



FUTURISTIC OFFSHORE SERVICES & CHEMICAL LIMITED

25th Annual Report 2012-2013



FUTURISTIC OFFSHORE SERVICES & CHEMICAL LIMITED

(Formerly Known as Ganesh Anhydride Limited)

25TH ANNUAL REPORT 2012-2013

ANNUAL GENERAL MEETING

Monday, 30th September, 2013

11.00 A.M.

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

As a measures of economy, copies of the
Annual Report will not be distributed at
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. Raunak R.Pilani	: Additional Director (w.e.f.19.04.2013)
Shri. Ramesh D.Punjabi	: Director (w.e.f. 30.01.2010)
Shri. Ram Niwas Swami	: Director (up to 11.12.2012)
Shri. Ashiwani Kumar	: Director (w.e.f. 05.08.2010)
Shri. Shri Ajay Kumar Singh	: Additional Director (w.e.f. 27.06.2013)
Shri. Sandeep Suryakant Batavia	: Additional Director (w.e.f. 27.06.2013)

BANKERS

Central Bank of India

AUDITORS

P. V. Dalal & Co.,
Chartered Accountants,
Mumbai,

SOLICITORS

M/s Ashwani Kumar Dhatwalia & Co.
New Delhi

REGISTERED OFFICE

Dina Building 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., Ajit Nagar,
Near Jankalyan Bank, J.B.Nagar
Andheri (East) Mumbai – 400 059
Tel. : 022-28390698 / 694 Fax : 022-28390715

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 Fifth Annual General Meeting of **FUTURISTIC OFFSHORE SERVICES & CHEMICAL LIMITED** will be held on Monday, 30th September, 2013, at 11 A.M at Shri.Rajasthan Recreation Club, Plot No.3, J.B.Nagar, Andheri (East), Mumbai- 400 059., to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013 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 a Director in place of Shri Ramakant S.Pilani, Shri Ravi R.Pilani who retires by rotation as per 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 Fifth Annual General Meeting till the conclusion of the next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS:-

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Raunak R.Pilani who was appointed as an Additional Director of the Company by the Board of Directors with effect from 19th April, 2013 and who hold office up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 in writing from a member proposing his candidature for the Office of Directors, be and is hereby appointed as a Director of the Company liable to retire by rotation.

5. To consider and if thought fit, to pass with or without modification(s), The following Resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Ajay Kumar Mataprasad Singh who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th June, 2013 and who hold office up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956 in writing from a member proposing his candidature for the Office of Directors, be and is hereby appointed as a Director of the Company liable to retire by rotation.

6. To consider and if thought fit, to pass with or without modification(s), The following Resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Sandeep Suryakant Batavia who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th June, 2013 and who hold office up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whom

the Company has received a notice under section 257 of the Companies Act, 1956 in writing from a member proposing his candidature for the Office of Directors, be and is hereby appointed as a Director of the Company liable to retire by rotation.

NOTES:-

1. The relative Explanatory Statement , pursuant to Section 173 of the Companies Act, 1956 in respect of the business under Item Nos.4 ,5 and 6 are annexed hereto. The relevant details of directors seeking appointments/re-appointment under Item Nos.2 above , as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges are also annexed.
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.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting.
3. The Register of Members and the Register of Share Transfer of the Company will remain closed from **Saturday 21st September, 2013 to Monday, 30th September, 2013 (Both days inclusive)**
4. Members are requested to bring their copy of the Annual Report along with them to the meeting.
5. 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.
6. Members are requested to bring their attendance slip duly signed so as to avoid inconvenience.
7. 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, Aijt 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).
8. 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.
9. 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.

By Order of the Board

Place: Mumbai
Date: 12th August, 2013

Rishi R. Pilani
Chairman

ANNEXURE TO NOTICE

As required by Section 173 of the Companies Act, 1956 (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item No.4,5 & 6 of the accompanying Notice dated 12th August, 2013

1. **Item No 4** Shri Raunak R. Pilani was appointed as an additional Director of the Company With effect from 19th April, 2013 in terms of Section 260 of the Companies Act, 1956, and Article 121 of the Company's Articles of Association, Shri. Raunak R. Pilani hold office as Directors only till the date of the forthcoming Annual General Meeting, but are eligible for appointment. Notice have been received from the members as required by Section 257 of the Act, signifying their intention to propose the candidatures of Shri. Raunak R. Pilani for the office of Director.
2. **Item No 5 & 6** Shri Ajay Kumar Mataprasad Singh and Shri. Sandeep Suryakant Bhatavia was appointed as an additional Directors of the Company with effect from 27th June, 2013 in terms of Section 260 of the Companies Act, 1956 and Article 121 of the Company's Articles of Association, Shri. Ajay Kumar Mataprasad Singh & Shri. Sandeep Suryakant Bhatavia hold office as Directors only till the date of the forthcoming Annual General Meeting, but are eligible for appointment. Notice have been received from the members as required by Section 257 of the Act, signifying their

intention to propose the candidatures of Shri. Ajay Kumar Mataprasad Singh & Shri. Sandeep Suryakant Bhatavia for the office of Director.

3. **Shri. Raunak R. Pilani** has Technical expertise Computers and IT Sectors. He has experience IT Systems Management & Technical. He hold M.Tech. in Computer Science from IIT. Shri. Raunak R. Pilani is associated with Ganesh Benzoplast Ltd and also Director of Ganesh Benzoplast Limited.
4. **Shri. Ajay Kumar M. Singh** hold qualification of **degree in law (LL.B)** and practicing Senior Advocate of High Court and Supreme Court. **Shri. Sandeep S. Bhatavia** hold qualification of Master in Law (LL.M.) and practicing as a Senior Advocate of High Court and Supreme court. The Both are having vast experience in field of legal matters related to corporate Sector.
5. The Board considers it desirable that the Company should continue to avail itself of the services of Shri. Raunak Pilani, Shri. Shri. Ajay Kumar M. Singh and Shri. Sandeep S. Bhatavia as Directors and accordingly commend the Resolutions at Item No.4,5 & 6 for approval by the Members.
6. None of the Directors other than Shri. Raunak R. Pilani, Shri. Ajay Kumar M. Singh and Shri. Sandeep S. Bhatavia are interested in the Resolution at Item No.4,5 & 6.

Details of the Directors Seeking Appointment / Re-Appointment at the Annual General Meeting.

(in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Shri. Ramakant S. Pilani	Shri. Ravi R. Pilani	Shri. Raunak R. Pilani	Shri. Ajay Kumar Mataprasad Singh	Shri. Sandeep Suryakant Bhatavia
Date of Birth	21 st May, 1952.	5 TH December, 1983.	11 th Nov, 1987	21 st August, 1961	
Date of Appointment	28.10.2005	20.12.2003	19.04.2013	27.06.2013	27.06.2013
Expertise in Specific Functional Area	Shri Ramakant Pilani is associated with the Group Since 1974 and Looks after the Finance and administration functions of the Company.	Finance	'IT' systems Management & Technical	Expertise-in Legal Matters related to Corporate Sector	Expertise-in Legal Matters related to Corporate Sector

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Name of the Director	Shri. Ramakant S.Pilani	Shri.Ravi R.Pilani	Shri. Raunak R.Pilani	Shri.Ajay Kumar Mataprasad Singh	Shri. Sandeep Suryakant Batavia
Qualification	B.COM	B.M.S	M.Tech. (Computer Science) from IIT	B.Sc.,LL.B	B.Com.,LL.M.
No. of Shares held in the Company	19550	5850	Nil	Nil	Nil
Other Directorships	Nil	Nil	1	Nil	Nil
Chairman/ Members of the Board Committee of other Companies	Nil	Nil	1	Nil	Nil
Relations with other Director	Uncle of Shri Rishi Pilani & Shri Ravi Pilani.	Real brother of Shri Rishi Pilani & Nephew of Shri Ramakant Pilani.	Son of Shri Ramakant Pilani & Cousin brother of Shri Ravi & Rishi Pilani	—	—

By Order of the Board

Rishi R. Pilani
Chairman

Place : Mumbai
Date : 12th August, 2013

DIRECTORS' REPORT

To the Members,

The Board of Directors hereby present the 25th Annual report on the business and operations of your Company and summary financial Statement for the year ended 31st March, 2013.

FINANCIAL RESULTS

(Rs. In Lacs)

	2012-2013	2011-2012
Gross Revenue from Operations	-	-
Other Income	-	2.38
Profit / (Loss) Before Depreciation, Interest Taxation & Exceptional items	(21.79)	(22.51)
Less: Depreciation	-	-
Profit / (Loss) Before Interest Taxation & Exceptional Items.	(21.79)	(22.51)
Less Interest	-	-
Profit /(Loss) Before Exceptional items and Taxation	(21.79)	(22.51)
Add Exceptional items (profit on OTS)	-	0.69
Less: Inventory W/Off	-	-
Less: Provision for Sundry Advance & Bad Debts	-	-
Less:Fringe Benefit Tax	-	-
Less:Prior Period Expenses	-	-
Add/(Less) Deferred Tax liabilities W/off.	-	-
Profit/(Loss) for the Year	(21.79)	(23.20)
Balance of Profit/(Loss) for earlier years	(3886.16)	(3862.96)
Profit/(Loss) Available for Appropriation	(3907.95)	(3886.16)

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. 2013	Year ended 31.03.2012
Chemical	Nil	Nil

The operations for the year under review has resulted in loss of Rs. (21.79) Lacks as against loss of Rs. (23.20) Lacks 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 Lacks 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 finalising 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 and surplus against accumulated losses; Your Directors are confident that with the implementation or Rehabilitation Scheme and with proposed capital expenditure program the Company will be in position to revives 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 500,000/-
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.

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 Ramakant Pilani, Shri Ravi R. Pilani Directors of the Company retires 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. Shri. Ajay Kumar M. Singh, Shri. Raunak R. Pilani & Shri. Sandeep Suryakant Bhatavia were appointed as an Additional Directors of Company.

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.

AUDITOR

The Statutory Auditors Mr. P.V. Dalal & Co, 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 AUDITOR

As the Manufacturing operations were closed during the year under review no cost audit was required to the 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, 2013 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.

REFERENCE 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 Re-structuring (BIFR) for protection provided under the sick Industrial Company (Special Provisions) Act, 1985. BIFR had received & registered our reference as 289/2004. The Operating Agency has file the Rehabilitation Scheme for its revival.

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 : 12th August, 2013

DECLARATION BY CEO/CFO

I, Ramakant Pilani CEO of Futuristic Offshore Services & Chemical Limited as required by Clause 49 of the Listing Agreement executed by the Bombay Stock Exchange Limited .I hereby declare that all the members of the Board of Directors have affirmed compliance with the Code of Conduct and ethics, for the year ended March 31, 2013.

For Futuristic Offshore Services and Chemical Limited

Place: Mumbai
Date: 12th August, 2013

Ramakant Pilani
Chief Executive Officer

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 31.03.2013.)

A. CONSERVATION OF ENERGY

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

B. TECHNOLOGY ABSORPTION, ADOPTION 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 SICA (sp) Act, 1985. Company is not having any operations.

C. FOREIGN EXCHANGE EARNING AND OUTGOINGS

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

For and on behalf of the Board

Rishi R. Pilani
Chairman

Place: Mumbai

Date: 12th August, 2013.

MANAGEMENT DISCUSSION AND ANALYSIS

Industry structure and developments

Business of the Company

The business of the company is manufacturing and marketing of specialised chemical Maleic Anhydride, and down stream 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 HYDROPHTHALIMIDE	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.
- The company is awarded ISO 9002.
- Strong R&D base and foresight in the introduction of newer technologies sustain and to meet their global vision in the years ahead. The group is committed to the manufacturing of quality products using internationally accepted norms.

- The markets for products of the Company are well established with a good distribution network for domestic as well as export market.
- The management expects the slowdown in the economy and other 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 operations 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 bring back 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.