Loss) before Tax	(25.57)	(471.65)
Provision for Tax	0.49	---
Profit /(Loss) After Tax	(26.06)	(471.65)

* The figures have been regrouped and reclassified to confirm to the current classification.

2. DIVIDEND :

In view of the need to conserve available financial resources and due to the loss incurred during the current year, the Board do not recommend any dividend for the year under review.

3. OPERATIONS :

The Company has posted a commendable performance for the year ended 31st March, 2006. The Operations of the Company have witnessed significant improvement as compared to previous year, which is evident from the increase in income from Rs. 81.32 lakhs to Rs. 1283.42 lakhs. The loss after tax has come down from Rs. 471.65 lakhs to Rs. 25.57 lakhs. Your Company continues to strive hard to improve overall financial position in ensuing period.

4. ENVIRONMENT, HEALTH & SAFETY :

Besides it being a statutory requirement, your Company recognizes its commitment towards the society for a cleaner & greener environment. Your Company has been constantly engaged in safety & pollution control measures. The workers are provided with adequate protective cover in order to ensure complete safety. The Company has received appropriate renewal of consent for air, water & hazardous waste management from the Gujarat Pollution Control Board.