

GUJARAT TERCE LABORATORIES LIMITED

MD	✓		BKC	✓
CS	01		DEY	01/01
RO	✓		DEV	01/01
TRA	01		AC	✓
AGM	✓	✓		✓
YE	✓	✓		✓



TWELFTH ANNUAL REPORT 1996-97

BOARD OF DIRECTORS

Shri Natwarbhai P. Prajapati	Chairman
Shri Ramsinhbhai N. Chaudhari	Whole Time Director
Shri Devang G. Chaudhari	Director
Shri Dineshbhai M. Chaudhari	Director
Shri Dineshbhai V. Chaudhari	Director
Shri Jeevraj J. Purohit	Director
Shri Paresh M. Chaudhari	Director

AUDITORS

M/s. D. V. Shah & Associates
Chartered Accountants,
31/2, Ellisbridge Shopping Centre,
Opp. Town Hall, Ashram Road,
Ahmedabad-380 006.


 Report Junction.com
REGISTERED OFFICE :

209, " SAMIR "
Opp. Navrangpura Municipal Market,
Navrangpura, Ahmedabad-380 009.

NOTICE

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting of the Members of Gujarat Terce Laboratories Limited will be held on Tuesday 30th September, 1997 at 11.00 a.m. at G.K.K.S.Trust Hall, Bhimjipura, Ahmedabad to transact the following business:

ORDINARY BUSINESS:

1. To consider, receive and adopt the Directors' Report and Audited Profit & Loss Account for the year ended on 31st March, 1997 and the Balance Sheet as at that date.
2. To appoint a Director in place of Shri Paresh M. Chaudhri who retires by rotation but being eligible for reappointment offers himself for the same.
3. To appoint Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 Shri Natwarbhai P. Prajapati be and is hereby appointed as Managing Director of the Company for a period of 5 years w.e.f. 6.2.97 on the following terms and conditions.

I. Salary : Rs.20,000 per month in the time scale of Rs.20,000 - 1,000 - 25,000

II. Perquisites : The following perquisites will be allowed in addition to salary, restricted to an amount equal to the annual salary.

a) Housing :

- i) The expenditure by the Company on hiring furnished accommodation for the Managing Director will be subject to sixty per cent of the salary, over and above ten percent payable by the Managing Director.
- ii) In case the accommodation is owned by the Company, ten percent of the salary of the Managing Director shall be deducted by the Company.
- iii) In case no accommodation is provided by the Company, the Managing Director shall be entitled to house rent allowance subject to the ceiling laid down in (i) above,

b) The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income-Tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent of the salary of the Managing Director.

c) Medical Reimbursement : Expenses incurred for the Managing Director and his family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

d) Leave Travel Concession : For the Managing Director and his family, once in a year incurred in accordance with any rules specified by the Company.

e) Personal Accident Insurance : Premium not to exceed Rs.4000/- per annum.

f) Contribution to Provident Fund, Superannuation Fund etc.: Contribution to Provident Fund, Superannuation Fund or Annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under Income-Tax Act.

g) Gratuity : Gratuity payable will not exceed half a month's salary for each completed year of service.

h) Leave encashment : Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

i) Use of Car : Car to be used for Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director.

FURTHER RESOLVED THAT the salary including perquisites as stated above be paid to Shri Natwarbhai P Prajapati, Managing Director as minimum remuneration in the case of absence or inadequacy of profits in any financial year during the tenure of his appointment."

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

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 Schedule XIII and other applicable provisions if any, of the Companies Act, 1956 Shri Ramsinhbhai N Chaudhari be and is hereby appointed as Whole Time Director of the Company for a period of 5(five) years w.e.f. 6.2.97 on the following terms and conditions.

I. Salary : Rs.20,000 per month in the time scale of Rs.20,000 - 1,000 - 25,000

II. Perquisites : The following perquisites will be allowed in addition to salary, restricted to an amount equal to the annual salary.

a) Housing :

i) The expenditure by the Company on hiring furnished accommodation for the Whole Time Director will be subject to sixty per cent of the salary, over and above ten percent payable by the Whole Time Director.

ii) In case the accommodation is owned by the Company, ten percent of the salary of the Whole Time Director shall be deducted by the Company.

iii) In case no accommodation is provided by the Company, the Whole Time Director shall be entitled to house rent allowance subject to the ceiling laid down in (i) above.

Gujarat Terce Laboratories Limited

- b) The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income-Tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent of the salary of the Whole Time Director.
- c) Medial Reimbursement : Expenses incurred for the Whole Time Director and his family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- d) Leave Travel Concession : For the Whole Time Director and his family, once in a year incurred in accordance with any rules specified by the Company.
- e) Personal Accident Insurance : Premium not to exceed Rs.4000/- per annum.
- f) Contribution to Provident Fund, Superannuation Fund etc.: Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under Income-Tax Act.
- g) Gratuity : Gratuity payable will not exceed half a month's salary for each completed year of service.
- h) Leave encashment : Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
- i) Use of Car : Car to be used for Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Whole Time Director.

FURTHER RESOLVED THAT the salary including perquisites as stated above be paid to Shri Ramsinhbhai N Chaudhari, Whole Time Director as minimum remuneration in the case of absence or inadequacy of profits in any financial year during the tenure of his appointment."

By Order of the Board of Directors

Place : Ahmedabad
Date : 30th June, 1997

N. P. Prajapati
Chairman

Registered Office:
209, "SAMIR",
Opp. Navrangpura Municipal Market,
Ahmedabad-380009

NOTES:

- A. The relative Explanatory Statements pursuant to Section 173 of the Companies Act, 1956 in respect of business under items Nos. 4 & 5 set out above are annexed hereto.
- B. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER, PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.
- C. Members/ Proxies are requested to produce the attendance slip at the entrance of the Meeting Hall.
- D. Members desiring any information about accounts at the meeting are requested to write to the Company at least 5(five) days in advance of the Annual General Meeting.

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 173 of the Companies Act, 1956 set out all material facts relating to the business mentioned in the accompanying Notice dated 30th June, 1997.

Item No. 4 & 5 : Shri Natwarbhai P Prajapati and Shri Ramsinhbhai N Chudhari were appointed as Managing Director and Whole-Time Director of the Company respectively for a period of 5 (five) years with effect from 6.2.92. There were reappointed as Managing Director & Whole Time Director respectively for a further period of 5 years w.e.f. 6.2.97 in the meeting of the Board Directors held on 31.3.97 on the remuneration as stated in the Resolution. Their appointment is to be confirmed by the shareholders in the General Meeting. The Directors recommend that the proposed resolutions be approved by Shareholders.

None of the Directors are interested in the Resolution except Shri N P Prajapati & Shri R N Chaudhari who are interested in the resolution and Shri D V Chaudhari & Shri Devang Chaudhari being relatives of Shri R N Chaudhari.

By Order of the Board of Directors

Place : Ahmedabad
Date : 30th June, 1997
Registered Office:
209, "SAMIR",
Opp. Navrangpura Municipal Market,
Ahmedabad-380009

N. P. Prajapati
Chairman

DIRECTORS' REPORT

The Members,

Gujarat Terce Laboratories Limited,

Ahmedabad.

Your Directors present the 12th Annual Report together with the Audited Accounts for the period ended 31st March, 1997.

FINANCIAL RESULTS

	1996-97	1995-96
	Rs.	Rs.
Sales & Other Income	5,94,51,974	6,54,20,419
Profit before Depreciation	13,23,156	16,57,075
Depreciation	11,99,656	11,50,753
Net Profit	1,23,500	5,06,322
Balance of Profit & Loss		
Account brought forward	44,54,356	41,48,031
Appropriations :		
Transferred to		
General Reserve	-----	2,00,000
Surplus carried to		
Balance Sheet	45,77,856	44,54,353

OPERATION :

During the year under review your Company has laid more stress on export of its products. Your Company has registered its products in various countries. The registration procedure is in progress in other Countries also. At present the Company has received orders from various Countries. The Company expects good turnover once the registration process is completed.

In view of the marginal profits, the Directors do not recommend any dividend.

FIXED DEPOSITS :

The Company has not accepted any deposits from public.

DIRECTORS :

In accordance with the Companies Act, 1956 and the Articles of Association of the Company, Mr. Paresh M. Chaudhari, Director of the Company retires by rotation and being eligible offers himself for reappointment.

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

Information in accordance with the provisions of Section 217(1)(e) of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given below :

A. CONSERVATION OF ENERGY :

The Company tries to minimise the total energy conservation by proper control. The impact of this on cost of production is not precisely ascertainable. The details of power & fuel consumption are give below.

I. Power & Fuel consumption/Units Total- Amount

	Units		Total Amount (Rs.)		Average Cost (Rs.)	
	Current year	Pre- vious year	Current year	Pre- vious year	Current year	Pre- vious year
Electricity Purchased	57870	53880	275681	179146	4.76	3.32

II. Consumption per unit of production

(IN UNITS)

	Current Year	Previous Year
Electricity (*Standard in Units)	0.0019	0.0015

* There are no specific standards since the product range consists of various products with different consumptions.

B. TECHNOLOGY ABSORPTION, ADOPTION & INNOVATION

The Company has not resorted to any specific programme for technology absorption, adoption & innovation.

C. FOREIGN EXCHANGE EARNINGS & OUTGO :

The Company has earned total foreign exchange of Rs.49 Lacs by way of exports in the year 1996-97 and spent Rs. 27.40 lacs by way of import of raw materials, travelling expenses & other matters.

AUDITORS :

M/s. D. V. Shah & Associates, Chartered Accountants, Ahmedabad holds office until the conclusion of the ensuing Annual General Meeting and are recommended for reappointment for the year 1997-98.

ACKNOWLEDGMENT :

The Directors wish to express their sincere thanks to Bank of Baroda for the valuable guidance provided by them to your Company. The Directors also wish to express their appreciation to all employees of the Company for their contribution to the operations of the Company.

The Company has no employees who are covered under section 217 (2A) of the Companies Act, 1956.

By Order of the Board of Directors

Place : Ahmedabad
Date : 30th June, 1997

N. P. PRAJAPATI
Chairman

Registered Office :
209, 'SAMIR',
Opp. Navrangpura Municipal Market,
Ahmedabad-380009 .