

GUJCHEM DISTILLERS INDIA LIMITED



72nd ANNUAL REPORT 2010-2011

Directors	SMT. DEVIKA NAVNITLAL, Chairperson SHRI MANISH NAVNITLAL, Managing Director SHRI JAGAT D. SHAH, Director SHRI SHASHIKANT D. PANDYA, Director SHRI ASHWINI R. DEVPURA, Director
Auditors	SHARP & TANNAN Chartered Accountants
Bankers	DENA BANK
Registered Office	Office No. 6, 2nd Floor, National Chambers, Nr. City Gold, Ashram Road, Ahmedabad-380009 E-mail : gujcheminvestors@gmail.com
Registrar and Share Transfer Agent	Sharepro Services (India) Pvt. Ltd. 416-420, 4th Floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbridge, Ahmedabad - 380 006. Phone : 079-26582381

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of the Company will be held on Friday, the 30th September 2011 at 4.00 p.m. at the Registered Office of the Company at "Office No.6, 2nd Floor, National Chambers, Nr. City Gold, Ashram Road, Ahmedabad-380009 to transact the following business:

ORDINARY BUSINESS

- (1) To receive, consider and adopt the Balance Sheet as at 31st March 2011 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 Smt. Devika Navnitlal who retires by rotation and being eligible offers herself for re-appointment.
- (3) To appoint a Director in place of Shri. Jagatbhai D. Shah who retires by rotation and being eligible offers himself for re-appointment.
- (4) To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting 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 ISTEAD 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 Monday, 26th September 2011 to Friday, 30th September 2011 (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 :
Office No. 6, 2nd Floor, National Chambers,
Nr. City Gold, Ashram Road, Ahmedabad 380 009
Date: 16th August, 2011

By order of the Board,
MANISH NAVNITLAL
Managing Director

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING FIXED FOR 30TH SEPTEMBER 2011

Name of Director	Smt. Devika Navnitlal	Shri Jagatbhai D. Shah
Date of Birth	03-10-1933	02-12-1962
Date of Appointment	18-01-1978	01-10-2004
Expertise	Administration and Finance	Administration

DIRECTORS' REPORT

To,
The Members,
GUJCHEM DISTILLERS INDIA LIMITED

Your Directors have pleasure in presenting the Annual Report together with the audited statement of accounts for the year ended 31st March 2011 which they trust will meet your approval.

FINANCIAL RESULTS:

The working results of the Company for the year ended 31st March 2011 are briefly indicated below:

	2010-2011	(Rs. in Lacs) 2009-2010
	Rs.	Rs.
Profit (Loss) before depreciation and others:	312.28	(6.16)
Less: Depreciation	1.05	1.22
	<u>311.23</u>	<u>(7.38)</u>
Less : Income Tax of earlier year	-	(3.26)
Less : Provision for Income Tax	1.00	-
	<u>310.23</u>	<u>(4.12)</u>
Profit (Loss) brought forward	(411.95)	(407.83)
Balance of Loss carried forward	101.72	411.95

OPERATIONS AND FUTURE PROSPECTS

The Company was declared as a sick Company under the provisions of SICA, 1985 by the Board of Industrial and Financial Reconstruction (BIFR). During the year under review as the net worth of the Company became positive, BIFR vide its order dated 1-12-2010 discharged the Company from the purview of SICA / BIFR.

The Company has been able to generate some revenue by undertaking trading related operations during the year under review. The management is exploring various alternatives to restart the manufacturing operations of the products for which the company has technical and marketing expertise.

DIVIDEND

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 purview of section 58A of the Companies Act, 1956. There were unclaimed deposit of Rs. 6,34,424/- as on 1-4-2010. During the year under review Rs. 4,11,324/- have been claimed by the depositors and balance amount of unclaimed deposits of Rs. 2,23,100/- have been transferred / deposited with Investor Education and Protection Fund.

AUDITORS OBSERVATIONS

The observations of the auditors in their report are explained in the Specific notes contained in Annexure 'L' forming part of accounts which are self-explanatory and give complete information.

DIRECTORS:

Smt. Devika Navnitlal and Shri Jagatbhai D. Shah retire by rotation at the ensuing Annual General Meeting and are eligible for re-appointment. Your Directors recommend their re-appointment.

EMPLOYEES

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

DIRECTORS RESPONSIBILITY STATEMENT

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

1. That the preparation of the annual accounts for the financial year ended 31st March, 2011 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 judgment 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 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 for the year ended under review;
4. That the Directors have prepared the annual accounts on a going concern basis;

CORPORATE GOVERNANCE

Your Company has started compiling the various clauses of the Corporate Governance practice mandated by Clause 49 of the Listing Agreement.

AUDITORS:

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

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 EARNING 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

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 : 16th August, 2011

DEVIKA NAVNITLAL
Chairperson

SECRETARIAL COMPLIANCE CERTIFICATE

To,
The Members,
GUJCHEM DISTILLERS INDIA LIMITED.
Office No. 6, 2nd Floor, National Chambers,
Nr. City Gold, Ashram Road,
Ahmedabad -380 009.

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 there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31-03-2011. 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) 08-05-2010 (2) 20-08-2010 (3) 23-08-2010 (4) 28-10-2010 and (5) 27-01-2011 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 28-09-2010 to 30-09-2010 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 31-03-2010 was held on 30-09-2010 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 approval 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) in view of capital reduction effected pursuant to BIFR order, the Company is in process of issue of new share certificates so share transfer has been kept pending 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 transferred the amounts of matured deposits which have remained unclaimed or unpaid for a period of 7 years to Investor Education and Protection Fund;
 - (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.
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. Repayment of deposits has been made 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 others 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.
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 : 16-08-2011
Place: Ahmedabad**

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

Annexure "A"
List of Registers as maintained by the Company:

Sr.	Name of Registers
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.

Annexure "B"

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 31-03-2011.

SR. NO	FORM NO./ RETURN	FILED UNDER SECTION	DESCRIPTION	DATE OF FILING	WHETHER FILED WITHIN PRESCRIBED TIME YES/NO	IF DELAY IN FILING WHETHER REQUISITE ADDITIONAL FEE PAID YES/NO
1.	32	303(2)	Appointment of Mr. Ashwini Devpura as a Director at AGM.	26-10-2010	Yes	N.A.
2.	66	383A	Secretarial Compliance Certificate for the financial year ended 31-03-2010.	26-10-2010	Yes	N.A.
3.	23 AC & 23ACA	220	Annual Report for the financial year ended 31-03-2010.	26-10-2010	Yes	N.A.
4.	23	198,269, 309,310 & Sch. XIII	Special resolution passed for approval of re-appointment of Shri Manish Navnitlal as the Managing Director of the Company at AGM.	27-10-2010	Yes	N.A.
5.	20B	159	Annual Return made up to 30-09-2010.	29-11-2010	Yes	N.A.
6.	21	—	For filing of order of Board for Industrial and Financial Reconstruction (BIFR)	12-01-2011	Yes	N.A.
7.	1INV	Rule 3 of Investor Education and Protection Fund Rules, 2001	For statement of matured deposit credited to the Investor Education and Protection Fund.	29-04-2011	N.A.	N.A.