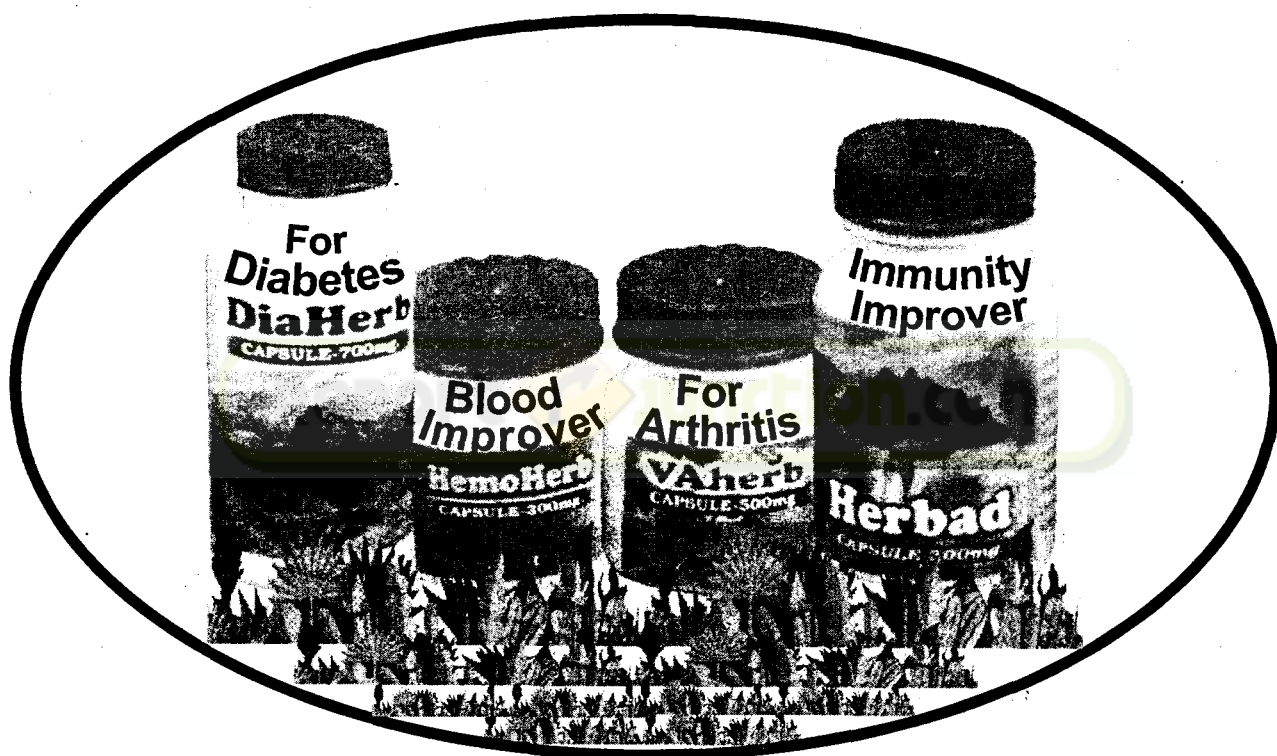




# **DINESH ALLORGA LTD.**

## **15<sup>th</sup> ANNUAL REPORT 2006-2007**



**Registered Office :**  
**Patel Colony, Mahavir Marg, Anand - 388 001. Gujarat. (India)**

**Administrative Office :**  
**8-A, Gulnar, Chinar - Gulnar Apartment, Anand-V.V.Nagar Road,**  
**Anand - 388 001 (Gujarat)**

**Factory :**  
**Lunej - 388 620. Ta - Khambhat, Dist- Anand. Gujarat.**

## **DINESH ALLORGA LTD.**

<b>Board of Directors</b>	:	Dr. Dineshbhai S. Patel <i>Chairman and Managing Director</i>  Mrs. Sonal D. Patel <i>Director</i>  Mr. Pankaj R. Patel <i>Director</i>  Mr. Krushanakant R. Patel <i>Director</i>  Mrs. Kinnari S. Patel <i>Director</i>
<b>Statutory Auditors</b>	:	Darji and Associates Chartered Accountants S-403, Kavita Shopping Centre, Opp. G.P.O. Anand.
<b>Bankers</b>	:	Canara Bank ICICI Bank Ltd.
<b>Registered Office</b>	:	Patel Colony, Mahavir Marg, Anand - 388 001.
<b>Administrative Office</b>	:	8-A, Gulnar, Chinar-Gulnar Appartment Anand- V.V.Nagar Road ; Anand – 388 001 ( Gujarat )
<b>Works</b>	:	At & Post: Lunej 388620 Ta: Khambhat Dist. Anand Gujarat

**DINESH ALLORGA LIMITED**

**DINESH ALLORGA LIMITED**

**TO THE SHAREHOLDERS**

**NOTICE :**

Notice is hereby given that Fifteenth Annual General Meeting of DINESH ALLORGA LIMITED will be held on 28<sup>th</sup> September, 2007 at 11.00 a.m. at : S-403, Kavita Shopping Centre, Opp. Main Post Office, ANAND – 388 001 to transact the following business :

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2007 and the Profit & Loss Account for the year ended even date alongwith the Reports of Auditors and Directors thereon.
2. To appoint auditors and fix their remuneration.

**FOR AND ON BEHALF OF THE BOARD**

Place : Anand  
Date : 15<sup>th</sup> June 2007

Dr. Dinesh Patel  
Chairman & Managing Director

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**NOTES :**

- (A) A MEMBER ENTITLED TO ATTEND VOTE AT THE MEETINGS IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND, AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF, AND A PROXY NEED BE A MEMBER
- (B) PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- (B) REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM 20.09.2007 TO 27.09.2007 (BOTH DAYS INCLUSIVE)

**DINESH ALLORGA LIMITED****DIRECTORS' REPORT**

Dear Members

Your Directors have pleasure in presenting their Fifteenth Annual Report together with the Audited Statement of Accounts for the Financial Year ended on 31<sup>st</sup> March, 2007

<b>PARTICULARS</b>	<b>2006-2007 [Rs.]</b>	<b>2005-2006 [Rs.]</b>
Profit/(Loss) Before Depreciation :	24,75,390	(2,24,776)
Less : Depreciation	8,29,817	8,37,556
Profit/(Loss) Before Tax :	16,45,573	(10,62,332)
Less : Provision for Tax	NIL	NIL
Profit/(Loss) After Tax	16,45,573	(10,62,332)
Add : Balance brought forward	{92,08,234}	(81,45,902)
<b>BALANCE CARRIED TO BALANCE SHEET</b>	<b>{75,62,661}</b>	<b>{92,08,234}</b>

**(2) PERFORMANCE**

The Company has carried out Job work of Rs.12.69 Lacs and Sale of Bio Fertilizer[ Org.Manure] made of Rs. 128.29 Lacs during the year ended 31<sup>st</sup> March, 2007

**(3) OPERATIONS**

The Company has carried out job work worth Rs.12.69 Lacs and Produced and Sold of Bio Fertilizer [ Org.Manure]during the year . The Management to reduce cost and to improve overall efficiency in operations. The Company has decided to make various efforts to diversify the activities in the current year.

DEPOSITS : During the year the Company has accepted unsecured deposit of Rs. 2,64,500 .

**(4) DIVIDENDS** : In view of past accumulated losses, your Directors do not recommend any dividend the year.**(5) PARTICULARS OF EMPLOYEES** : There was no employee drawing remuneration of Rs.24,00,000 or more per annum or Rs.2,00,000 per month for any part of the year and hence no particulars have been furnished as required under section 217(2A) of the Companies Act, 1956.**(6) PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information required under Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Board of Directors) Rules, 1988 is annexed hereto and forms part of this Report.

**(7) DIRECTORS RESPONSIBILITY STATEMENT :**

(i) Your directors have followed the applicable accounting standards along with proper explanation relating to material departure while preparing the annual accounts

(ii) Your directors have selected such accounting policies and applied them consistently and made judgements and estimates that are 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 of the profit of the company for that period;

(iii) Your directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detaching fraud and other irregularities;

(iv) Your directors have prepared the annual accounts on a going concern basis.

**(8) AUDITORS** : M/s. Darji & Associates, Chartered Accountants, Anand, retire at the conclusion of this Annual General Meeting . A written Certificate is being obtained from the Auditors, M/s. Darji & Associates, Chartered Accountants, Anand to the effect that in case of their re-appointment as Auditors the same would be within the limits laid down in Section 224 (1B) of the Companies Act, 1956.**(9) ACKNOWLEDGEMENTS :**

Your Directors wish to thank the Banks, Dealers, Customers, Suppliers and Shareholders for their continued support. Your directors also take this opportunity to record their appreciation for the contributions made by all the employees to the operations of the Company during the year.

Place: Anand  
Date: 15<sup>th</sup> June, 2007

FOR AND ON BEHALF OF THE BOARD

Dr. Dinesh Patel  
Chairman & Managing Director

**DINESH ALLORGA LIMITED****CORPORATE GOVERNANCE REPORT****Company Philosophy**

The Company is committed to good Corporate Governance and endeavours to implement the Code of Corporate Governance in true spirit.

The philosophy of your company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosure and enhance shareholder value without compromising in any way in compliance with laws and regulations.

Your Company believes that good governance brings about sustained corporate growth and long term benefits for stakeholders. Your Company continuous to follow procedures and practices in conformity with the Code of Corporate Governance as enunciated in the Listing Agreement, Details of the implementation of the Code follow in the paragraphs below.

**Board of Directors**

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorship and Committee Membership held by them in other companies are given below:

Name of Directors	Category of Directorship	No. of Meetings Attended	Attended at Last AGM	No. of other Directorship held	Membership held in Committee	Chairman held in Committee
Dr. Dinesh Patel	Chairman and Managing Director	4	1	0	1	1
Mrs. Sonal D. Patel	Director	4	1	0	2	1
Mr. Pankaj R. Patel	Independent Director	2	1	0	1	0
Mr. Krushkant R. Patel	Independent Director	2	1	0	1	0
Mrs. Kinnari S. Patel	Independent Director	2	1	0	1	0

**Number of Board Meetings with Dates**

As follows

No. of Board Meetings	Date of Meetings
1 <sup>st</sup>	25/05/2006
2 <sup>nd</sup>	25/07/2006
3 <sup>rd</sup>	17/10/2006
4 <sup>th</sup>	20/01/2007

**Audit Committee**

Terms of reference:

The rule and terms of reference of Board Audit Committee cover areas mentioned under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, besides other terms as may be referred by the Board of Directors.

**Composition:**

The Board Audit Committee was formed on 30/09/2003. The Committee comprises of two independent non executive Directors. The Committee met four times during the year and the attendance of the Members at the meetings was as follows:

Name of Member	Status	Category	No. of Meetings Attendance
Mrs. Sonal D. Patel	Chairman	Director	4
Mr. Pankaj R. Patel	Member	Independent Director	2
Mr. Krushankant R. Patel	Member	Independent Director	2

**Shareholders / Investors Grievance Committee**

The Committee looks into the redressal of Shareholders' and Investors' complaints on transfer of shares, non-receipt of Annual Report / Dividend, etc.

During the year 2006-07, the Committee met 4 times on 25/5/2006, 25/07/2006, 17/10/2006 & 21/01/2007.