

Benzo Petro International Ltd.

*20th
Annual Report
2010 - 2011*



**Benzo Petro
International Ltd.**



Benzo Petro International Ltd.

Benzo Petro International Limited 20th Annual Report: 2010-2011

Board of Directors

Mr. J.S.Sodhi - Executive Director
Mr. Amit Ranawat - Director
Mr. Rishi Agrawal - Director

20th Annual General Meeting

Thursday, 29th September, 2011,
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

Auditors:

M/s Kiran Solanki & Associates
Chartered Accountants

Registered Office and Address for Correspondence:

5, Welcome Shopping Centre,
Opp.Punit Nagar,
Old Padra Road,
Vadodara– 390 007

Registrars & Share Transfer Agents:

Adroit Corporate Services Pvt. Ltd.
19/20, Jafferbhoy Industrial Estate,
1st Floor, Makwana Road,
Marol Naka, Andheri (E),
Mumbai – 400059.

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Factory:

Revenue Survey No.444,
Village Luna,
Taluka Padra,
Dist. Vadodara (Gujarat).



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NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 20th Annual General Meeting of the Company will be held on Thursday, 29th September, 2011 at the Registered Office of the Company at 5, Welcome Shopping Centre, Opp. Punit Nagar, Old Padra Road, Vadodara at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Statement of Accounts together with the Reports of the Directors and Auditors for the year ended March 31, 2011
2. To appoint a Director in place of Mr. Amit Ranawat, 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 are hereby appointed as the statutory auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on remuneration to be fixed by the Board of Directors of the Company".

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Rishi K. Agrawal, who was inducted into the Board as an Additional Director of the Company in accordance to the provisions of Section 260 of the Companies Act, 1956 (the "Act") effective from 11th February, 2011, holding office upto the conclusion of this Annual General Meeting and in respect of whom the Company has received notice under Section 257 of the Act be and is here by appointed as a Director of the Company"

By Order of the Board
For **Benzo Petro International Ltd.**
Sd/-

Place: Vadodara
Date: 21.07.2011

J. S. Sodhi
Executive Director



Benzo Petro International Ltd.

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY.

The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of the Meeting.

2. Members' Registers and Share Transfer Books will remain closed from Monday, 26th September, 2011 to Thursday, 29th September, 2011 (both days inclusive).
3. Members are requested to notify change in address, if any immediately to the Company at its Registered Office quoting their folio numbers.
4. Members desirous of getting any information about the accounts and operation of the company are requested to send their query at the Registered Office at least seven days before the date of Meeting to enable the management to keep the information required readily available at the Meeting.
5. Members holding Shares in identical order of names in more than one folio are requested to write to the Company to consolidate their holding in one folio.
6. As a cost saving measure, the copies of Annual Report will not be distributed at AGM, you are requested to bring your copy of the Annual Report to the meeting.

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

Item No. 4

Mr. Rishi K. Agrawal, has been appointed as Additional Director of the Company at the meeting of Board of Directors held on 11th February, 2011. As per the provisions of Section 260 of the Companies Act, 1956, the above mentioned Directors will hold office of a Director up to the conclusion of Annual General Meeting. The Company has received notices in writing under Section 257 of the Companies Act, 1956, proposing his candidature for the office of the Director.



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Mr. Rishi K. Agrawal has completed his graduation from Delhi Commercial University and MBA in International Business from Rai University, Mumbai. He also holds a diploma in Interior Designing from NIFD.

None of the Directors of the Company, except Mr. Rishi K. Agrawal, are interested in this resolution.

The Directors recommend the resolution for approval of the shareholders

By Order of the Board

For **Benzo Petro International Ltd.**

Sd/-

J. S. Sodhi

Executive Director

Place: Vadodara

Date: 21.07.2011



Benzo Petro International Ltd.

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors submit herewith the 20th Annual Report of your Company for the financial year ended 31st March, 2011.

1. SUMMARY OF FINANCIAL RESULTS

FINANCIAL RESULTS		(Rs. in Lakhs)	
Particulars for the year ended	31.03.2011	31.03.2010	
Net Sales & Conversion Income	7187.54	10579.26	
Other Income	32.77	162.04	
Profit / (Loss) before Depreciation, Interest and Tax	260.32	214.94	
Less : Depreciation & Interest	164.68	88.76	
Profit / (Loss) before Tax	95.64	126.18	
Less : Provision for Tax - Fringe Benefit Tax	-	-	
Profit / (Loss) after Tax	95.64	126.18	

The figures of the previous year may have been re-grouped and re-classified to conform to the current classification.

2. DIVIDEND:

In view of the need to conserve available financial resources, the Directors do not recommend any dividend for the year under review.

3. OPERATIONS:

During the period under review, the operations of the Company witnessed decrease in Sales and Conversion Income from Rs. 10579.26 Lakhs to Rs. 7187.54 Lakhs.

During the year the Company has registered a Profit before Tax amounting to Rs. 95.64 Lakhs as against Rs. 126.18 Lakhs in the last financial year.

4. ENVIRONMENTAL HEALTH & SAFETY:

The Company is committed to ensuring the health and safety of all its employees, visitors and other persons at the Company's work place.

The Company ensures that all the activities and products are manufactured considering appropriate safety, health and environment risks.



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5. **RESEARCH & DEVELOPMENT:**

The Company during the year continued its focus on reduction of costs and improvement in the margins by way of improving product and process improvements initiatives. The Company strives to develop commercially viable, operationally safe and environmentally acceptable processes.

6. **CORPORATE GOVERNANCE**

Report on Corporate Governance together with the Certificate from the Statutory Auditor of the Company regarding compliance of the Corporate Governance as stipulated in Clause 49 of the Listing Agreement with stock exchanges are enclosed herewith. The nature of compliances made in order to meet the requirements and to promote transparency are more specifically detailed in a separate report on Corporate Governance attached herewith, which forms the part of this Annual Report.

7. **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Information required under section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of the Board of Directors Rules) 1988 relating to conservation of energy, technological absorption and foreign exchange earning and out go is given in Annexure "A" attached hereto, which forms part of the Annual Report.

8. **FIXED DEPOSITS:**

The Company has not accepted any Fixed Deposits from public as envisaged under Section 58A of the Companies Act, 1956, read with the Companies (Acceptance of Deposit) Rules, 1975.

9. **DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING**

a. **Re-appointment of Mr. Amit Ranawat, Non-Executive Independent Director**

Mr. Amit Ranawat, Director of the Company is liable to retire by rotation and being eligible, has offered himself for re-appointment.

Mr. Amit Ranawat has a considerable experience in the area of commercial and business development.

b. **Regularisation of appointment of Mr. Rishi K. Agrawal, Non-Executive Independent Director**

Mr. Rishi K. Agrawal was appointed as Additional Director of the Company at the meeting of the Board of Directors held on 11th February, 2011. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Agrawal will hold office as a Director upto the conclusion of Annual General Meeting. The Company has received notice in writing under Section 257 of the Companies



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Act, 1956, proposing his candidature for the office of the Director.

Mr. Rishi Agrawal has completed his graduation from Delhi Commercial University and MBA in International Business from Rai University, Mumbai. He also holds a diploma in Interior Designing from NIFD.

10. **DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with the provisions of section 217 (2AA) of the Companies Act, 1956 as amended by Companies (Amendment) Act 2002, your Directors state :

- a. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departures;
- b. that the directors had selected such accounting policies and applied them consistently and made judgments 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 profit or loss of the Company for that period;
- c. 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;
- d. that the Directors had prepared the annual accounts on a 'going concern' basis.

11. **AUDITORS:**

The present Statutory Auditors of the Company, M/s. Kiran Solanki & Associates, Chartered Accountants, hold office until conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The requisite certificate has been submitted for re-appointment under Section 224 (1B) of the Companies Act, 1956.

12. **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

During the year under review, the company has imported Raw Material having CIF value of Rs. 102.42 Lakhs. However, there were no earnings in Foreign exchange during the year.

13. **PARTICULARS OF EMPLOYEES**

None of the employees of the Company drew remuneration of Rs. 60 Lakhs or above per annum and/or Rs. 5 Lakhs or above per month during the year under review. This information is furnished as per the requirements of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended.



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14. APPRECIATION:

The Board of Directors would like to place on record their sincere appreciation for the support and assistance extended by the Company's suppliers, bankers, financial institutions, employees, customers, business associates and various departments of the Central and State Governments for their continued support and valuable cooperation.

Your Directors also express their gratitude to investors for support and confidence reposed in the Company and Management.

Place: Vadodara

Date: 21.07.2011

For and on behalf of the Board

Sd/-

J. S. Sodhi

Director



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ANNEXURE TO THE DIRECTORS REPORT 2010-2011

Particulars required under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988.

FORM: A

Form for disclosure of particulars with respect to conservation of energy.

CONSERVATION OF ENERGY

Energy management and waste management awareness are being inculcated in the entire workforce of the company.

Power and Fuel consumption in respect of total energy consumption:

Particulars for the year ended	31 st March, 2011	31 st March, 2010
1. Unit (KWH)	9,36,585	8,58,990
Total amounts (Rs. in Lakhs)	64.65	60.59
Rate per Unit	6.90	7.05
2. Oil/LSHS/LDO/HSQ/WOOD		
Quantity (Lts) (L.D.O)	3,890	2,800
Total Amounts (Rs. in Lakhs)	2.82	1.00
Average Rate (Rs./Lts)	72.41	35.88
Quantity (Kgs) (WOOD)	10,82,338	7,77,190
Total Amounts (Rs.in Lakhs)	37.84	17.86
Average Rate (Rs./ Kgs)	3.50	2.30

FORM: B

TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT

The Company conducts basic research in its indigenous laboratory for better productivity and quality improvements for its line of products, keeping in mind the need for more commercially viable line of products and process. Constant upgradation initiatives taken by the Company result in better quality products, improved process performance, better cost management.