

GUJCHEM DISTILLERS INDIA LIMITED



67th ANNUAL REPORT 2005-2006



Gujchem Distillers India Limited

Directors

SMT. DEVIKA NAVNITLAL, Chairperson
SHRI MANISH NAVNITLAL, Managing Director
SHRI JAGAT H. SHAH, Director
SHRI SHASHIKANT D. PANDYA, Director

Auditors

SHARP & TANNAN
Chartered Accountants

Bankers

DENA BANK
BANK OF BARODA

Registered Office

"CHAITANYA" F/1, Sheth C.G.Road,
Ellisbridge,
Ahmedabad-380006

Works

Bilimora, Dist. Navsari (Gujarat)



NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of the Company will be held on Saturday, the 30th September 2006 at 10.15 A.M. at The Registered Office of the Company at "Chaitanya" F/1, Sheth C.G.Road, Ellisbridge, Ahmedabad-380006 to transact the following business:

ORDINARY BUSINESS

- (1) To receive, consider and adopt the audited Balance Sheet as at 31st March, 2006 and Profit and Loss Account for the year ended on that date together with the Directors' Report and the Auditors Reports thereon.
- (2) To appoint a Director in place of Shri Jagatbhai H. Shah who retires by rotation and being eligible offers himself for reappointment.
- (3) To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

NOTES :

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND PROXY NEED NOT BE A MEMBER.
- (2) Proxies in order to be valid must be delivered at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
- (3) Members are requested to notify the change, if any in their registered address.
- (4) The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday 28th September, 2006 to Saturday, 30th September, 2006 (both days inclusive) for the Annual General Meeting.
- (5) Members are requested to bring their copy of Annual Report to the meeting.
- (6) Members desiring to seek information on Annual Accounts to be explained at the meeting are requested to send their queries at least ten days before the date of the meeting so that the information can be made available at the meeting.

Regd. Office :

"Chaitanya" F/1. Sheth C. G. Road,
Ellisbridge, Ahmedabad 380 006
Date: 8th August, 2006

By order of the Board,

MANISH NAVNITLAL
Managing Director

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR 30TH SEPTEMBER, 2006.

Name of Director	Shri Jagatbhai H. Shah
Date of Birth	02-12-1962
Date of Appointment	01-10-2004



Gujchem Distillers India Limited

DIRECTORS' REPORT

To,
The Members,
GUJCHEM DISTILLERS INDIA LIMITED

Your Directors present the Annual Report together with the audited statement of accounts for the year ended 31st March, 2006 which they trust will meet your approval.

FINANCIAL RESULTS:

The working results of the Company for the year ended 31st March 2006 are briefly indicated below:

	2005-2006	(Rs. in Lacs) 2004-2005
	Rs.	Rs.
Profit (Loss) before depreciation and others:	(68.79)	(15.24)
Less: Depreciation	3.29	3.66
Results in a Profit (Loss) after Depreciation	(72.08)	(18.90)
Loss brought forward	(579.28)	(560.38)
Balance of (Loss) carried to Balance Sheets	(651.36)	(579.28)

OPERATIONS AND FUTURE PROSPECTS

The Company is in process of implementing the Rehabilitation Scheme approved by BIFR.

DIVIDEND

In view of the losses of the current year, your Directors regret their inability to recommend dividend for the year under review.

DEPOSITS

During the year under review, Company has not accepted any deposits falling within in purview of section 58A of the Companies Act, 1956 and Company has started repayment of outstanding deposits as per the Rehabilitation Scheme approved by BIFR. The unclaimed deposit at the year end was Rs.18.25 lakhs.

AUDITORS OBSERVATIONS

The observations of the auditors in their report are explained in the note to the accounts written which was self-explanatory.

DIRECTORS:

Shri Jagatbhai H. Shah retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. Your Directors recommend his reappointment.

During the year, Shri Dineshbhai M. Patel ceased to be a Director. The Board places on record the valuable services provided by him to the Company during his tenure as a Director.

EMPLOYEES

There are no employees in receipt of remuneration as mentioned in section 217(2A) of the Companies Act, 1956.



Gujchem Distillers India Limited

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, with respect to Directors' responsibility statement, it is hereby confirmed:

1. That the preparation of the annual accounts for the financial year ended 31st March, 2006, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and the profit or loss of the company for the year ended under review;
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. That the Directors have prepared the accounts for the financial year ended 31st March 2006 on a going concern basis.

CORPORATE GOVERNANCE

As per the rehabilitation scheme sanctioned by Hon'ble BIFR, company would be restructuring its operations and in view of that company would implement corporate Governance thereafter.

AUDITORS:

The Company's auditors M/s. Sharp & Tannan, Chartered Accountants will retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The members are requested to appoint M/s. Sharp & Tannan as Auditors for the current year and fix their remuneration.

The specific notes contained in Annexure 'N' forming part of accounts referred in Auditor's Report are self-explanatory and give complete information.

SECRETARIAL COMPLIANCE CERTIFICATE

As per the provisions of section 383A of the Companies Act, 1956, the Secretarial Compliance Certificate from M/s. Umesh Parikh & Associates, Practicing Company Secretary is attached herewith.

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

Since there were no manufacturing activities during the year under review, details required under this clause are not applicable.

There is no foreign exchange earnings and outgo during the year under review.

ACKNOWLEDGEMENT

We are thankful to Hon'ble BIFR, Financial Institutions, Banks and Government Agencies for their continued support to the company.

Your Directors acknowledge with thanks the overall support extended by shareholders, fixed deposit holders, employees, suppliers and customers.

FOR AND ON BEHALF OF THE BOARD

Place: Ahmedabad
Date: 8th August, 2006

DEVIKA NAVNITLAL
Chairperson



Gujchem Distillers India Limited

CIN : U24230GJ1939PTC002480

NOMINAL CAPITAL RS. 10,00,00,000/-

SECRETARIAL COMPLIANCE CERTIFICATE

To,
The Members,
GUJCHEM DISTILLERS INDIA LIMITED.
"CHAITANYA", F-1 Sheth C. G. Road,
Ellisbridge, Ahmedabad -380 006.

We have examined the registers, records, books and papers of GUJCHEM DISTILLERS INDIA LIMITED., (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2006. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents and to the best of our knowledge and belief, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions of the Act, and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure "B" to this certificate, with the Registrar of Companies, Gujarat.
3. The Company being a Public Limited Company, comments on maximum number of members are not required.
4. The Board of Directors duly met 5 times on (1) 25-06-2005 (2) 18-08-2005 (3) 26-08-2005 (4) 31-12-2005 and (5) 21-03-2006 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from 28-09-2005 to 30-09-2005 during the year under review and necessary compliance of section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31-03-2005 was held on 30-09-2005 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act, during the year under review.
10. The Company was not required to make any entries in the register maintained under section 301 of the Act, in respect of the contracts falling within the purview of the section 297 of the Act, during the year under review.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government, during the year under review.
12. The Company has not issued any duplicate share certificates during the year under review.
13. During the year under review:
 - (i) the Company has delivered the share certificates on lodgment thereof for transfer and transmission and there was no allotment of securities;
 - (ii) the Company was not required to deposit any amount in a separate Bank account as no dividend was declared;
 - (iii) the Company was not required to post warrants to any of its members as no dividend was declared;
 - (iv) the Company has not transferred the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of 7 years to Investor Education and Protection Fund as there were no such amounts outstanding;
 - (v) the Company has complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of Additional Directors, Alternate Directors and Directors, to fill casual vacancy during the year under review.



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15. The Company's Paid-up Share Capital being less than the prescribed limit of Rs. 5 Crores, it is not required to appoint any Managing Director / Whole – time Director / Manager and accordingly provisions of Section 269 of the Act, are not applicable.
16. The Company has not appointed any sole-selling agents during the year under review.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the year under review.
18. The Directors have disclosed their interest in other firms/ Companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the year under review.
20. The Company has not bought back any shares during the year under review.
21. There was no redemption of preference shares or debentures during the year under review.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the year under review.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of section 58 A of the Act, during the year under review. The Company has not filed Return of Deposits as on 31-03-2006. The Company has started repayment of deposits as per the BIFR Order letter dated 16-09-2003.
24. The amount borrowed by the Company from Directors, members, public, financial institutions, banks and other during the year under review is within the borrowing limits of the Company and that necessary resolution as per section 293(1)(d) of the Act, has been passed at duly convened Annual General Meeting held on 20-09-1991.
25. During the year under review, the Company has not made any loans, investments or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under review.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under review.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under review.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under review.
30. The Company has not altered its Articles of Association during the year under review.
31. There was no prosecution initiated against the Company and no fines or penalties or any punishment was imposed on the Company during the year under review, for offences under the Act. However, the Company had received three showcase notices dated 19-05-2005, 19-05-2005 and 20-05-2005 from the Registrar of Companies, Gujarat under section 58(A)(6) of the Companies Act, 1956 in matter of acceptance of excess deposits during the year ended as on 31-03-2001, 31-03-2003 & 31-03-2002 respectively. The Company has submitted its replies vide three separate letters, all dated 08-06-2005 in reply to aforesaid show cause notices.
32. The Company has not received any money as security from its employees during the year under review.
33. The Company has not constituted any separate provident fund of employees or any class of employees as envisaged under section 418 of the said Act.

**FOR UMESH PARIKH & ASSOCIATES
COMPANY SECRETARIES**

**Date : 08-08-2006
Place: Ahmedabad**

**(UMESH PARIKH)
Proprietor
C. P. No.: 2413**

Annexure "A"

Name of the Company : **GUJCHEM DISTILLERS INDIA LIMITED.**

CIN : **U24230GJ1939PTC002480**

Authorised Share Capital : **Rs. 10,00,00,000**

Registers as maintained by the Company:

Sr.	Name of Registers
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| 1. | Register of Deposit under Section 58A |
| 2. | Register of Transfers under Section 108. |
| 3. | Register of Charges under Section 143. |
| 4. | Register of Members under Section 150. |
| 5. | Copies of Annual Returns under Section 159. |
| 6. | Register of Contracts under Section 301. |
| 7. | Register of Directors under Section 303. |
| 8. | Register of Directors' Shareholding under Section 307. |
| 9. | Register of Investments under Section 372A. |
| 10. | Minutes of the General Meetings and Meetings of Board of Directors under Section 193 . |
| 11. | Attendance registers of all the meetings of Board and General Meeting of the Company. |



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Annexure "B"

Name of the Company : GUJCHEM DISTILLERS INDIA LIMITED

CIN : U24230GJ1939PTC002480

Authorised Share Capital : Rs. 10,00,00,000

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities for and during the financial year ended on 31-03-2006.

SR. NO	FORM NO./ RETURN	FILED UNDER SECTION	DESCRIPTION	DATE OF FILING	WHETHER FILED WITHIN IN PRESCRIBED TIME YES/NO	IF DELAY IN FILING WHETHER REQUISITE ADDITIONAL FEE PAID YES/NO
1.	Sch.VI	220	Annual Report for the financial year ended 31-03-2005.	13-10-2005	Yes	N.A.
2.	C.C.	383A	Secretarial Compliance Certificate for the year 2004-2005.	13-10-2005	Yes	N.A.
3.	Sch.V Part-II	159(1)	Annual Return made up to 30-09-2005.	28-11-2005	Yes	N.A.
4.	32	303	Shri Dineshbhai M. Patel ceased to be a Director on resignation w.e.f. 26-08-2005.	22-09-2005	Yes	N.A.
5.	Return of Deposit	58(A)	Return of Deposits as on 31-03-2005.	13-04-2006	No	Yes