

**29th
Annual Report
2003-2004**

Report  Junction.com

FENOPLAST LIMITED

To
The Members of
Fenoplast Limited

Please find enclosed Annual Report for the year ended 31st March 2004. While printing the Audit Report in the Annual Report there is a printing error. The following paragraphs should have been printed in italics but printed in the normal mode.

- 1) Paragraph f(i) and f(ii) in Page no.21
- 2) Paragraph ii(b) in Page no.22

Members are requested to read the above mentioned paragraphs as if they are printed in italics. The printing mistake is regretted.

For and on behalf of the Board of Directors

Place : Secunderabad

Date : 09.08.2004

H.Kishen

Managing Director

FENOPLAST LIMITED**Board of Directors**

Shri H.Narsaiah, Chairman
 Shri H.Kishen, Managing Director
 Shri H.Dayakiran, Whole-time Director
 Shri H.Krishna Kumar, Whole-time Director
 Shri R.Shankarnarayanan
 Shri B.Kamalaker Rao
 Dr. K.Malhar Rao

Bankers

Canara Bank
 Syndicate Bank
 Lakshmi Vilas Bank
 UTI Bank

Auditors

M/s.M.Anandam & Co.
 Chartered Accountants
 7A, Surya Towers, S.P.Road,
 Secunderabad.

**Registrar & Share Transfer Agent
and Demat Registrar**

Sathguru Management Consultants Pvt. Ltd.
 Plot No.15, Hindi Nagar Colony, Behind Saibaba Temple,
 Punjagutta, Hyderabad - 500 034.

Registered Office

306-308, Chenoy Trade Centre,
 Parklane, Secunderabad - 500 003.
 Andhra Pradesh, India.

Factories**Unit-I**

Plot No.21/A
 Industrial Development Area
 Patancheru
 Medak Dist., Andhra Pradesh.

Unit-II

Survey No.132 & 133
 Nandigoan Village
 Patancheru Mandal
 Medak Dist., Andhra Pradesh.

Unit-III

Survey No.165 & 166
 Nandigoan Village
 Patancheru Mandal
 Medak Dist., Andhra Pradesh.

Depot/Marketing Offices**Mumbai**

4/2, Chandrodya Co-op. Hsg. Scty.,
 CST Road, Opp. Swastik Chambers,
 Chembur
 Mumbai - 400 071.

Calcutta

P-175
 Kalindi Housing Estate
 Calcutta - 700 089.

New Delhi

35B & 36
 Samaspur Village
 Patpargunj
 New Delhi - 110 091.

Hosur

2,3&4,
 Sri Lakshmi Narasimhaswamy Complex,
 Venkateswara Temple Road,
 Hosur - 635109, Tamilnadu.

Gurgaon

Shiv Ashram,
 Near Jwala Mills,
 Palam-Gurgaon Road,
 Dundaheera, Gurgaon - 15.

Ahmedabad

544/B, Sitaram Chowk,
 Moti Hamam Pole,
 Gheekanta,
 Ahmedabad - 360001.

FENOPLAST LIMITED**NOTICE**

Notice is hereby given that the 29th Annual General Meeting of the Members of Fenoplast Limited will be held on Friday, the 3rd September 2004 at 3.00 p.m. at Kapu Sangam, 1-7-155, M.G.Road, Secunderabad - 500 003, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2004, the Profit & Loss Account for the year ended 31st March, 2004, Cash Flow statement for the year ended 31st March, 2004, together with the Auditors' Report and Directors' Report thereon.
2. To appoint a director in place of Shri H.Narsaiah, who retires by rotation and being eligible for reappointment.
3. To appoint a director in place of Shri H.Krishna Kumar, who retires by rotation and being eligible for reappointment.
4. To appoint a director in place of Shri R.Shankaranarayanan, who retires by rotation and being eligible for reappointment.
5. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED that in accordance with the provision of Sections 198, 269, 309 and 314 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 the appointment of Shri H.Kishen as the Managing Director of the company not liable to retire by rotation for a period of five years with effect from 1st April, 2004 and payment of remuneration and other perquisites to him as detailed in the explanatory statement with liberty to the Board of Directors to alter or vary the same so as not to exceed the limits set out in Section 198 and 309 read with Schedule XIII to the Companies Act, 1956 or any amendments thereto, as may be agreed upon

between the Board of Directors and Shri H.Kishen".

7. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED that in accordance with the provisions of Sections 198, 269, 309 and 314 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 the appointment of Shri H.Dayakiran as a Wholtime Director of the company liable to retire by rotation for a period of five years with effect from 1st April, 2004 and payment of remuneration and other perquisites to him as detailed in the explanatory statement with liberty to the Board of Directors to alter or vary the same so as not to exceed the limits set out in Section 198 and 309 read with Schedule XIII to the Companies Act, 1956 or any amendments thereto, as may be agreed upon between the Board of Directors and Shri H.Dayakiran".

8. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED that in accordance with the provisions of Sections 198, 269, 309 and 314 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 the appointment of Shri H.Krishna Kumar as a Wholtime Director of the company liable to retire by rotation for a period of five years with effect from 1st April, 2004 and payment of remuneration and other perquisites to him as detailed in the explanatory statement with liberty to the Board of Directors to alter or vary the same so as not to exceed the limits set out in Section 198 and 309 read with Schedule XIII to the Companies Act, 1956 or any amendments thereto, as may be agreed upon between the Board of Directors and Shri H.Krishna Kumar".

9. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED that Dr. K. Malhar Rao, who was appointed as an Additional Director of the

FENOPLAST LIMITED

company by the Board of Directors and who ceases to hold office under Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Director of the company liable to retirement by rotation".

10. To consider and if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED that the Article 110 of the Articles of Association of the Company be altered by deleting therefrom the figures "Rs.500/-" and substituting thereof the figures with "such sum of rupees as may be prescribed by the Central Government being the maximum fee payable under the first proviso to section 310 of the Companies Act, 1956".

For and on behalf of
the Board of Directors

Place : Secunderabad

H.Kishen

Date : 29.07.2004

Managing Director

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a member of the Company.
2. Instrument of Proxy in order to be effective must be received at the Company's Registered Office at least 48 hours before the commencement of the meeting.
3. Members are requested to send all communications relating to shares to the Company's Registered Office. The members are requested to intimate immediately any change in the address registered with the Company. Members holding shares in identical order of names in more than one folio are requested to write to the Company enclosing the share certificates to enable the Company to consolidate their holding into one folio.
4. Members/Proxies are requested to bring their copies of Annual Report to the meeting and the attendance slip duly filled in for attending the meeting. Additional copy of Annual Report

or duplicate attendance slip will not be issued at the place of the Meeting.

5. Members are requested to come to the venue of the meeting well in advance for registration. No registration will be entertained after fifteen minutes of the commencement of the meeting.
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least seven days before the date of the meeting, so that the information required by them may be made available at the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed during the period from September 16, 2004 to September 22, 2004 (both days inclusive).
8. Trading in the equity shares of the Company is compulsorily in dematerialised form for all investors. The ISIN (International Securities Identification Number) allotted to the Company's equity shares is **INE138D01014**.
9. The Members who hold shares in dematerialised form are requested to bring their Client ID and DPID numbers for easy identification of attendance at the meeting.
10. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.

ANNEXURE TO NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice.

ITEM 6:

The Board of Directors at its meeting held on 29th July 2004 had reappointed Shri H.Kishen as Managing Director of the company for a period of five years with effect from 1st April, 2004 subject to the approval of shareholders at the Annual General Meeting.

Shri H.Kishen has been associated with the company as Managing Director since incorporation. The Board considered that his association as Managing Director will benefit the company in view of his knowledge and experience and accordingly recommends that the resolution be passed.

FENOPLAST LIMITED

The principal terms and conditions of his appointment, inter-alia, contents the following:-

Remuneration and perks of Shri H.Kishen:-

- 1) **Basic Salary:**Rs.80,000/- (Rupees Eighty thousand only) per month.
- 2) **Perquisites:** In addition to the basic salary, he shall be entitled to the following perquisites classified into three categories A, B and C.

Category-A

- (i) **House rent allowance:**House rent allowance at the rate of Forty per cent of salary (Basic salary).
The expenditure incurred by the company on gas, electricity, water and furnishings shall be evaluated as per the Income-tax Rules, 1962 subject to a ceiling of ten percent of the salary.
- (ii) **Medical Reimbursement:**Expenses incurred for self and family, subject to a ceiling of one month salary in a year or three months salary over a period of three years.
- (iii) **Security charges:**Expenses incurred on security at the residence subject to a ceiling of fifteen percent of salary.
- (iv) **Club fees:**Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- (v) **Personal Accident Insurance:**As per the rules of the company subject to premium not exceeding Rs.4000 per annum.

Category-B

- (i) The company's contributions to provident fund, superannuation fund or annuity fund shall be payable in accordance with the rules and regulations of the company.
- (ii) Gratuity shall be payable in accordance with the rules and regulation of the company.

Such contributions/Gratuity shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together exempt under the Income Tax Act, 1961.

Category-C

Chauffeur driven Car and telephone at residence. All personal long distance calls on the telephone shall

be recovered by the company. The provisions for car and telephone will not be considered as perquisites.

3)Others:

- (i) **Leave:**One month's leave with full pay and allowance for every eleven months service. Leave accumulated but not availed of at the time of retirement or superannuation or otherwise shall be allowed to be encashed. This encashment shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary.
- (ii) **Reimbursement of expenses:**Reimbursement of reasonable entertainment and other expenses actually and properly incurred in connection with the business of the company.
- (iii) **Director's fees:**Shri H.Kishen shall not so long as he functions as the Managing Director be entitled to receive any fee for attending any meeting of the Board or a Committee thereof.
In case of loss or inadequacy of profit in any financial year the Managing Director shall be paid the remuneration as stated above subject to the limits set out in section 198 and 309 read with Schedule XIII to the Companies Act, 1956 or any amendments thereto.
- 4) Shri H.Kishen shall not while continuing to be the Managing Director, be subject to retirement by rotation.
- 5) The appointment can be terminated by either party by giving three months notice in writing.

Approval of the members is being sought to the reappointment of Shri H.Kishen as Managing Director of the company for a period of five years from 1st April, 2004 on the terms and conditions set out in the draft agreement. The ordinary resolution set out in item No.6 of the Notice is intended for the purpose.

Shri H.Kishen, being concerned is interested in this resolution.

Shri H.Narsalah, Chairman, Shri H.Dayakaran, Director, Shri H.Krishna Kumar, Director, being relation of Shri H.Kishen may also be regarded as concerned or interested in the resolution.

A copy of the draft agreement referred to in the resolution will be available for inspection of the members at the company's Registered office on any working day between 11 a.m. and 1 p.m. prior to the date of the meeting and will also be available at the meeting.

FENOPLAST LIMITED

This explanatory statement together with the accompanying Notice is and may be treated as an extract under section 302 of the Companies Act, 1956.

ITEM 7:

The Board of Directors at its meeting held on 29th July, 2004 had reappointed Shri H.Dayakiran as Wholetime Director of the company for a period of five years with effect from 1st April, 2004 subject to the approval of shareholders at the Annual General Meeting.

Shri H.Dayakiran has been associated with the company as executive from July 1979 to June 1990 and as Wholetime Director since June 1990. The Board considered that his association as Wholetime Director will benefit the company in view of his knowledge and experience and accordingly recommends that the resolution be passed.

The principal terms and conditions of his appointment, inter-alia, contents the following:-

Remuneration and perks of Shri H.Dayakiran:-

- 1) **Basic Salary:**Rs.75,000/- (Rupees Seventy five thousand only) per month.
- 2) **Perquisites:** In addition to the basic salary, he shall be entitled to the following perquisites classified into three categories A, B and C.

Category-A

- (i) **House rent allowance:**House rent allowance at the rate of Forty per cent of salary (Basic salary).

The expenditure incurred by the company on gas, electricity, water and furnishings shall be evaluated as per the Income-tax Rules, 1962 subject to a ceiling of ten percent of the salary.

- (ii) **Medical Reimbursement:**Expenses incurred for self and family, subject to a ceiling of one month salary in a year or three months salary over a period of three years.
- (iii) **Club fees:**Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- (iv) **Personal Accident Insurance:**As per the rules of the company subject to premium not exceeding Rs.4000 per annum.

Category-B

- (i) The company's contributions to provident fund, superannuation fund or annuity fund shall be payable in accordance with the rules and regulations of the company.
- (ii) Gratuity shall be payable in accordance with the rules and regulation of the company.

Such contributions/Gratuity shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together exempt under the Income Tax Act, 1961.

Category-C

Chauffeur driven Car and telephone at residence. All personal long distance calls on the telephone shall be recovered by the company. The provisions for car and telephone will not be considered as perquisites.

3)Others:

- (i) **Leave:**One month's leave with full pay and allowance for every eleven months service. Leave accumulated but not availed of at the time of retirement or superannuation or otherwise shall be allowed to be encashed. This encashment shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary.
- (ii) **Reimbursement of expenses:**Reimbursement of reasonable entertainment and other expenses actually and properly incurred in connection with the business of the company.
- (iii) **Director's fees:**Shri H.Dayakiran shall not so long as he functions as the Wholetime Director be entitled to receive any fee for attending any meeting of the Board or a Committee thereof.

In case of loss or inadequacy of profit in any financial year the Wholetime Director shall be paid the remuneration as stated above subject to the limits set out in section 198 and 309 read with Schedule XIII to the Companies Act, 1956 or any amendments thereto.

- 4) Shri H.Dayakiran shall while continuing to be the Wholetime Director, be subject to retirement by rotation.
- 5) The appointment can be terminated by either party by giving three months notice in writing.

Approval of the members is being sought to the reappointment of Shri H.Dayakiran as Wholetime Director of the company for a period of five years from 1st April, 2004 on the terms and conditions set out in the draft agreement. The special resolution

FENOPLAST LIMITED

set out in item No.7 of the Notice is intended for the purpose.

Shri H.Dayakaran, being concerned is interested in this resolution.

Shri H.Narsaiah, Chairman, Shri H.Kishen, Managing Director, Shri H.Krishna Kumar, Director, being relation of Shri H.Dayakaran may also be regarded as concerned or interested in the resolution.

A copy of the draft agreement referred to in the resolution will be available for inspection of the members at the company's Registered office on any working day between 11 a.m. and 1 p.m. prior to the date of the meeting and will also be available at the meeting.

This explanatory statement together with the accompanying Notice is and may be treated as an extract under section 302 of the Companies Act, 1956.

ITEM 8:

The Board of Directors at its meeting held on 29th July, 2004 had reappointed Shri H.Krishna Kumar as Wholetime Director of the company for a period of five years with effect from 1st April, 2004 subject to the approval of shareholders at the Annual General Meeting.

Shri H.Krishna Kumar has been associated with the company as executive from September 1982 to June 1990 and as Wholetime Director since June 1990. The Board considered that his association as Wholetime Director will benefit the company in view of his knowledge and experience and accordingly recommends that the resolution be passed.

The principal terms and conditions of his appointment, inter-alia, contents the following:-

Remuneration and perks of Shri H.Krishna Kumar:-

- 1) **Basic Salary:**Rs.75,000/- (Rupees Seventy five thousand only) per month.
- 2) **Perquisites:** In addition to the basic salary, he shall be entitled to the following perquisites classified into three categories A, B and C.

Category-A

- (i) **House rent allowance:**House rent allowance at the rate of Forty per cent of salary (Basic salary).

The expenditure incurred by the company on gas, electricity, water and furnishings shall be evaluated as per the Income-tax Rules, 1962 subject to a ceiling of ten percent of the salary.

- (ii) **Medical Reimbursement:**Expenses incurred for self and family, subject to a ceiling of one month salary in a year or three months salary over a period of three years.
- (iii) **Club fees:**Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- (iv) **Personal Accident Insurance:**As per the rules of the company subject to premium not exceeding Rs.4000 per annum.

Category-B

- (i) The company's contributions to provident fund, superannuation fund or annuity fund shall be payable in accordance with the rules and regulations of the company.
- (ii) Gratuity shall be payable in accordance with the rules and regulation of the company. Such contributions/Gratuity shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together exempt under the Income Tax Act, 1961.

Category-C

Chauffeur driven Car and telephone at residence. All personal long distance calls on the telephone shall be recovered by the company. The provisions for car and telephone will not be considered as perquisites.

3)Others:

- (i) **Leave:**One month's leave with full pay and allowance for every eleven months service. Leave accumulated but not availed of at the time of retirement or superannuation or otherwise shall be allowed to be encashed. This encashment shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary.
- (ii) **Reimbursement of expenses:**Reimbursement of reasonable entertainment and other expenses actually and properly incurred in connection with the business of the company.
- (iii) **Director's fees:**Shri H.Krishna Kumar shall not so long as he functions as the Wholetime Director be entitled to receive any fee for attending any meeting of the Board or a Committee thereof.

FENOPLAST LIMITED

In case of loss or inadequacy of profit in any financial year the Wholetime Director shall be paid the remuneration as stated above subject to the limits set out in section 198 and 309 read with Schedule XIII to the Companies Act, 1956 or any amendments thereto.

- 4) Shri H.Krishna Kumar shall while continuing to be the Wholetime Director, be subject to retirement by rotation.
- 5) The appointment can be terminated by either party by giving three months notice in writing. Approval of the members is being sought to the reappointment of Shri H.Krishna Kumar as Wholetime Director of the company for a period of five years from 1st April, 2004 on the terms and conditions set out in the draft agreement. The special resolution set out in item No.8 of the Notice is intended for the purpose.

Shri H.Krishna Kumar, being concerned is interested in this resolution.

Shri H.Narsaiah, Chairman, Shri H.Kishen, Managing Director, Shri H.Dayakiran, Director, being relation of Shri H.Krishna Kumar may also be regarded as concerned or interested in the resolution.

A copy of the draft agreement referred to in the resolution will be available for inspection of the members at the company's Registered office on any working day between 11 a.m. and 1 p.m. prior to the date of the meeting and will also be available at the meeting.

This explanatory statement together with the accompanying Notice is and may be treated as an extract under section 302 of the Companies Act, 1956.

Item No.9

Dr.K.Malhar Rao has been appointed as an additional director, who would be an independent non-executive director as per clause 49 of the listing agreement, at the Board Meeting held on 30th April 2004. He holds office of director up to the date of ensuing Annual General Meeting of the Company. Company received

a Notice under Sec.257 of the Companies Act, 1956 together with a deposit of Rs.500/- from a Member proposing Dr.K.Malhar Rao candidature for the directorship in the Company.

Approval of the members is being sought to the appointment of Dr.K.Malhar Rao as director of the Company. The ordinary resolution set out in item No.9 of the Notice is intended for the purpose.

No other director except Dr.K.Malhar Rao, being concerned, is interested in this resolution.

Item No.10

Article 110 of the Articles of Association relates to the fees presently payable to a director for attending the meetings of the Board or Committees thereof. This fee which was fixed at Rs.500/- per meeting and has remained stationary. At the same time the value of the rupee has gone down considerably. As the members are aware, the affairs of the Company are being managed by the Board of Directors. They are saddled with the responsibility of arriving at all major decisions pertaining to the affairs of the Company. Considering these factors, it is proposed, therefore, to increase the sitting fee from the present level of Rs.500/- to such sum as may be prescribed by the Central Government under the first proviso to section 310 of the Companies Act, 1956.

Considering the fact that all the Directors are outstation Directors save and except Managing and Whole-time directors (who are otherwise not entitled to sitting fees) and considering further the high cost of living, the present sitting fee, being too, inadequate, is proposed to be increased to the maximum permissible under the Act. The proposal to increase the sitting fees as aforesaid would require amendment in the article 110 of the Articles of Association for which approval of the shareholders would be required in the general meeting. Hence, this special resolution.

All the Directors are deemed to be concerned or interested in the resolution.

For and on behalf of
the Board of Directors

H.Kishen
Managing Director

Place : Secunderabad

Date : 29.07.2004

FENOPLAST LIMITED**DIRECTORS' REPORT**

TO
THE MEMBERS OF
FENOPLAST LIMITED

Your Directors are pleased to present the 29th Annual Report of the Company and the Audited Accounts for the year ended 31st March, 2004.

FINANCIAL RESULTS:

During the year under review company's total income was Rs.7911.90 lakhs as compared to Rs. 7465.77 lakhs in the previous year. The Financial details of the Company are as under:

	2003-2004 Rs. in lakhs	2002-2003 Rs. in lakhs
Income	7911.90	7465.77
Less: Excise Duty	914.95	934.89
Less: Expenditure	6338.55	5798.49
Gross Profit	658.40	732.39
Less: Interest & Finance charges	506.59	476.48
Less: Depreciation & Misc. Exp. W/off	107.98	104.81
Profit for the year	43.83	151.10
Less: Provision for taxation	39.37	52.21
Profit after tax	4.46	98.89
Prior Period adjustments	2.07	(1.50)
Profit available for appropriations	2.39	100.39
Profit brought forward	373.93	307.15
Deferred tax liability of earlier years	0.00	33.61
Balance carried forward	376.32	373.93

Your Directors are pleased to inform that your Company earned a Profit of Rs.43.83 Lakhs during the year under review. During the year the raw-material cost was more compared to the previous year. Your Company could achieve a growth of 6% over the previous year on account of enlarging the customer base and increasing the volume with the existing customers due to fair growth in the passenger automobile industry and pharmaceutical industry.

For the year 2004-05, the PVC film raw-material prices should come down because of steep increase of the same in the year 2003-2004. Your directors are

pleased to inform that the capacity of the PVC Leather Cloth has been increased during the year to 75 lakh Ln.mtrs from the existing 60 lakh Ln.mtrs. Your Company is having 87% capacity utilization for PVC Leather Cloth Plants on enhanced capacity. The debt restructure will continue to reduce the interest cost.

OPERATIONS:

For the year under review production of PVC Leather Cloth was 64.96 lakh Ln.Mtrs. as against the previous years production of 57.89 Lakh Ln.Mtrs. Production of PVC Film was 3711.52 MT as against the previous years production of 3428.26 MT.