

*3<sup>rd</sup>*  
*Annual Report*  
*2002-2003*

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GULSHAN



**Gulshan Chemfill Limited**

**GULSHAN CHEMFILL LTD.**

GULSHAN

**BOARD OF DIRECTORS**

Dr. Chandra Kumar Jain	- Chairman
Mrs. Mridula Jain	- Managing Director
Mrs. Arushi Jain	- Director
Mr. Mohan Lal Bansal	- Whole Time Director
Dr. Vinod Kumar Sharma	- Director - Independent
Mr. Sumat Jain	- Director - Independent

**AUDITORS**

M/s Shahid & Associates  
Chartered Accountants  
Muzaffarnagar, (UP) 251 001

**BANKER**

Bank of Baroda

**REGISTERED OFFICE**

11th K.M., Begraipur Industrial Area,  
Muzaffarnagar, (UP) 251 001

**CORPORATE OFFICE AND SHARE  
DEPARTMENT & INVESTOR CELL**

G-81, Preet Vihar,  
Delhi - 110 092

**REGISTRAR & TRANSFER AGENT**

M/s. Alankit Assignments Ltd.  
205-208, Anarkali Complex  
Jhandewalan Extension  
New Delhi - 110055

**PLANT LOCATION**

11th K.M., Begraipur Industrial Area,  
Muzaffarnagar, (UP) 251 001

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**GULSHAN CHEMFILL LTD.****NOTICE**

Notice is hereby given that the 3rd Annual General Meeting of **GULSHAN CHEMFILL LTD.** will be held on Monday, 29th September, 2003 at 1:00 P.M. at Lala Gulshan Rai Jain Charitable Trust Dharamshala, 54 Gher Khatti, Muzaffarnagar - 251001 (UP) to transact the following business:

- 1) To consider and adopt the Audited Balance Sheet as at 31st March 2003 and the Profit & Loss Account of the company for the year ended on that date together with the Reports of Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Dr. C. K. Jain, who retires by rotation and being eligible, offers himself for reappointment.
- 3) To appoint a Director in place of Ms. Arushi Jain, who retires by rotation and being eligible offers herself for reappointment.
- 4) To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.
- 5) To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Section 94(1)(a) of the Companies Act, 1956 and as authorized by the Articles of Association of the company, the Authorized Capital of the company be increased from the existing of Rs. 1,50,00,000/- (Rupees one crore fifty lacs only) divided into 75,00,000 equity shares of Rs. 2/- each to a total of Rs. 4,50,00,000/- (Rupees Four crore fifty lacs only) divided into

- (i) Equity Share Capital of Rs. 1,50,00,000/- consisting of 75,00,000 Equity Shares of Rs. 2/- each,
- (ii) Preference Share Capital of Rs. 3,00,00,000/- consisting of 3,00,000 (Three lacs) 0% (Zero Percent) Redeemable Preference Shares of Rs. 100/- each

RESOLVED FURTHER that the Memorandum and Articles of Association of the company be altered in the following manner:

"That the clause no. V of the Memorandum of Association and Article 8 of the Articles of Association be deleted and the following new clause in place of clause no. V of the Memorandum of Association and new article in place of Article 8 of the Articles of Association respectively be substituted therefore:

**Clause V of the Memorandum of Association :** The Authorized Capital of the company is Rs. 4,50,00,000/- (Rupees four crore fifty lacs only) divided into

- (i) Equity Share Capital of Rs. 1,50,00,000/- consisting of 75,00,000 Equity Shares of Rs. 2/- each,
- (ii) Preference Share Capital of Rs. 3,00,00,000/- consisting of 3,00,000 (Three lacs) 0% (Zero Percent) Redeemable Preference Shares of Rs. 100/- each

**Article 8 of the Articles of Association:** The Authorized Capital of the company is Rs. 4,50,00,000/- (Rupees four crore fifty lacs only) divided into

- (i) Equity Share Capital of Rs. 1,50,00,000/- consisting of 75,00,000 Equity Shares of Rs. 2/- each,
- (ii) Preference Share Capital of Rs. 3,00,00,000/- consisting of 3,00,000 (Three lacs) 0% (Zero Percent) Redeemable Preference Shares of Rs. 100/- each

- 6) To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

Resolved that pursuant to the provisions of section 31 of the Companies Act, 1956 and other relevant provisions of the said Act, the Articles of Association of the company be and is hereby altered by inserting new articles 10A & 10B after the article 10 in the following manner:

**Article 10A :**

Subject to the provisions of section 80 of the Companies Act, the company shall have the power to issue Preference Share Capital which will have preferential right with respect to the payment of dividend,

**GULSHAN CHEMFILL LTD.**

redemption and in the distribution of assets of the company and right of voting in the meeting of Preference Shareholders in the manner and as per terms and conditions of issuing the same. The said preference shares shall confer the right to a fixed preferential dividend cumulative or otherwise as may be decided by the company at the time of issue.

**Article 10B:**

On the issue of Preference Share Capital of Rs. 3,00,00,000/- (or part thereof) consisting of 3,00,000 (Three lacs) 0% (Zero Percent) Redeemable Preference Shares of Rs. 100/- each under the provisions of Articles of Association, the following provisions shall take effect:

- (i) No such shares shall be redeemed except out of the profits of the company which would otherwise, be available for dividend or out of the proceeds of the fresh issue of shares made for the purpose of the redemption.
- (ii) No such shares shall be redeemed unless they are fully paid up.
- (iii) The premium, if any, payable on redemption must have been provided for out of the profits of the company or the company's share premium account, before the shares are redeemed.
- (iv) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue there shall out of the profits which would otherwise have been available for dividend, be transferred to a reserve to be called the "Capital Redemption Reserve Account" a sum equal to the nominal amount of the shares redeemed, and the provision of the Companies Act relating the redemption of Share Capital of the company shall, except as provided in section 80 of the Act, apply as if the Capital Redemption Reserve Account is paid up share capital of the company.
- (v) The dividend on preference share capital shall be paid every year. However, the preference shareholders shall have the right to accumulate the payment of dividend, if the same is not paid or partly paid for any financial year, to be paid in next financial year/s or to be paid at the time of redemption of such shares along with the redemption proceeds.
- (vi) The preference shareholders shall have the right to attend and vote at the meeting of such class of shareholders and may vary, alter or modify the terms of such preference shares including the right to the payment of dividend, premium, discount on redemption or any other redemption terms.
- (vii) The preference shareholders shall not have the right to attend and vote at the meeting of equity shareholders of the company or the meeting of shareholders of different class of preference shareholders.
- (viii) The holder of the preference shares shall be entitled to attend meeting and vote on the resolution directly affecting the rights, or where the dividend due on their share is in arrear for not less than two years before the meetings, on all resolutions at every meetings of the company,
- (ix) These Preference Shares shall be transferable with the approval of Board of Directors of the company.
- (x) The other rules regarding the splitting, consolidation, issuance of share certificate, transfer/transmission, and common seal etc. shall remain same which are applicable to equity share capital of the company and as provided in the articles of the company.
- (xi) Unless otherwise agreed by the preference shareholders, the preference shares shall be redeemed (in the manner as provided in the Companies Act) in 6th, 7th & 8th year in the ratio of 35%, 35% & 30% respectively of the nominal value (at par, premium or discount as per terms of issue or as agreed otherwise) after the date of its issue along with the accumulated dividend (if any), redemption premium (if any) and or discount (if any). However, the redemption period shall not exceed the time limit as prescribed by the Companies Act.

By Order of the Board  
for **GULSHAN CHEMFILL LIMITED**

**MRIDULA JAIN**  
Managing Director

Delhi  
30th July, 2003

**GULSHAN CHEMFILL LTD.****NOTES :**

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies and such proxy need not be a member of the company. The instrument appointing proxy should be deposited at the Registered office of the company, not less than 48 hours before the commencement of the meeting.
2. The information as required to be provided under the Listing Agreement entered into with Stock Exchanges regarding the directors who are proposed to be appointed/reappointed and the related explanatory statement pursuant to section 173(2) in respect of the business under item nos. 5 & 6 set out above are annexed hereto.
3. The register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 16th September 2003 to Saturday, 20th September 2003 (both days inclusive).
4. Since this is the third year of the company, pursuant to Section 205A of the Companies Act, 1956 read with the Companies Unpaid Dividend (Transfer to General Reserve Account of the Central Government) Rules, 1978 no unclaimed/unpaid dividend have become due to be transferred to the General Revenue Account of the Central Government. Moreover, the company has not declared any dividend so far since its incorporation.
5. Members are requested to notify promptly any change in their address, if any, so as to reach the Registrar of the Company i.e. M/s Alankit Assignments Ltd, 205-208, Anarkali Complex, Jhandewalan Extension, Delhi-110055, (Phone nos 011-23610220 to 224, Fax no. 011-23552001 and Email address : [alankit@alankit.com](mailto:alankit@alankit.com)) or to Share Department & Investor Cell of the Company at G-81, Preet Vihar, Delhi-110092 (Phone nos 011-22514751, 22515802 and Fax no. 22529848 and Email address: [ppkothari@gulshanindia.com](mailto:ppkothari@gulshanindia.com)) latest by the Saturday, 20th September 2003.
6. The members can avail of the nomination facility by filling form 2-B with the company. Blank forms will be supplied on request.
7. Members/Proxies are requested to bring copy of the Annual Report with them, as copies of the Report will not be distributed at the Meeting.

**INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT :**

As required under the listing agreement, the particulars of Directors who are proposed to be appointed/reappointed are given below :

1. Name : Dr. C. K. Jain  
Age : 55 years  
Qualifications : M.Sc., Ph.D. (Chemistry)  
Experience : Vast experience in Managing Business Affairs.  
Other Directorships : He is also director in 10 other companies including the Managing Director in Gulshan Sugars & Chemicals Ltd. and M/s Gulshan Polyols Limited. He is also Chairman of Remuneration committee in 3 company.
2. Name : Mrs. Arushi Jain  
Age : 26 years  
Qualifications : MBA (Thames Valley University, UK)  
Experience : Finance & General Management  
Other Directorships : She is Director in 3 other companies including Private Limited Companies.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956****ITEMS NO 5 & 6**

The company intends to increase the Authorized Capital by incorporating the Preference Share Capital. The Memorandum and Articles of the company requires an amendment in capital clause and articles respectively. The provisions of Section 94 and 31 of the Companies Act, 1956 requires the approval of the shareholders for effecting the above amendments. The Board of Directors have already approved the above amendments. This will enable to strengthen the capital base of the company and would help the company to expand the business.

None of the directors, directly or indirectly are concerned or interested in the resolution.

The directors recommend the resolution for your approval.

**GULSHAN CHEMFILL LTD.****DIRECTOR'S REPORT**

Dear Members,

The Board of Directors feel great pleasure in presenting the 3rd Annual Report along with Audited Accounts of your Company for the year ended 31st March 2003.

**FINANCIAL HIGHLIGHTS :**

	<b>CURRENT YEAR</b> <b>31-3-2003</b>	<b>(Rs. in Lacs)</b> <b>PREVIOUS YEAR</b> <b>31-3-2002</b>
- Turnover & Other Income	690.87	596.43
- Expenditure	602.39	533.64
- Gross Profit before Depreciation, Finance Charges & Tax	88.48	62.79
- Depreciation	43.96	33.48
- Finance Charges	35.27	21.77
- Profit before Tax	9.25	7.54
- Provision for Tax -- Current Tax	3.40	1.45
-- Deferred Tax Credit	1.63	2.11
- Net Profit after Tax	7.48	8.20
- Gross Cash Accruals	51.44	41.68
- Equity Share Capital	124.25	124.25
- Par Value of Equity Share (Rs.)	2.00	2.00
- Earning per Share (Rs.)	0.12	0.13

**DIVIDEND**

The Board of Directors do not recommend any dividend for the year.

**2002-03 IN RETROSPECT**

The Sales and Other Income for the financial year under review, were Rs. 690.87 lacs (Previous year Rs. 596.43 lacs) showing a growth of about 15%. The Net Profits after tax were Rs. 7.48 lacs (Previous year Rs. 8.20 lacs). The Depreciation charge was higher at Rs. 43.96 lacs (Previous year 33.48 lacs). The Cash accruals were Rs. 51.44 lacs (Previous year 41.68 lacs) showing a growth of more than 23%.

Management's Discussion & Analysis about the company forms part of this report.

**DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Dr. C. K. Jain and Ms. Arushi Jain, Directors of the company retire at the ensuing Annual General Meeting by rotation and being eligible offer themselves for reappointment.

**PUBLIC DEPOSITS**

During the year the company had invited Fixed Deposits u/s 58 A of the Companies Act, 1956 but no amount was received during the year and as such, no amount of principal or interest was outstanding as on 31st March, 2003. However, the company has complied with the provisions of section 58-A of the Companies Act, 1956 and rules made thereunder.

**CONTRIBUTION TO EXCHEQUER**

Your company has paid substantial amounts in excess of Rs. 90.04 lacs to the National Exchequer during the year in the form of Excise Duty, Custom Duty, Direct & Indirect taxes, levies, cess etc.

**INSURANCE**

The Assets of the company including Buildings, Plant & Machinery, Stocks & Stores etc. have been adequately insured.

**DEMAT OF SHARES**

Necessary arrangements are made for Dematerialisation of Shares with NSDL and CDSL. Over 81.7% of the equity shares of the company are already in Demat form. Since the shares of the company are traded on stock exchange in compulsory demat form, the shareholders holding shares in physical form may avail this facility in their own interest.

**LISTING OF SHARES**

The equity shares of Rs. 2/- each have been listed on UP Stock Exchange, Kanpur (Regional Stock Exchange), Delhi Stock Exchange and Mumbai Stock Exchange.

**GULSHAN CHEMFILL LTD.****AUDITORS REPORT**

The Auditors report to the shareholders does not contain any audit qualification. The audit of branches of the company is also audited by the Statutory Auditors.

**DISCLOSURE OF PARTICULARS**

The information pursuant to section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 and as amended and to the extent applicable to the company are given as per prescribed Forms in **Annexure-1** forming part of this report. The company has not given any shares to any of the employees under Employees Stock Option Scheme.

Pursuant to the clause 49 of the Listing Agreement, a report on Corporate Governance is given in **Annexure-2**.

**PERSONNEL**

None of the employees during the year received the remuneration in excess of the limits set out under the Provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 as amended up to date. Mrs. Mridula Jain, Managing Director of the Company is related to Dr. C. K. Jain as her husband and Mrs. Arushi Jain as her daughter.

**DIRECTORS' RESPONSIBILITY STATEMENT**

As per section 217(2AA) of the Companies (Amendment) Act, 2000, your company has complied with the entire following requirement set out in the said provision:

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure;
- ii) That the selected accounting policies were applied consistently and the directors made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2003 and of the profit of the company for the year ended on that date.
- iii) That proper and sufficient care has been taken 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;
- iv) That the annual accounts have been prepared on a going concern basis.

**SAFETY AND ENVIRONMENT**

The company continued to maintain a good safety record. The manufacturing unit of the company is environment friendly and maintains all safety standards and measures.

**INDUSTRIAL RELATIONS**

The Company continued to maintain good industrial relations with the work force in its unit and offices.

**AUDITORS**

M/s. Shahid & Associates, Chartered Accountants, Muzaffarnagar, Auditors of the company retire at the forthcoming Annual General Meeting and being eligible offer themselves for reappointment. They have confirmed that their appointment, if made, would be within the prescribed limits under section 224(1-B) of the Companies Act, 1956. Accordingly, the said Auditors may be reappointed as Auditors of the company at the forthcoming Annual General Meeting. Though, the Auditors report to the shareholders does not contain any audit qualification.

**SECRETARIAL COMPLIANCE CERTIFICATE**

In terms of provisions of Section 383A of the Companies (Amendment) Act, 2000 the Secretarial Compliance Certificate issued by a practicing Company Secretary forms part of this report as **Annexure-3**.

**ACKNOWLEDGEMENTS**

Your Directors wish to place on record their appreciation to the contribution made by all the employees in ensuring high levels of performance and growth that your company has achieved during the year and the valued customers for extending their faith & confidence in the product quality and service. The Board of Directors also wish to place on record to the valuable co-operation and assistance extended by the Financial Institutions, Banks and Government Authorities for their continued support for the growth of the company.

The future prospects of the company are quite exciting in view of the products demand and it would be the Company's endeavor to merit the confidence of the esteemed Shareholders on every account.

For and on behalf of Board of Directors

27th June, 2003  
Delhi

**DR. C.K. JAIN**  
Chairman



**GULSHAN CHEMFILL LTD.****FORM- B (See Rule - 2)**

**Disclosure of particulars with respect to Technology Absorption and Research & Development (R & D) :**  
The company has not imported any technology for the process of operations. The company has made own efforts over the years for development, refinement and improvement in the technology.

**FORM- C**

**Foreign Exchange Earnings & Outgo : NIL**

**REPORT ON CORPORATE GOVERNANCE****ANNEXURE-2****(A) Company's Philosophy**

The company firmly believes in and has consistently practiced good Corporate Governance. The Company's essential character is shaped by the very values of transparency, professionalism and accountability. The company will endeavor to improve on these aspects on ongoing basis.

**(B) Board of Directors**

The Board of Directors comprises a total of 6 Directors, which include a Non-executive Chairperson, a Managing Director, a Whole Time Director, and 3 Non-executive Directors, including 2 independent directors. The ratio of Independent directors is 33% of the total Board's strength. The non executive chairman belongs to the promoter's category and there is no other pecuniary relationship except her being director in other group companies.

During the year 5 Board Meetings were held on 17-04-2002, 28-06-2002, 30-07-2002, 30-10-2002 & 30-01-2003.

The composition of directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting as also number of other directorship/membership of committees are as follows :

Name of Directors	Category of Directorship	No. of Board Meeting Attended	Attendance at last AGM	No. of other directorships	Committee Membership	
					Member	Chairman
Dr. C. K. Jain	Chairman	5	Yes	10	--	3
Mrs. Mridula Jain	Managing Director	5	Yes	8	--	1
Mrs. Arushi Jain	Director	3	Yes	3	--	--
Mr. Mohan Lal Bansal	Whole Time Director	4	Yes	--	--	--
Dr. V. K. Sharma	Director-Independent	5	Yes	2	5	4
Mr. Sumat Jain	Director-Independent	5	Yes	20	7	--

Note : Directorship includes Private Limited Companies also.

**(C) Audit Committee****(a) Terms of reference**

To oversee the Company's financial reporting process and disclosure of its financial information, to recommend the appointment of Statutory Auditors and fixation of the audit fee, to review and discuss with the Auditors about internal control systems, the scope of audit including the observations of the Auditors, adequacy of the internal audit function, major accounting policies, practices and entries, compliance with accounting standards and with the stock exchange and legal requirements concerning financial statements and related party transaction, if any, to review the Company's financial and risk management policies and discuss with the internal auditors any significant findings for follow-up thereon, to review the quarterly, half yearly and annual financial statements before submission to the Board of Directors.

The committee also meets the operating management and reviews the operations, new initiatives and performance of the business unit. The minutes of the Audit Committee are circulated to the Board, discussed and taken note of.

**(b) Composition**

The Audit Committee of the Board comprises of Dr. V. K. Sharma, Chairman and Mr. Sumat Jain, Member, both are non executive independent directors. The Auditors are the permanent invitee. The committee met 4 times during the financial year 2002-03 and was attended by Chairman and member.

**(D) Remuneration committee****(a) Terms of reference**

To review, assess and recommend the appointment of executive and non-executive directors from time to time, to periodically review the remuneration package of the executive directors and recommend suitable revision to the Board, to recommend compensation to the non- executive

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directors in accordance with the Companies Act, to consider and recommend Employee Stock Option Schemes (if any) from time to time and to administer and superintend the same:

**(b) Composition**

The committee comprises of Dr. C.K. Jain, Director being Chairman and two other non-executive independent directors namely Dr.V.K. Sharma and Mr. Sumat Jain being Members. The committee met 3 times during the financial year under review.

**(c) Remuneration Policy**

Remuneration of employees largely consists of base remuneration, perquisites and performance incentives. The Components of the total remuneration vary for different cadres and are governed by industry pattern, qualifications and experience of the employee, responsibilities handled by him, individual performance etc. The objectives of the remuneration policy are to motivate employees to excel in their performance, recognize their contribution, and retain talent in the organization and reward merit.

**(d) Details of remuneration for the year 2002-2003**

<b>(i) Managing/Whole Time Directors</b>				<b>(Rs./lacs)</b>	
Name	Salary	Commission	Perks	Retirement Benefits	Total
Mrs. Mridula Jain, MD	2.76	—	0.14	0.33	3.23
Mr. M. L. Bansal, WTD	1.27	—	—	0.09	1.36
<b>Total</b>	<b>4.03</b>	<b>—</b>	<b>0.14</b>	<b>0.42</b>	<b>4.59</b>

- The Managing Director is entitled for commission based on the net profits subject to the ceilings laid down in the Companies Act. However, she has not claimed the Commission during the year. The Whole Time Director is not entitled to any commission.
- The salaries of MD/WTDs are as per salary structure including annual increments for a fix period approved by Shareholders. No Bonuses, Stock options, pension are payable.
- Notice period for termination of appointment of both Managing Director and Whole Time Director is six months, on either side. No severance pay is payable on termination of appointment.

**(ii) Non-Executive Directors :** No remuneration was paid to Non- executive Directors during the year.

**(E) Shareholder's Grievance Committee****(a) Terms of reference**

To look into the shareholder complaints, if any, and to redress the same expeditiously, the committee approves requests for issue of duplicate share certificates and issue of certificates after split/consolidation etc. as also requests for transmission of shares, referred by the Share Transfer Committee.

**(b) Composition**

The shareholder's Grievance Committee comprises of two Non-Executive independent Directors namely Dr. V. K. Sharma, Chairman and Mr. Sumat Jain, Member. During the year, 4 meetings took place and Both Dr. V. K. Sharma and Mr. Sumat Jain attended the same. During the period, a total of 26 complaints were received. The Committee attended to all the complaints and all were resolved/replied to the satisfaction of the shareholders. There were no unresolved complaints, transfer pending.

**(F)** The Board has delegated the powers of approving transfer of shares to a committee of senior executives. The committee meets once in a fortnight. However in compliance to SEBI's guidelines for appointment of Single Registrar for Physical and Electronic mode, the powers to approve transfer of shares have been delegated to the Registrar.

**(G) General Body Meetings**

The details of last two Annual General Meetings are as under :-

Financial Year	Date	Time	Venue
2001-2002	12-09-2002	1.00 P.M.	Lala Gulshan Rai Jain Charitable Trust Dharamshala, 54, Gher Khatti, Muzaffarnagar (UP).
2000-2001	21-08-2001	1.30 P.M.	Lala Gulshan Rai Jain Charitable Trust Dharamshala, 54, Gher Khatti, Muzaffarnagar (UP).