



FUTURISTIC OFFSHORE SERVICES & CHEMICAL LIMITED
24th ANNUAL REPORT 2011 - 2012



FUTURISTIC OFFSHORE SERVICES & CHEMICAL LIMITED
(Formerly known as Ganesh Anhydride Limited)

TWENTYFOURTH ANNUAL REPORT
2011 - 2012

ANNUAL GENERAL MEETING

Saturday, 29th September, 2012
at 10.00 a.m. at

Shri Rajasthan Recreation Club, Plot No. 3, J.B.Nagar,
Andheri (East),
Mumbai- 400 059.

As a measure of economy, copies of the Annual Report
will not be distributed at the Annual General Meeting.
Shareholders are requested to kindly bring their copy to
the Meeting.

BOARD OF DIRECTORS

Shri. Rishi R. Pilani	:	Chairman
Shri. Ramakant S. Pilani	:	Director
Shri. Ravi R. Pilani	:	Director
Shri. Ramesh D. Punjabi	:	Director (w.e.f. 30/01/2010)
Shri. Ram Niwas Swami	:	Director (w.e.f. 30/01/2010)
Shri. Ashwani Kumar	:	Director (w.e.f. 05/08/2010)

BANKERS

Central Bank of India

AUDITORS

P.V. Dalal & Company
Chartered Accountant
Mumbai

SOLICITORS

M/s. Ashwani Kumar Dhatwalia
New Delhi

REGISTERED OFFICE

Dina Bldg., 1st Floor, M. K. Road,
Marine Lines (E), Mumbai - 400 002.
Tel. : 022-61406006 / 6007
Fax : 022-22001928

ADMINISTRATIVE OFFICE & SHARE DEPARTMENT

A1/A2, Gurudatt C.H.S., Ajitnagar,
Near Jankalyan Bank, J. B. Nagar,
Andheri (East), Mumbai - 400 059.
Tel. : 28390698 / 694 Fax : 28390715

WORKS

G-61/62, M.I.D.C. Industrial Area,
Tarapur, Boisar, Dist. Thane - 401 506.

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NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of **FUTURISTIC OFFSHORE SERVICES & CHEMICAL LIMITED** will be held on Saturday, 29th September, 2012, at 10.00 A.M at Shri Rajasthan Recreation Club, Plot No.3, J.B.Nagar, Andheri (E), Mumbai- 400 059., to transact the following business.

Article 134 of the Articles of Association and being eligible offers himself for re-appointment.

3. To appoint Statutory Auditors to hold the office from the conclusion of the Twenty fourth Annual General Meeting till the conclusion of the next Annual General Meeting and fix their remuneration.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance sheet of the Company as at 31st March, 2012 and the profit and Loss Account for the year ended as on that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint Director in place of Shri Rishi R. Pilani, Shri Ramesh D. Punjabi, Shri Ramniwas Swami, & Shri Ashwani Kumar, who retires by rotation as per the

By order of the Board
Rishi R. Pilani
Chairman.

Place: Mumbai
Date: August 28, 2012.

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 and the proxy need not be a member.**
2. **Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**

The Register of Members and the Register of Share Transfer of the Company will remain closed from Tuesday, 18th September 2012 to Saturday, 29th September 2012, (both days inclusive).

3. Members are requested to bring their copy of the Annual Report along with them to the meeting.
4. Members desiring any information on the accounts are requested to send their queries to the Company's Administrative Office at least 7 days before the Annual General Meeting, so that information can be made available at the meeting.
5. Members are requested to bring their attendance slip duly signed so as to avoid inconvenience.
6. Notice of change of address and mandates must reach the Company's Share Department at A1/A2 Gurudatt Co-op Hsg Soc. Ltd, Near Jankalyan Bank, Om Nagar, Aji Nagar, J.B.Nagar, Andheri-E, Mumbai-400 059, in respect of shares held in physical form and to their Depository Participants in respect of shares held in electronic form (Demat Account).
7. Shareholders holding shares in identical order of names in more than one Folio are requested to write to the company enclosing their share certificate to enable the Company to consolidate their holding into one Folio.
8. MEMBERS ARE REQUESTED TO PLEASE FURNISH THEIR SHAREHOLDING DETAILS CONTAINING :- FOLIO NO, NAME OF SHARE HOLDER, CERTIFICATE NO., DISTINCTIVE NO., TOTAL NO OF SHARE(S) ETC. together with their specimen signature FOR RECONCILIATION and updation WITH COMPANY'S RECORD TO ENSURE FULL SAFETY AND PROMPT SERVICES TO THEM.

Futuristic Offshore Services & Chemical Limited

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTH COMING ANNUAL GENERAL MEETING ARE AS UNDER :-

Name of the Director	Shri Rishi R.Pilani	Shri Ramesh D.Punjabi	Shri Ram Niwas Swami	Shri Ashwani Kumar
Date of Birth	29.04.1978	13.07.1947	02.08.1949	14.07.1968
Date of Appointment	28.06.2008	30.01.2010	30.01.2010	05.08.2010
Expertise in Specific Functional Area	Finance, Technical	Technical & Finance	Banking & Finance	Legal
Qualification	B.E(Chem),M.S.(Finance) (M.S)(Ind.Eng)	B.Tech (Chem)	B.S.C (Agr),M.A(Sociology) LLB, CAIIB, CRB	B.A(Hons) LLB
No of Shares held in the Company	500	100100	Nil	Nil
Other Directorship	1	Nil	Nil	Nil
Chairman/Member of the Board Committee of other Companies	1	Nil	Nil	Nil
Relations with other Director	Real brother of Shri Ravi Pilani & Nephew of Shri Ramakant Pilani	Nil	Nil	Nil

By Order of the Board
Rishi R.Pilani
Chairman

Place : Mumbai
Date: August 28, 2012.

DIRECTORS' REPORT

Your Directors present the 24th Annual Report of the Company for the year ended 31st March, 2012.

Financial Results (Rs. In Lacs)

PARTICULARS	2011-2012	2010-2011
Gross Revenue from Operations	-	57.72
Other Income	2.38	83.97
Profit / (Loss) Before Interest, Depreciation And Taxation & Exceptional items	(22.51)	71.95
Less: Depreciation	-	(296.87)
Profit / (Loss) Before Interest Taxation & Exceptional items	(22.51)	(224.92)
Less: Interest	-	(0.49)
Profit / (Loss) Before Exceptional items & Taxation	(22.51)	(225.41)
Add Exceptional items(Profit on OTS)	.69	182.16
Less: Inventory W/Off	-	(238.50)
Less: Provision For Sundry Advance & Bad Debts	-	Nil
Less: Fringe Benefit Tax	-	Nil
Less: Prior Period Expenses	-	(1.17)
Add/(Less) Deferred Tax liabilities w/off	-	Nil
Profit/(Loss) For The Year	(23.20)	(282.93)
Balance of Profit/(Loss) For Earlier Years	(3862.96)	(3580.03)
Profit/(Loss) Available For Appropriation	(3886.16)	(3862.96)

DIVIDEND

Your Directors do not recommend any dividend due to loss in the year under review.

The gross revenue divisions wise are as follows:-

(Rs.in Lacs)

Division	Year ended 31.3.2012	Year ended 31.03.2011
Chemical	Nil	57.72

The operations for the year under review have resulted in loss of Rs. (23.20) Lacs as against loss of Rs. (282.93) Lacs in previous year.

There was no manufacturing operations during the year under review.

EXPORTS

Exports for the current year are Rs. Nil as against Rs. Nil Lacs of previous year.

CAPITAL RESTRUCTURING

The company is presently registered as a sick industrial company with the Board for Industrial and Financial Reconstruction (BIFR), it is finalizing a rehabilitation scheme for submission to BIFR under the provisions of Sick industrial Companies (Special Provisions) Act, 1985. The draft rehabilitation scheme outline the strategies for reduction of capital which, inter alia, includes proposal for reduction of capital to the extent of 60% of the face value in order to writeoff carried forward losses; write off Reserves and Surplus against accumulated losses; Your Directors are confident that with the implementation of Rehabilitation Scheme and with proposed capital expenditure program the Company will be in position to review its business strongly and regain its place in the industry.

FIXED DEPOSIT

The company has not accepted any deposit within the meaning of Section 58A of the Companies Act, 1956 and/or acceptance of Deposit Rules.

PERSONNEL AND OTHER INFORMATION

For the particulars of employees as required to be disclosed in the Directors Report in accordance with the Provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particular of Employees) Rules, 1975 as amended from time to time, the Directors state that the company does not have any employee.

- (i) Who was in receipt of remuneration exceeding Rs.60,00,000/- p.a in the aggregate.
Or
- (ii) Who if employed for part of the year was in receipt of remuneration for any part of that year at a rate which in the aggregate was more 5,00,000/-
Or
- (iii) Who was in receipt of a remuneration higher than that of the Managing Director, whole time Director or Manager and was holding more than 2% equity shares of the Company.

Futuristic Offshore Services & Chemical Limited

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The 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 are annexed hereto.

DIRECTORS:

Shri Rishi Pilani, Shri Ramesh D. Punjabi, Shri Ramniwas Swami & Shri Ashwani Kumar, Directors of the Company retire by rotation in accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association and being eligible offers himself for re-appointment.

REPORT ON CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreements, a report on Corporate Governance is appended along with a certificate of compliance from the Auditors of the company, with Management Discussion and Analysis Statement.

AUDITORS

The Statutory Auditors Mr. P.V. Dalal & Company, Chartered Accountant, Firm Registration No. 102049W Mumbai, the existing Auditors retire and eligible for re-appointment. They have furnished the certificate of their eligibility under section 224 (1B) of the companies act, 1956 for the appointment.

COST AUDITORS

As the Manufacturing operations were closed during the year under review no cost audit was required to be done.

CASH FLOW STATEMENT

In conformity with the provision of Clause 32 of the Listing, Agreement(s) the cash flow statement for the year ended 31st March, 2012 is annexed hereto.

Directors' Responsibility Statement

As required under section 217(2AA) of the Companies Act, 1956 your Directors state that:-

- (i) While preparing Annual Accounts, the applicable accounting standards have been followed and there are no material departures.
- (ii) The Company has selected such accounting policies and applied them consistently and made judgments that are reasonable and prudent so as to give true and fair view of the affairs of the company at the end of the financial year and of the profit and loss for the period ended on that date;
- (iii) The Company has 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 for preventing and detecting fraud and other irregularities.
- (iv) The Annual Accounts has been prepared on a going concern basis.

Registration to BIFR:-

In earlier years Company net worth had been fully eroded as a result the company had approached to the Board of Industrial Financial Restructuring (BIFR) for protection provided under the Sick Industrial Company (Special Provisions) Act, 1985. BIFR had registered our reference as case no.-289/2004.

Appreciation:-

The Board places on record its sincere appreciation for the wholehearted support extended by Financial Institutions, Banks, and Share Holders.

On Behalf of the Board of Directors

Rishi R. Pilani
Chairman

Place : Mumbai
Date : 28.08.2012

DECLARATION BY CEO

I, Ramakant Pilani CEO of Futuristic Offshore Services & Chemical Limited hereby declare that all the members of the Board of Directors have affirmed compliance with the code of conduct & ethics, for the year ended March 31, 2012.

For **Futuristic Offshore Services and Chemical Limited.**

Ramakant Pilani
CEO

Place : Mumbai
Date : August 28, 2012.

ANNEXURE TO THE DIRECTORS' REPORT

Statement pursuant to section 217(1)(e) of the Companies Act, 1956, and the Companies (Disclosure of Particulars in the Report of the Board of Directors Rules, 1988 and forming part of the Director's Report for the year ended 31.03.2012.

A. CONSERVATION OF ENERGY

In absence of the operation there is no energy consumption during the year under review.

B. TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION

The entire Net worth of the Company has been fully eroded as accumulated losses of the company exceeds Equity & Reserve. Company sought registration under section 15 (1) of SIC (SP) Act, 1985. Company is not having any operation.

C. FOREIGN EXCHANGE EARNING AND OUTGOINGS

Total foreign exchange out goings for import of raw materials and others is Rs. Nil (Previous year Nil). Foreign exchange earnings during the year are Nil. (Previous Year Rs. Nil), since there is no operation during the year under review.

For and on behalf of the Board

For and on behalf of the Board

Rishi R. Pilani

Chairman

Place : Mumbai

Date : August 28, 2012.

MANAGEMENT DISCUSSION AND ANALYSIS

Business of the Company

The business of the company is manufacturing and marketing of specialised chemical Maleic Anhydride, and downstream products such as Fumaric Acid, Tetra Hydrophthalic Anhydride, Tetrahydro phthalimide, (THPA/THPI).

Maleic Anhydride is a versatile monomer and chemical intermediate with many uses. The largest end use, accounting for almost half of total consumption, is unsaturated polyester resins. Other uses include Lube oil Additives, Alkyd resins, Fumaric and Maleic acids, copolymers and agricultural chemicals.

Main segments

Products	Applications
MALEIC ANHYDRIDE	For Manufacture of Polyester Resins, Alkyd resins, Agrochemical eg. Malathion(Insecticide), Maleic Hydrazide (Herbicide/Growth Inhibitor), Fumaric Acid, Dye Intermediates, Pharmaceuticals, Surface Coatings Agents, Plasticisers and Speciality Lubricant Additives. It is also used as copolymer in wide range of chemical synthesis.
FUMARIC ACID	Food and Beverage Industries as Acidulant and Flavoring Agent, For upgrading Natural Drying of Oils; To improve Drying Characteristics in Food; Substitute For Tartaric Acid; For manufacture of Plasticizers; Rosin Esters and Adducts, Alkyd Resin Coatings In Organic synthesis as well as in Printing Inks Modifier for Polyester Resins, Alkyd Resins as well as Phenolic Resins;
TETRA HYDROPHTHALIC ANHYDRIDE	For Curing Epoxy Resins, To manufacture of Unsaturated Polyesters it impart Air Drying Properties, Intermediate to manufacture other organic compounds.
TETRA HYDROPHTHLIMIDE	To manufacture Fungicide - Captan.

Opportunities and Threats

Some developments are taking place developing other uses for Maleic Anhydride. It is used as a starting material for synthesis of 1, 4-Butanediol, THF, Speciality dispersants, Succinates in, a biodegradable Chelating Agent, and Polyaspartic Acid, a Biodegradable Dispersing Agent.

Total worldwide consumption is expected to grow at a rate of approximately 5% annually despite recession in most of the economies.

The company will strive to catch the opportunities as it has inherent key strength areas such as:

- State-of-the-Art Manufacturing facilities. Fully computer monitored plant, with technical know-how from Scientific Design Co. Inc., U.S.A. The plant is specifically designed to ensure strict quality standards of the end product range.
- Largest plant in India to produce Maleic Anhydride from basic raw materials.
- Convenient location of the plant of the Company at Tarapur, Maharashtra.
- Strong R&D base.

The management expects to overcome the difficulties faced by the Company shortly. The Company is looking at different options to resume operation of factory.

PERFORMANCE

Review of operations

There were no manufacturing operation during the year under review or in the previous year.

Outlook

The Chemical Division is expected to perform better due to improvement in the economy. Various options are being pursued to resume the operations of the Company to profitable levels.

Risks and concerns

The pricing uncertainties of the raw material of the company for its Chemical Division would continue to affect the profitability of the company.

Financial performance with respect to operational performance

There was no Manufacturing operations during the year under review .

The working for the year has resulted in net loss of Rs. (23.20) Lacs as against net loss of Rs. (282.93) Lacs in the previous year.

The Company's Ordinary share capital stands at Rs.1731.58 Lacs and there are no outstanding instruments which are convertible into equity at a later date.

The Company has stopped accepting any Deposits.

Internal Control System

No internal audit carried out during the year. The Company has formed Audit Committee which is constituted by three Directors. All the significant audit observations and flow up actions would be reported to the Audit committee.

FINANCIAL CONDITION

Share Capital

Issued subscribed and paid up capital as at 31st March, 2012 was Rs1731.58 lacs (Rs.1731.58 lacs in the previous year.)

Reserves and Surplus

In view of uncertainty of availment of tax benefit on accumulated business losses and unabsorbed depreciations, company has not recognized deferred tax liabilities/assets. As at March 31, 2012 Reserves and Surplus amounted to Rs.(3575.77) lacs and Rs. (3552.56) lacs in the previous year.

NON-CURRENT LIABILITIES

The loan funds stood at Rs.NIL as at March 31, 2012 Rs. NIL in the previous year.

Deferred tax liability provision outstanding as at March 31, 2012 is Rs. Nil- (previous year Rs.NIL)

CURRENT LIABILITIES

Net Fixed Assets including capital work in progress as at March 31, 2012 are Rs.3685.03 lacs (Rs.3709.51lacs as at March 31, 2011)

NON-CURRENT ASSETS

Total amount of investment as at March 31, 2012 stood at Rs. 1667.20 Lacs to (Rs1667.20 lacs as at March 31, 2011.

CURRENT ASSETS

Net Current Assets stood at to Rs (173.64) lacs as at March 31, 2012 and Rs. (221.32) lacs as at March 31, 2011.

Human Resources / Industrial Relations

The Company has no employees at present.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objective, expectations or predictions may be forwarded looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the Country and other factors such as litigation and industrial relations.