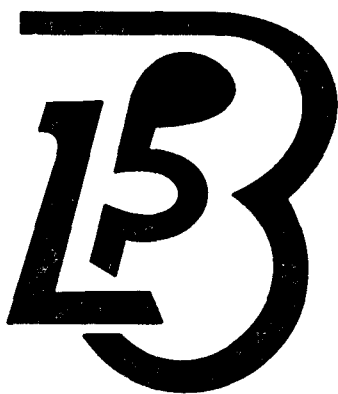


Benzo Petro International Ltd.

*21st
Annual Report
2011 - 2012*



**Benzo Petro
International Ltd.**



Benzo Petro International Ltd.

Benzo Petro International Limited 21st Annual Report: 2011-2012

Board of Directors

Mr. J.S.Sodhi - Executive Director
Mr. Rishi Agrawal - Director
Mr. Mitul Patel - Director

21st Annual General Meeting

Wednesday, 26th September, 2012,
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

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Registrars & Share Transfer Agents:

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

Factory:

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



Benzo Petro International Ltd.

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Twenty First Annual General Meeting of the Company will be held on Wednesday, 26th September, 2012 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, 2012
2. To appoint a Director in place of Mr. Rishi Agrawal, 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. Mitul Patel, 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 22nd March, 2012, 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/-

J. S. Sodhi

Executive Director

Place: Vadodara

Date: 14.08.2012



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. INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. As per the requirements of Section 154 of the Companies Act, 1956, Members' Registers and Share Transfer Books will remain closed from Monday, 24th September, 2012 to Wednesday, 26th September, 2012 (both days inclusive).
3. Members are requested to produce the Attendance Slip duly signed as per the specimen signature recorded with the Company/ Depository Participant for admission to the meeting hall.
4. Members are requested to notify change in address, if any immediately to the Company at its Registered Office or to M/s. Adroit Corporate Services Private Limited, the Registrars and share transfer agents of the Company, quoting their folio numbers
5. A member desirous of receiving any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
6. 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.
7. 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.



Benzo Petro International Ltd.

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

Item No. 4

Mr. Mitul S. Patel, has been appointed as Additional Director of the Company at the meeting of Board of Directors held on 22nd March, 2012. As per the provisions of Section 260 of the Companies Act, 1956, the abovementioned Directors will hold office of a Director up to the conclusion of Annual General Meeting. The Company has received a notice in writing under Section 257 of the Companies Act, 1956, proposing his candidature for the office of the Director.

Mr. Mitul S. Patel has completed his graduation from M.S. University. He also holds a diploma in Interior Designing from NIFD.

None of the Directors of the Company, except Mr. Mitul S. Patel, are interested in this resolution.

The Directors recommend the resolutions for approval of the shareholders

By Order of the Board

For **Benzo Petro International Ltd.**

Sd/-

J. S. Sodhi

Executive Director

Place: Vadodara

Date: 14.08.2012



Benzo Petro International Ltd.

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors submit herewith the 21st Annual Report of your Company for the financial year ended 31st March, 2012.

1. SUMMARY OF FINANCIAL RESULTS

FINANCIAL RESULTS		(Rs. in Lakhs)	
Particulars for the year ended	31.03.2012	31.03.2011	
Net Sales & Conversion Income	9278.83	7187.54	
Other Income	162.01	487.83	
Profit / (Loss) before Depreciation, Interest and Tax	104.66	715.38	
Less : Depreciation & Interest	841.08	619.74	
Profit / (Loss) before Tax	(736.42)	95.64	
Less : Exceptional Items	(1.60)	-	
Less : Provision for Tax - Fringe Benefit Tax	-	-	
Profit / (Loss) after Exceptional Items and Tax	(738.02)	95.64	

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 losses incurred during the year under review, 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 increase in Operational Revenue to Rs. 9278.83 Lakhs from Rs. 7187.54 Lakhs.

There has been a sharp decline in Other income amounting to Rs. 487.83 Lakhs in the last financial year to Rs. 162.01 Lakhs in the current financial year.

During the year the Company has registered a Loss of Rs. 738.02 Lakhs against a Profit before Tax amounting to Rs. 95.64 Lakhs in the last financial year.

4. SALE OF WHOLE OF UNDERTAKING TO M/S. SUDAR INDUSTRIES LIMITED

The Board of Directors at its meeting held on 7th July, 2012, proposed to sale the whole of fixed assets of the undertaking of the Company pursuant to Section 293(1)(a) of the Companies Act, 1956 to



Benzo Petro International Ltd.

M/s. Sudar Industries Limited, formerly known as M/s. Sudar Garments Limited for a total consideration of Rs. 26 Crores. The consideration was agreed to be paid by way of issue and allotment of 4000000 equity shares @ Rs10/= each fully paid up at the premium of Rs.55/- of M/s. Sudar Industries Limited to Benzo Petro International Limited. M/s. Sudar Industries Limited will allot the said equity shares to M/s. Benzo Petro International Limited.

Currently, the Company is continuing to use the facilities for various contract manufacturing services. However, on account of ownership being transferred to M/s. Sudar Industries Limited, the Company and M/s. Sudar Industries Limited have mutually agreed that the Company will continue to use the facilities for a mutually agreed consideration.

5. **ENVIRONMENTAL HEALTH & SAFETY**

The Company diligently endeavours to act in a responsible manner to ensure a safe and accident free environment for its employees and contract personnel. Health and Safety issues are addressed systematically, effectively and proactively. Mock drills are conducted regularly for different emergency situations for enhancing effectiveness of response plan.

6. **CORPORATE GOVERNANCE**

The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. 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 is enclosed herewith.

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

Applicable particulars required under Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given as an Annexure to this 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. **DIRECTORS**

a. **Re-appointment of Mr. Rishi Agrawal, Non-Executive Independent Director**

Mr. Rishi Agrawal, Director of the Company is liable to retire by



Benzo Petro International Ltd.

rotation and being eligible, has offered himself for re-appointment.

Mr. Rishi Agrawal has a considerable experience in the area of commercial and business development.

b. Regularisation of appointment of Mr. Mitul Patel, Non-Executive Independent Director

Mr. Mitul Patel was appointed as Additional Director of the Company at the meeting of the Board of Directors held on 22nd March, 2012. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Mitul Patel will hold office as a Director upto 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.

Mr. Mitul Patel has completed his graduation from M.S.University. He also holds a diploma in Interior Designing from NIFD.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956, the Directors confirm that:

- a. In the preparation of the annual accounts for the year ended 31st March, 2012, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. Your Directors have 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 as at 31st March, 2012 and of the Profit and Loss Account for the year ended on that date;
- c. Your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the Assets of the company and preventing and detecting fraud and other irregularities and
- d. The accounts for the year ended 31st March, 2012 have been prepared on a going concern basis.

11. STATUTORY AUDITORS

M/s. Kiran Solanki & Associates Chartered Accountants, Statutory Auditors of the Company, continues to hold office until conclusion of



Benzo Petro International Ltd.

this Annual General Meeting and have been recommended for re-appointment upto the conclusion of next Annual General Meeting. In terms of Clause 41(1)(h) of the Listing Agreement, the Statutory Auditors of the Company are subjected to the Peer Review Process of Institute of Chartered Accountants of India (ICAI), and should hold a valid certificate issued by Peer Review Board of the ICAI. M/s. Kiran Solanki & Associates., Chartered Accountants hold a valid certificate issued by Peer Review Board of the ICAI.

12. **FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year under review, the company has imported Traded Goods having value of Rs. 5809.50 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.

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.

For and on behalf of the Board
Sd/-

J. S. Sodhi
Director

Place: Vadodara

Date: 14.08.2012



Benzo Petro International Ltd.

ANNEXURE TO THE DIRECTORS REPORT 2011-2012

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, 2012	31 st March, 2011
1. Unit (KWH)	13,39,755	9,36,585
Total amounts (Rs. in Lakhs)	94.24	64.65
Rate per Unit	7.03	6.90
2. Oil/LSHS/LDO/HSQ/WOOD		
Quantity (Lts) (L.D.O)	1,690	3,890
Total Amounts (Rs. in Lakhs)	1.49	2.82
Average Rate (Rs./Lts)	88.14	72.41
Quantity (Kgs) (WOQD)	14,45,897	10,82,338
Total Amounts (Rs.in Lakhs)	55.16	37.84
Average Rate (Rs./ Kgs)	3.82	3.50

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.