

19th
Annual Report
2000-2001

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Chordia Food Products Ltd.



Chordia Food Products Ltd.

NINETEENTH ANNUAL REPORT 2000-2001

BOARD OF DIRECTORS :

Hukmichand S. Chordia
Chairman

Pradeep H. Chordia
Managing Director

Dr. Pravin H. Chordia

Hiralal N. Lunkad

Mahendra S. Mehta

Auditors :

M/s. Sunil Shah
Chartered Accountants

Financial Institutions :

ICICI Ltd.
Western Maharashtra Development Corporation Ltd.
SICOM Ltd.

Bankers :

ICICI Bank Ltd.

Registered Office :

Plot No. 399 & 400,
Survey No. 398,
Village Sangvi Tal. Shirwal
Dist. Satara - 412 801.

Corporate Office & Share Department :

55, Hadapsar Industrial Estate,
Off. Solapur Road,
Pune - 411 013.

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19TH ANNUAL GENERAL MEETING

Day & Date : Saturday, 22nd September, 2001.

Time : 11.30 A.M.

Place : Plot No. 399 & 400,
Survey No. 398,
Village Sangvi Tal. Shirwal
Dist. Satara - 412 801.

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Shareholders of the Company will be held on Saturday, 22nd September, 2001 at 11.30 A.M. at the Registered Office of the Company at Plot No. 399 & 400, S.No.398, Village Sanghavi, Tal. Shirwal. Dist. Satara 412801 to transact the following business :-

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2001 and the Profit and Loss Account for the year ended on that date together with the Report of the Directors' and Auditors' thereon.
- 2) To declare Dividend on the Equity Shares of the Company.
- 3) To appoint a Director in place of Mr. Hiralal N. Lunkad, who retires by rotation, and being eligible, offers himself for Reappointment.
- 4) To appoint the Auditors to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

- 5) To consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution :-

"RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification and re-enactment thereof for the time being in force), the Articles of Association of the Company be and are hereby altered in the following manner :-

- (I) The Interpretation of the term 'Member' as defined in Article No. 2 (a) of the Articles of Association be deleted & be substituted with the following :-

"Member" means any person who agrees in writing to become a member of the Company and whose name is entered in its Register of Members and includes every person holding equity share capital of the Company and whose name is entered as beneficial owner in the records of a depository.

- (II) The Interpretation of the term 'Register of Members' as defined in Article No. 2(a) of the Articles of Association be deleted & be substituted with the following :-

"The Register of Members" shall mean the Register and Index of Members kept in accordance with Sections 150 and 151 and all other applicable provisions of the Companies Act, 1956 and shall include the Register and Index of Beneficial Owners, maintained in accordance with the Depositories Act, 1996.

- (III) The following new Article defining the term 'Nominee' be inserted in Article No. 2 (a) in the Articles of Association of the Company, after the Interpretation of term 'Month':

Nominee means a person who has been nominated by the Member or Debentureholder of the Company by submitting the prescribed form to that effect, to whom the

shares in, or debentures of the Company shall vest in the event of the death of the Member or Debentureholder.

- (IV) The following Article No. 76A be added after the existing Article 76 with the marginal notes thereon:-

76A) DEMATERIALISATION OF SECURITIES :-

- (i) Definitions :

For the purpose of this Article

- (a) A 'Depository' shall mean a depository as defined under Clause (e) of sub section (1) of Section 2 of the Depositories Act, 1996.
- (b) Depositories Act' shall mean the Depositories Act 1996 (22 of 1996) and shall include any statutory modifications or re-enactment thereof.
- (c) 'Beneficial Owner' shall mean the Beneficial Owner as defined in Clause (a) of Sub Section (1) of Section 2 of the Depositories Act, 1996.
- (d) 'Security' means such security as may be specified by Securities and Exchange Board of India from time to time.

- (ii) Dematerialisation of Securities :

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and offer securities in a dematerialised form pursuant to the Depositories Act, 1996.

- (iii) Options for Investors :

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required Certificates of Securities.

If a person opts to hold his/her security, with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

- (iv) Securities in Depositories to be in fungible form :

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Section 153, 153A, 153B, 187B, 187C and 372A of the Companies Act, 1956 shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

- (v) Rights of Depositories and Beneficial Owners :

- (a) Notwithstanding anything to the contrary, contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

CHORDIA FOOD PRODUCTS LIMITED

- (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his/her securities, which are held by the depository.
- (vi) **Beneficial Owner may opt for out of a Depository:**
Every person holding securities of the Company with a depository, being the beneficial owner thereof, may at any time opt out of the depository in the manner provided in the Depositories Act, 1996 and on exercise of such option and on fulfillment of the conditions and payment of the fees prescribed under the said Act, the Company shall rematerialise the relevant securities and issue to the beneficial owner thereof the requisite certificates of such securities.
- (vii) **Service of Document :**
Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or diskette.
- (viii) **Transfer of Securities :**
Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
- (ix) **Allotment of Securities dealt with a Depository :**
Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details of further allotment of securities to the depository immediately on allotment of such securities.
- (x) **Distinctive numbers of Securities held in a Depository :**
Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.
- (xi) **Register and Index of Beneficial Owners :**
The Register and Index of beneficial owners in any media as may be permitted by law including in any form of electronic media maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and security holders for the purpose of such securities.
- (V) The following Article No. 75A, 75B and 75C be added after the existing Article 75 with the marginal notes thereon

75A] NOMINATION

- (i) Notwithstanding anything to the contrary in these Articles every Shareholder or Debenture holder of the Company may at any time, nominate, in the prescribed manner, a person to whom his shares in, or debentures of the Company shall vest in the event of his death.
- (ii) A member may revoke or vary his nomination at any time by notifying the Company to this effect.
- (iii) Where the shares in, or debentures of the Company are held by more than one person, jointly the joint holders may together nominate, a person to whom all the rights in the shares or debentures of the Company as the case may be, shall vest in the event of death of all the joint holders in the manner prescribed under the Act, any rules and regulations made thereunder for the time being in force.
- (iv) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such shares in or debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in or debentures of the Company, the nominee shall on the death of the shareholder or debenture holder or, as the case may be on the death of all the joint holders, become entitled to all the rights in such shares or debentures or, as the case may be, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.
- (v) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint, in the manner prescribed under the provisions of the Act, any person to become entitled to shares in or debentures of the Company, in the event of his death during the minority.
- (vi) The provisions of these Articles shall apply mutatis mutandis to a deposit of money made with the Company as per the provisions of Section 58A of the Act.

75B] TRANSMISSION OF SECURITIES IN THE NAME OF THE NOMINEE.

A nominee by virtue of provisions of Article 75A, upon production of such evidence as may be required by the Board and subject as hereinafter provided, shall elect either :

- (i) to be registered himself as holder of the share or debenture, as the case may be or
- (ii) to make such transfer of the shares or debentures, as the case may be, as the deceased shareholder or debenture holder, could have made.
- (iii) If the nominee elects to be registered as holder of the share or debenture himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects, and such notice shall be accompanied with the certificate of death of

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the deceased shareholder or debenture holder as the case may be, held by the deceased in the Company.

- (iv) A nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the shares or debentures except that he shall not, before being registered as a holder in respect of his shares or debentures, be entitled in respect of it to exercise any right conferred on a member or a debenture holder in relation to meetings of the Company.

Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied with within ninety days, the Board may thereafter withhold

payment of all dividends, bonus or other moneys payable or rights accruing in respect of the relevant shares or debentures, until the requirements of the notice have been complied with.

75C] ARTICLE 75B NOT TO APPLY IN CASE OF BENEFICIAL OWNERS IN THE RECORDS OF THE DEPOSITORY

Nothing contained in Article 75B shall apply to transfer of shares or debentures effected by the transferor and the transferee, both of whom are entered as beneficial owners in the records of a depository.

By order of the Board of Directors
For Chordia Food Products Limited

Place:-Pune
Date:- 31st July, 2001

Hukmichand Chordia
Chairman

NOTES

- 1) Notice is also given that the Register of members and Share Transfer Books in respect of Equity Shares of the Company will remain closed from Tuesday, 18th September, 2001 to Saturday, 22nd September, 2001 (both days inclusive).
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- 3) The instrument appointing proxy should however be deposited at the Corporate Office of the Company at Pune, not less than 48 hours before the commencement of the meeting.
- 4) The relevant explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Item No. 5 of the Notice set out above is annexed herewith.
- 5) Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting so as to enable the Management to keep the information ready.
- 6) Members are requested to immediately inform about the change in their addresses, if any, and to address all future correspondence to :-

CHORDIA FOOD PRODUCTS LIMITED
55 HADAPSAR INDUSTRIAL ESTATE,
OFF SOLAPUR ROAD, PUNE 411 013

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

As required by Section 173 of the Companies Act, 1956 the following Explanatory Statement sets out the material facts relating to the Special business mentioned in the accompanying notice dated 31st July, 2001.

Item No. 5

With the introduction of the Depositories Act, 1996, and the Depository System, some of the provisions of the Companies Act, 1956 relating to the issue, holding, transfer, transmission of shares and other securities have been amended to facilitate implementation of the new system.

As per the Guidelines issued by SEBI/Mumbai Stock Exchange, the Equity Shares of the Company have been put under compulsory demat form.

Accordingly the Company has executed necessary Agreement with both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Consequent to this, some of the provisions of the Articles of Association of the Company have to be amended suitably, as set out in the resolution, to reflect the provisions introduced by the Depositories Act, 1996 and to spell out the rights of the beneficial owner of the securities

in such a system.

Additionally by introduction of Section 109 A and 109 B of the Companies (Amendment) Act, 1999, the holders of security of the Company have been given an option to nominate a person to whom the rights of security holders of the Company shall vest in the event of death of the holder.

Accordingly it is necessary to amend the Articles of Association suitably, so as to insert new clauses in connection with Nomination facility.

For amendment in the Articles of Association, the approval of the Shareholders by way of Special Resolution is necessary.

Hence the resolution as set out at Item No. 5 of the Notice has been recommended for your approval.

None of the Directors of the Company are in any way concerned or interested in passing of the said resolution.

By Order of the Board of Directors
For Chordia Food Products Limited

Place:- Pune
Date :- 31st July, 2001

Hukmichand Chordia
Chairman