

MD	✓		BKC	✓
CS	NA		DPY	NA
RO	✓		DIV	NA
TRA	NA		AC	✓
AGM	✓	✓	SH	✓
YE	✓	✓		✓

THE GAEKWAR MILLS LIMITED

BILIMORA

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69TH ANNUAL REPORT

1997 - 98

THE GAEKWAR MILLS LIMITED

[Incorporated under the Baroda State Companies
Act 2 of Samvat Year 1975]

DIRECTORS'S REPORT AND STATEMENTS OF ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 1998.

DIRECTORS

- ☆ HOMI FRAMROZE MEHTA Esq., Chairman
- ☆ RANCHHODDAS M. GOCULDAS Esq.,
- ☆ RASHEED A. MASKATI Esq.,
- ☆ N. O. PAREKH Esq., Special Director,
Nominated by B. I. F. R.
- ☆ K. K. KOTWAL Esq.,
- ☆ D. M. SHIRODKAR Esq.,

AUDITORS

MESSRS. M.D. PANDYA & ASSOCIATES
CHARATERED ACCOUNTANTS

REGISTERED OFFICE

BHARAT HOUSE, 4TH FLOOR,
104, BOMBAY SAMACHAR MARG,
FORT, MUMBAI - 400 001.

Shareholders are requested to bring their copy of the Annual
Report along with them at the General Meeting, as the
practice of distributing copies of the Report at
the Meeting, has been discontinued.

THE GAEKWAR MILLS LIMITED

NOTICE

The Sixty Ninth Annual General Meeting of the Shareholders of The Gaekwar Mills Limited, will be held at Mehta House, (4th Floor), 79-91, Bombay Samachar Marg, Fort, Mumbai - 400 001 on Wednesday, the 30th day of September, 1998, at 4:30 p.m. (S.T.) to transact with or without modifications, as may be permissible, the following business :-

- 1) To consider and adopt the Directors' Report and the Audited Statements of Account of the Company for the year ended 31st March, 1998.
- 2) To appoint a Director in place of Shri Rasheed A. Maskati, who retires by rotation and is eligible for re-appointment.
- 3) To appoint a Director in place of Shri K. K. Kotwal, who retires by rotation and is eligible for re-appointment.
- 4) To appoint Auditors to hold office from the conclusion of the Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

NOTES:

- (i) A Member Entitled To Attend And vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member.
- (ii) The Register of Members and the Share Transfer Books of the Company, will be closed for Thursday, the 5th day of November, 1998 to Monday, the 16th day of November, 1998, both days inclusive.
- (iii) Change of address, if any, should be notified to the Company, immediately.

By Order of the Board of Directors

K. K. KOTWAL
Director

Registered Office :

Bharat House, 4th Floor,
104, Bombay Samachar Marg, Fort,
Mumbai - 400 001.

Date : 4th day of September, 1998.

THE GAEKWAR MILLS LIMITED

DIRECTORS' REPORT

To,

The Members,

The Directors present their 69th Annual Report and the Audited Accounts for the year ended 31st March, 1998.

The Members are aware that the Mill stopped working from the 10th June, 1986. Since closure of the Mill, the members of the staff have not been attending. However, the work of writing of Books of Accounts was taken up with the assistance of some loyal employees, and the same has been completed and audited.

The company has incurred a loss of Rs. 286.76 lacs for the year under report, of which Rs. 384.04 lacs is on account of interest.

The process of implementing the Sanctioned Scheme has continued and the Company sold part of its idle assets, cloth, stock and some structures as per the Sanctioned Scheme. The Company is making its best efforts to obtain term loan of Rs. 6.43 cr against the Guarantee given by the Government of Gujarat for re-starting of the mills. Towards its further efforts the Company is negotiating with Sicom Ltd. I RBI, Libra International and Euro Asia Capital and Technologies Pvt. Ltd. for Forex Indian Rupees Loan.

As for the repayment of dues of the Banks and Financial Institutions, the Company is making all efforts for the sale of its surplus land, preferable in one block or by plots, depending on proposals from prospective buyers, as per the order of AAIFR at a review hearing of the implementation of the Sanctioned Scheme, on 13th October, 1997.

DIRECTORS:

Shri Rasheed A. Maskati and Shri K. K. Kotwal, Directors of the Company, retire by rotation, but being eligible, offer themselves for re-appointment.

INSURANCE :

The Company's Buildings, Machinery and other properties have been adequately insured against risk of Fire, Riots, Strike and Civil Commotion.

AUDITORS:

The Members are requested to re-appoint M/s. M. D. Pandya & Associates, Chartered Accountants, as Auditors and fix their remuneration.

OBSERVATION ON THE REMARKS IN THE AUDITORS' REPORT:

The Auditors have made their expression of opinion, subject to Notes, 1, 3, to 5 and 7 to 13 of the Accounts. The Auditors' Report also contains Statement on additional matters, as required by the Manufacturing and Other Companies (Auditors' Report) Order, 1998. The fullest information and explanation on the respective matters have already been given in the aforesaid Notes included by your Directors as a part of Account submitted to you for the year under Report as also by the Auditors themselves in the said Report.

On behalf of the Board of Directors

K. K. Kotwal
Director

Registered Office :

Bharat House, 4th Floor,
104, Bombay Samachar Marg, Fort,
Mumbai - 400 001.

Date : 4th day of September, 1998.

ANNEXURE TO THE DIRECTORS' REPORT

(Additional information given in terms of Notification No. 1029 of 31/12/1998, issued by the Department of Company Affairs).

No information can be given with regard to Disclosure in respect to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, etc., since the Mills were closed during the year under Report.

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AUDITORS' REPORT
TO THE MEMBERS OF THE GAEKWAR MILLS LIMITED.
ON THE ACCOUNTS FOR THE YEAR 1997-98.

1. We have audited the attached Balance Sheet of your Company as at 31st March, 1998, and also its Profit & Loss Account, for the year ended on that date, annexed thereto, together with the Notes forming part of the Accounts. These Accounts have been prepared on the going-concern basis, though the Mills were closed throughout the year. Appellate Authority for Industrial and Financial Reconstruction (AAIFR). has sanctioned the Rehabilitation Scheme prepared by the Industrial Development Bank of India (IDBI), the Operating Agency. The Company has initiated the process of implementation of the sanctioned scheme.
2. The Fixed Assets, including 'Machinery awaiting installation', were not verified by the Management, during the year, nor were the records maintained. No documents, of title, have been shown to us. During the year certain Machineries, Stock of cloth, Stores and building material relating to demolished staff quarters. Building were sold. Except for the above, the Assets have been shown at the same figures as at the end of the earlier year, and we are in no position to express any opinion about their existence or present condition. The company has not provided depreciation for the year and for several earlier years, As stated in our past reports, the accumulated arrears, as at 30th June, 1986, amounted to Rs. 1,90,04,724. No computation has been made of the arrears, of depreciation, thereafter.
3. Though goodwill is shown, at its purchase cost of Rs 57,546, it cannot be said, in the circumstances of the case, to have any commercial value.
4. The stocks, shown at a total of Rs. 94,627 in the Balance Sheet, could not be verified, either as at, or after, the end of the year or during it, nor were any records thereof maintained. The same have been valued on an adhoc basis., the arithmetical effect whereof, expressed as a percentage of the cost, is stated in Schedule G to the Balance Sheet.

5. The Debtors have been taken as per their balances in the books, totaling Rs 44,11,704 out of which Rs.43,63,704/- in same as on 30.6.1988. However no confirmation was available from (nor any request, to that effect, made to) As nothing has been received from them, till the completion of audit over 10 years later, the non-confirmation of debtors must, in our, opinion, be considered to be doubtful of recovery, even quite apart from the litigation, dispute and arbitration mentioned in Note No. 9 to the Accounts.
6. As regards the Income -Tax Refund/Interest Receivable of Rs 3,97,245 as shown under Sundry Debtors, the same appears to be doubtful of recovery.
7. There are no balance confirmation certificates from the Bank, for the Fixed Deposits of Rs 6,24,008. The deposit receipts could also not be verified by us, as we were informed that they are held by the Bank. As such, we are unable to express any opinion on this item.
8. The Advances for goods and expenses of Rs. 23,83,084 /-, have been taken only as per the books, without any external confirmation (for which, in fact, no request has been made either). As there are hardly any recoveries or adjustments since 30.06.1987, right up to the completion of audit more than 10 years later, the same must, in our opinion, be considered to be doubtful of recovery.
9. The Excise and other deposits, totaling Rs 7,09,265 have also been taken only as per the books, without any external confirmation. Moreover, no request was made, to the depositor parties, for such confirmation. In the circumstances, we cannot say whether the above balance of Rs 7,09,265 can be considered good.
10. Sundry Creditors aggregating Rs. 9,46,71,780 and the Sundry Deposits and Advances received totaling Rs 4,50,474 have been taken, as per the books, without any confirmation. Moreover, no request was made, to the parties, for such confirmation.
11. No provision has been made for wages or wage-related outgoings for the year except in respect of few of the staff members as we are informed that, no wages are payable for closure period as per the order of AAIFR.

12. As required by the Manufacturing and other Companies (Auditors' Report) order, 1988, issued Under Section 227(4A) of the Companies Act, 1956, we make, on the basis of such checks, of the books and records, as we considered appropriate, the following statement on such of the matters, specified in the said order, as are applicable to the Company :

- (a) As stated in paragraph 2 above, the Fixed Assets have not been verified, by the Management, during the Year nor were the records thereof maintained as at 31.03.1998.
- (b) The Fixed Assets have not been revalued during the year; as such, the question, of indicating the basis of revaluation, does not arise.
- (c) We are informed that, as the Mills were closed, physical verification could not be conducted by the Management, during the year, in respect of Finished Goods, Stores, Spares parts and Raw Materials. However at the year's end, the company do not hold any stock of Finished Goods, Stores and spares.
- (d) In view again of the absence, of physical verification(as just stated above), the question, of determination of reasonableness or adequacy of the procedure of verification does not arise.
- (e) In view again of the absence, of physical verification, the question of any material discrepancies being noticed on such verification, as compared to book records, does not, naturally, arise.
- (f) Since, as stated in paragraph 5 above, the Stock Valuation is on an ad-hoc basis, it is not in accordance with the normally accepted accounting principles. For the same reason, we cannot say whether such valuation is fair and proper. The basis, of valuation, is the same, as in the preceding year.

- (g) As regards the rate of interest and terms and conditions, of loans taken from parties listed in the register Under Section 301 of the Companies Act, 1956, the Company has taken a loan from only one party listed therein and the rate of interest and other terms and conditions of the loan are not prima-facie prejudicial to the interests of the Company. The Company has not taken any loans from companies under the same Management as defined in Section 370(18).
- (h) No loans or advances in the nature of loans, were given by the company, during the year. There was no repayment, during the year, of the existing such loans or advances, The question, of regularity in the payment of interest, does not arise, as no interest was chargeable on the said loans.
- (i) As regards an adequate internal control procedure, commensurate with the size of the Company and the nature of its business, for the purchase of stores, raw materials, including components, plant and machinery, equipment and other assets, and for the sale of goods, there were no such purchases. In respect of Sales made during the year, company had invited quotations for sale of these items.
- (j) Since there were, during the year, no transactions of purchase of goods and materials, or sale of goods, materials and services, the question, of the prices being reasonable with regard to such transactions made in pursuance of contracts or arrangements entered in the register maintained Under Section 301 of the Companies Act, 1956, and aggregating Rs 50,000/-, during the year, in respect of each party, does not arise.
- (k) No unserviceable or damaged Stores, Raw materials or Finished Goods have been determined.
- (l) There being no production, during the year, the question, of maintaining reasonable records for the sale or disposal of realisable by-products and scrap, does not arise.
- (m) There was no Internal Audit during the year.