



## **ANNUAL REPORT 1998-'99**



**ENJAYES**

**NATURAL FLAVOURS LTD.**

Third floor, Aban Towers, Pattanamthitta-689 645, Kerala.

**ENJAYES NATURAL FLAVOURS LTD.,**

IIIrd Floor, Aban Tower, Pathanamthitta-689 645, Kerala.

**Board Of Directors**

Mr. John N.S	(Chairman & Managing Director)
Mr. Sanil John	(Whole-time Director)
Dr. Gimjose Chittattu	(Director) (Research & Product Dev.)
Mr. Babu, E.M	(Director)
Mr. Gopalakrishnan Nair T.K	(Director)
Mr. Mohana Kurup P.A.	(Director)
Mr. Salam A. A.	(Director)
Mr. Thierry Laurent	(Director)
Mr. Rajan E. M.	(Director)

**Auditors**

M/s. Krishna Moorthy & Co.,  
Chartered Accountants,  
Rohini, Lakshmi Nada, Kollam-691013

**Bankers**

State Bank of Travancore, Pathanamthitta

**Registered Office &  
Corporate Office.**

IIIrd Floor, Aban Towers  
Pathanamthitta- 689 645  
Kerala.

**Factory**

Neeli Amman Koil Road  
Karkudy, Shencottai,  
Tamil Nadu

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## ENJAYES NATURAL FLAVOURS LIMITED

### NOTICE

NOTICE is hereby given that the Sixth Annual General Meeting of the members of Enjayes Natural Flavours Limited will be held at Registered Office, "Aban Towers", 3rd Floor, Pathanamthitta -689645, Kerala, on Thursday the 30th day of September, 1999 at 3.30 p.m. to transact the following business :-

#### ORDINARY BUSINESS

1. To consider and adopt the Balance Sheet as at 31st March, 1999 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Thierry Laurent who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Salam A.A who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Mohanakurup P.A. who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors and to authorise the Board to fix their remuneration.

#### SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the proviso to Section 146 (2) of the companies Act, 1956, the Registered Office of the Company be shifted from 3rd Floor Aban Towers, Pathanamthitta-689 645, Kerala, to C. C. No. 7/30, Leela Nivas, Jew Town, Cochin-2 Kerala with immediate effect"

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

"RESOLVED THAT in accordance with the provisions of section 198, 269, 309, 311 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to appoint and to pay remuneration and perquisites as set out in the Annexure hereunder to Mr. Sanil John as Whole-time Director with effect from 1st August, 1999 for a period of 5 years within the limits specified in Schedule XIII of the Companies Act, 1956, or any amendment thereto, as may be agreed to between the Board of Directors and Mr. Sanil John.

#### Annexure

- a. Salary Rs. 10,000/-per month in the grade of 10000-1000-15000
- Following perquisites shall be allowed in addition to salary.

b. Medical Reimbursement.

Expenses incurred for the appointee and his family subject to one year's salary or three months Salary over a period of three years.

c. Leave Travel Concession

For the appointee and his family, LTA incurred once in a year in accordance with the rules specified by the Company.

d. Club Fees

Fees of clubs subject to a maximum of two clubs.

e. Personnel Accident Insurance

Personal Accident Insurance policy for his own benefit at a premium not exceeding Rs. 2,000/- per annum.

In (b), (c) above, Family means the spouse, the dependant children and dependent parents of the appointee.

f. Motor Car for exclusive use for the business of the Company with full maintenance charges in respect thereof, such as Driver, Garage, Rent, Fuel, Repairs and overhauling charges at the entire cost of the company.

g. Bonus on the same scale as admissible to other employees of the Company.

h. Participation in the Provident Fund, Superannuation scheme, Gratuity Scheme and Retirement benefits provided or to be provided by the Company for the benefits of its Senior Executives on the same basis as applicable to them.

By Order of the Board  
for Enjaves Natural Flavours Ltd.

N.S. JOHN  
Managing Director

Pathanamthitta  
31.08.1999

Note:

1. A member entitled to attend and vote at the above meeting may appoint Proxies to attend and to vote instead of himself. The Proxy need not be a member of the company.
2. A Proxy in order to be effective must be lodged with the Company not less than forty eight hours before the meeting.
3. The Explanatory Statement with regard to the Special business is annexed hereto as required under section 173 of the Companies Act, 1956.

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2)  
OF THE COMPANIES ACT, 1956****ITEM NO.6.**

The Present Registered Office is situated in Pathanamthitta, Kerala. Since the company has taken an office in Cochin, It is more advantageous to the Shareholders of the company if the Registered office is in Cochin. So, It is in the interest of the Company to shift the Registered Office from Pathanamthitta to Cochin.

Pursuant to the proviso to Section 146 (2) of the Companies Act, 1956, shifting of Registered Office outside the local limit of Pathanamthitta requires the approval of Shareholders by Special Resolution. Hence, the above Resolution.

None of the Directors are interested in the Resolution.

**ITEM NO. 7**

The Board has appointed Mr. Sanil John as Whole-time Director for a period of 5 years with effect from 1st August, 1999. He has been associated with the project since inception and it is in the interest of the company to appoint him as Whole-time Director.

Mr. N. S. John, Managing Director and Mr. Sanil John, being related to each other, are deemed to be interested in the Resolution. None of the other Directors is in any way concerned or interested in the resolution.

This may also be treated as an abstract of the Agreement made by the company with Mr. Sanil John Pursuant to section 302 of the Companies Act, 1956.

By Order of the Board  
for Enjayes Natural Flavours Limited

**N.S. JOHN**  
Managing Director.

**Regd. Office**

3rd Floor, Aban Tower  
Pathanamthitta -689645, Kerala.

31.08.1999

## DIRECTORS' REPORT

TO

The Members,

Your Directors have pleasure in presenting the Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 1999

### FINANCIAL RESULTS

During the year under review, company suffered a loss of Rs. 15.92 lakhs. Taking into account the last year's loss, the cumulative loss stands at Rs. 22.24 lakhs.

The loss is mainly due to the slack demand from the international buyers for our main product Chilly Oleoresins/Capsicum coupled with providing for full depreciation. Efforts are on to add more product mixes in the production line so as to achieve a synergy in operation. This could be possible with additional funds for which company has made application to Bankers.

### ACCOUNTING POLICIES

The Company has complied with the Accounting Standards referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956, and the Accounts have been drawn in conformity with those Accounting Standards

### PROJECTION VS PERFORMANCE

	(Rs. in lakhs)	
	Projection as per Public Issue prospectus dated 16.2.96	Actual Performance
Total Income	972.75	131.38
Profit Before Tax	104.48	(-)15.92
Profit After Tax	104.48	(-)15.92
EPS (RS.)	2.01	--
Dividend (%)	--	--

Company did not achieve the projected Income owing to the dependency in single product, the demand for which was not encouraging. To manufacture more items of Spice Oils and Oleoresins, additional funds need to be deployed for which company has approached the Banker to sanction additional Term Loan. As and when the funds are made available, company could manufacture more items to cater to the foreign demand.

**DIRECTORS**

M/s. Theirry Laurent. Salam A.A. and Mohana Kurup P. A. retire by rotation, and being eligible, offer themselves for reappointment. Mr. Sanil John, has been appointed as Whole-time Director with effect from 1st August, 1999.

**PUBLIC DEPOSIT**

During the year under review, Company has not accepted any deposit from public through advertisement.

**PARTICULARS REGARDING CONSERVATION OF ENERGY & FOREIGN EXCHANGE EARNINGS AND OUTFLOW**

Information as per the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1998 relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are given in Annexure- 'A' forming part of this report.

**PERSONNEL**

Pursuant to Section 217 (2A) of the Companies Act, 1956 read with the Companies (particulars of Employees) Rules, 1975, there were no employees during the year under report whose remuneration is not less than Rupees Six Lakhs per annum or Rupees Fifty Thousand per month.

**AUDITORS**

The Auditors M/s. Krishnamoorthy & Co., Chartered Accountants, Kollam, Kerala retire at the forthcoming Annual General meeting, and being eligible, offer themselves for reappointment.

**ACKNOWLEDGEMENT**

Your directors wish to express their sincere appreciation for the support and Co-operation received from the Government of Tamil Nadu, Bankers to the company, Shareholders, Employees and other Stakeholders.

For and on behalf of the Board,

**N.S. JOHN**

Chairman & Managing Director

Pathanamthitta  
31.08.1999