

| | | | | |
|-----|-------------------------------------|--|-----|-------------------------------------|
| MD | <input checked="" type="checkbox"/> | | BKC | <input checked="" type="checkbox"/> |
| CS | <input checked="" type="checkbox"/> | | DTY | <input checked="" type="checkbox"/> |
| RO | <input checked="" type="checkbox"/> | | DIV | <input checked="" type="checkbox"/> |
| TRA | <input checked="" type="checkbox"/> | | AC | <input checked="" type="checkbox"/> |
| ACM | <input checked="" type="checkbox"/> | | SHI | <input checked="" type="checkbox"/> |
| YE | <input checked="" type="checkbox"/> | | | |

EXTRUSIONTECHNIK

CERTIFIED TRUE COPY

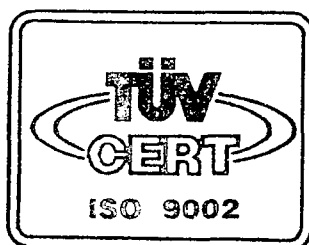
FOR KABRA EXTRUSIONTECHNIK LTD.

[Signature]

COMPANY SECRETARY.

KABRA
EXTRUSIONTECHNIK
LIMITED

Report  junction.com



14

Excellence in Export

The prestigious Certificate of Export Excellence has been awarded to the Company by the Engineering Export Promotion Council, Mumbai, in recognition of achieving highest export performance during 1995-96 amongst the Non-SSI Exporters in the panel of Machine Tools for export of Plastic Extrusion Machinery.



Certificate of Export Excellence

Awarded To Messers M/s. Kabra Extrusion
Technik Ltd., Mumbai.

in recognition of achieving highest export
performance during 1995-96 amongst the
Non-SSI exporters in the panel Machine
Tools by Exporting Plastic Extrusion
Machinery.

K. S. Chadha

REGIONAL CHAIRMAN

ENGINEERING EXPORT PROMOTION COUNCIL
MUMBAI

Date : 1st August 1997

BOARD OF DIRECTORS

| | |
|------------------------|---|
| Shreevallabh G. Kabra | <i>Chairman & Managing Director</i> |
| Satyanarayan G. Kabra | <i>Director</i> |
| Punamchand C. Parmar | <i>Director</i> |
| Haridas S. Sanwal | <i>Director</i> |
| Mahavir Prasad Taparia | <i>Director</i> |

COMPANY SECRETARY

Y. D. Sanghavi

AUDITORS

A. G. Ogale & Co.
Chartered Accountants
Pune.

BANKERS

State Bank of India

REGISTERED OFFICE

Kolsite House, Off Veera Desai Road, Andheri (W), Mumbai - 400 053.
Tel : 6267551 (8 lines) • Fax : 6267512

WORKS

Plot No. 16, Kabra Industrial Estate,
Kachigam, Daman - 396 210.

Plot No. 14 & 15, Kabra Industrial Estate,
Kachigam, Daman - 396 210.

14th ANNUAL GENERAL MEETING

Date : 18th September 1997
Day : Thursday
Time : 3.00 p.m.
Place : Juhu Jagruti Audio-Visual Centre
Shri Bhaidas Maganlal Sabhagriha,
2nd Floor, Near Mithibai College,
Juhu Development Scheme,
Vile Parle (West),
Mumbai - 400 056.

CONTENTS

| | | |
|--------------------------------------|------|----|
| Notice | | 3 |
| Directors' Report | | 5 |
| Auditors' Report | | 9 |
| Balance Sheet | | 12 |
| Profit & Loss Account | | 13 |
| Schedules | | 14 |
| Cash Flow Statement | | 23 |
| Subsidiary Company Report & Accounts | | 25 |

FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

| | 1996-97 | 1995-96 | 1994-95 | 1993-94 | 1992-93 |
|--|---------|---------|---------|---------|---------|
| Operating Results | | | | | |
| Sales & Other Income | 2641.90 | 3478.18 | 2779.96 | 2057.31 | 1565.48 |
| Profit before depreciation but after interest | 391.81 | 684.75 | 593.80 | 394.10 | 296.92 |
| Profit before Tax (PBT) | 331.78 | 627.89 | 561.59 | 367.91 | 272.54 |
| Taxation | 73.00 | 120.00 | 185.00 | 135.00 | 88.00 |
| Profit after Tax (PAT) | 258.78 | 507.89 | 376.59 | 232.91 | 184.54 |
| Retained earnings | 155.90 | 370.75 | 272.25 | 154.22 | 113.77 |
| Earning per share (EPS) (Rs.) | 7.55 | 14.81 | 10.98 | 8.72 | 6.91 |
| Dividend % | 30 | 40 | 32 | 28 | 25 |
| Financial Summary | | | | | |
| Assets Employed | | | | | |
| Fixed Assets (Net) | 1162.66 | 1193.81 | 1063.67 | 532.62 | 493.49 |
| Working Capital (Net) | 1384.48 | 877.57 | 670.45 | 320.85 | 195.23 |
| Capital Employed | 2757.40 | 2310.16 | 1947.95 | 978.95 | 807.39 |
| Financed by | | | | | |
| Share Capital | 342.95 | 342.95 | 342.95 | 267.00 | 266.88 |
| Reserves | 2069.19 | 1923.59 | 1552.83 | 500.88 | 346.31 |
| Total Shareholders Funds | 2412.14 | 2266.54 | 1895.78 | 767.88 | 613.19 |
| Borrowings | 345.25 | 43.62 | 52.16 | 211.06 | 194.19 |
| Debt: Equity | 0.14:1 | 0.02:1 | 0.03:1 | 0.27:1 | 0.32:1 |
| Others | | | | | |
| Book Value Per Share (Rs.) | 70.33 | 66.09 | 55.28 | 28.76 | 22.97 |
| Gross fixed Assets | 1376.20 | 1374.66 | 1209.60 | 646.43 | 585.08 |
| Employees Cost | 148.77 | 126.14 | 102.95 | 86.85 | 71.96 |

NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of KABRA EXTRUSIONTECHNIK LIMITED will be held on Thursday, the 18th day of September, 1997 at 3.00 p.m. at Juhu Jagruti Audio-Visual Centre, Shri. Bhaidas Maganlal Sabhagriha, 2nd Floor, Near Mithibai College, Juhu Development Scheme, Vile Parle (West), Mumbai - 400 056 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 1997 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares for the Financial Year ended 31st March, 1997.
3. To appoint a Director in place of Shri H.S. Sanwal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri M.P. Taparia, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Messrs. A. G. Ogale & Co. Chartered Accountants, as Auditors of the Company to hold such office from the conclusion of this Meeting, until the conclusion of the next Annual General Meeting, on such remuneration plus out of pocket expenses, if any, as may be determined by the Board of Directors of the Company.

SPECIAL BUSINESS :

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT, the Articles of Association of the Company be altered by inserting a new Article numbered 5-A immediately after Article-5 with the marginal note 'Buy back' of Company's fully paid-up Share."

5-A. The Directors shall, if they consider it to be necessary and in the interest of the Company, acquire/purchase the Company's fully paid-up shares out of the funds to be reserved for buy back from Free Reserves and Share Premium Account, Subject to such consents as may be necessary and within the statutory provisions laid down therefor from time to time, either for extinguishing its paid-up share capital and/or for treasury operations and/or for any other purposes as permissible and to sell such acquired shares in the manner provided therefor under the law then in force.

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT, in accordance with the statutory provisions that are/may be laid down under the Companies Act, 1956 and/or other Acts/Rules that may be made/prescribed from time to time and subject to such consents as may be necessary and in terms of Article 5-A of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to acquire/purchase the Company's fully paid-up shares, out of the funds to be reserved for buy back from Free Reserves and Share Premium Account of the Company, either for extinguishing the Share Capital and/or for treasury operation and/or for any other purposes as permissible under the law then in force."

"AND THAT the Board be and is hereby also authorised to sell such acquired shares in the manner provided therefor under the law then in force."

"AND THAT such acquisition by the Company be not construed as a reduction of Share Capital as prohibited under the Act and/or further amendment thereto."

"AND THAT the Board be and is hereby authorised to do all such acts and things as may be required for giving effect to the above resolutions".

By order of the Board of Directors
For **KABRA EXTRUSIONTECHNIK LIMITED**

Mumbai, June 27, 1997

Y. D. SANGHAVI
Company Secretary

Registered Office :
Kolsite House,
Off Veera Desai Road,
Andheri (West),
Mumbai - 400 053.

NOTES:

- i. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- ii. Proxies, in order to be effective must be received at the Registered Office of the Company, duly completed, not less than 48 hours before the scheduled time of the Meeting.
- iii. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the business under item Nos. 6 & 7 of the Notice is annexed hereto.
- iv. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 1st September, 1997 to Friday, 18th September, 1997 (both days inclusive).
- v. The dividend on shares recommended by the Board of Directors for the year ended 31st March, 1997 if declared at the meeting, will be payable to those Members whose names will be appearing on the Company's Register of Members as on 18th September, 1997.
- vi. Shareholders seeking any information with regard to accounts are requested to write to the Company at least fifteen days in advance so as to enable the Company to keep the information ready.
- vii. Pursuant to Section 205-A of the Companies Act, 1956, all dividend which remain unclaimed for a period of three years shall be transferred to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978, and therefor Members who have not encashed their dividend warrants for the financial year ended 31st March 1994, 31st March, 1995 & 31st March, 1996 are hereby requested to approach the Company Secretary for revalidating the warrants or for obtaining duplicate dividend warrants.
The unclaimed dividend for the financial year ended 31st March, 1994 will be transferred to the General Revenue Account of the Central Government on 11th November, 1997.
The Company has transferred the unclaimed dividend for the financial year ended 31st March, 1993 to the General Revenue Account of the Central Government on 22nd November, 1996. Any member who has not claimed the dividend for the said financial year is requested to approach the Office of Registrar of Companies, Maharashtra, Hakoba Mill Compound, 2nd Floor, Bombay Industrial Estate, Dattaram Lad Marg, Kala Chowki, Chinchpokli (East), Mumbai 400 033 by submitting their application in the prescribed form.
- viii. Members are requested to forward their Bank Mandate for dividend, intimation of change of Address, shares for transfer, details of Income tax Numbers, correspondence etc., only at the address of Registered Office of the Company, as M/s. Karvy Consultants Ltd. Mumbai, is no more a Transfer Agent of the Company since 1st October, 1996.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

ITEM NO. 6 & 7:

Members are aware that the Companies Act, 1956 presently restricts the purchase of own shares by a Company.

Of late, there have been discussions on the subject and the Working Draft of the Companies Bill, 1997 has recommended buy back of shares by the Company which may be accepted by the Government in due course. One of the condition prescribed by the working group is an approval from the Members by way of special resolution.

For the purpose of such Buy back, it is necessary to amend Articles of Association of the Company by inserting New Article numbered 5-A immediately after existing Article -5 authorising Board of Directors for buy back of Company's fully paid-up shares and accordingly your approval is sought for such alteration to the Articles of Association of the Company.

Buy back of its own shares, provides a company an opportunity to use its 'surplus funds' advantageously with minimum risk as compared to investments in the shares of other companies which facilitates treasury operations. Besides this it can be used to support Share Price during period of temporary weakness and also to increase the underlying share value. Such buy back of shares shall be subject to provisions contained in Article 5-A and other regulations in this behalf.

The Board of Directors feel it would be desirable to have an enabling power from the shareholders for this purpose. Your Company will be able to implement this in the interest of shareholders especially the large number of small investor of the Company, at an appropriate time and within the framework of law.

It must be clearly understood that such acquisition/purchase of shares by the Company, is not a reduction of capital as prohibited under Sections 100 to 104 and Section 402 the Companies Act, 1956 and amendment thereto".

None of the Directors is concerned or interested in the said resolutions, save and except as the Shareholders of the Company to the extent of their Individual Shareholding.

By order of the Board of Directors
For **KABRA EXTRUSIONTECHNIK LIMITED**

Y.D. SANGHAVI
Company Secretary

Mumbai, June 27, 1997

Registered Office :

Kolsite House,
Off Veera Desai Road,
Andheri (West), Mumbai - 400 053.

DIRECTORS' REPORT

To,

The Members,
Kabra Extrusiontechnik Limited,
Mumbai.

Your Directors have pleasure in presenting the Fourteenth Annual Report together with the Audited Accounts therein for the year ended 31st March, 1997.

FINANCIAL RESULT :

| | Year ended 31-3-97 (Rs.in lacs) | Year ended 31-3-96 (Rs.in lacs) |
|---------------------------------------|---------------------------------------|---------------------------------------|
| Sales & Other Income | 2641.90 | 3478.18 |
| Profit before depreciation & interest | 434.17 | 716.13 |
| Less : Interest | 42.36 | 31.38 |
| Depreciation | 60.03 | 56.86 |
| Gross Profit | 331.78 | 627.89 |
| Provision for taxation | 73.00 | 120.00 |
| Net Profit after tax | 258.78 | 507.89 |
| Add: Earlier year adjustment | — | 0.04 |
| Add: Balance b/f from previous year | 212.80 | 142.05 |
| Profit available for appropriation | 471.58 | 649.98 |
| APPROPRIATIONS : | | |
| Transferred to General Reserves | 26.00 | 300.00 |
| Proposed Dividend | 102.88 | 137.18 |
| Additional Tax on Proposed Dividend | 10.29 | — |
| Surplus balance C/f to balance sheet | 332.41 | 212.80 |
| | 471.58 | 649.98 |

Out of the amount available for appropriation, your Directors have transferred a sum of Rs. 26.00 lacs to General Reserves.

DIVIDEND :

Your Directors recommend the payment of dividend of Rs. 3.00 per Equity Share for the year ended 31st March, 1997 subject to the approval of the Members in the Annual General Meeting. The dividend if approved, would absorb an amount of Rs. 102.88 Lacs out of the current year's profits of the Company.

OPERATIONS :

Your Directors state that Financial Year 1996-97 has not been satisfactory for the company due to over all recessionary market conditions aggravated by high cost of money. The sales were Rs.2577.65 lacs, as compared to last year sales of Rs.3402.31 lacs. The profit after tax has been Rs.258.78 lacs as compared to last year Rs.507.89 lacs. The Reserves and Surplus now stand at over Rs.2069.20 lacs as on 31st March, 1997 as against Rs.1923.59 lacs as on 31st March, 1996.

PLASTINDIA '97 EXHIBITION

Your Company participated in a big way in the Plastindia'97 Exhibition held every three years, at New Delhi. This Exhibition has established its status as a major international event of the Plastic Industry. Our presence and substantial participation has made a very favourable impact on visitor's from all over the world.

EXPORTS

Exports during the year has been to Rs.584.47 lacs, as against Rs.727.44 lacs of exports in the last Financial year.

JOINT VENTURE :

"KABRA GEORG SAHM WINDERS LIMITED" a Subsidiary of your Company has recorded sales of Rs.459.61 lacs during the year and its accounts and reports thereon are annexed herewith.

DIRECTORS :

Shri H.S.Sanwal and Shri M.P.Taparia , Directors of the company, retire by rotation at the ensuing Annual General Meeting and being eligible,offer themselves for re-appointment.

AUDITORS :

M/s.A.G.Ogale & Co. Chartered Accountants, Pune, Auditors of the Company retire at the ensuing Annual General Meeting and have offered themselves for re-appointment.The Auditors have furnished a certificate under Section 224(1B)of the Companies Act,1956 of their eligibility for re-appointment.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION :

As required by the Companies (Disclosure of particulars in the Report of Board of Directors) Rule,1988, the relevant data pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo is given in Annexure-I forming part of this report.

PERSONNEL :

Your Directors wish to place on record, their deep sense of appreciation for the devoted services of the Executives,Staff Members & Workers of the Company for progress & performance of the Company.

Information pursuant to Section 217(2-A) of the Companies Act,1956 read with the Companies (Particulars of employees) Rules,1975 & disclosure under Section 217 (1)(e) of the Companies Act,1956 is given in Annexure-II forming part of this report.

ACKNOWLEDGEMENT :

Your Directors wish to place on record their deep appreciation for continued support and co-operation received from the shareholders, Bankers, Foreign Financial Institutions, Foreign Collaborators, Customers and suppliers during the year.

Report Junction.com

For and on behalf of the Board

Mumbai, 27th June, 1997

S.V.KABRA
Chairman

ANNEXURE - I TO THE DIRECTORS' REPORT

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS REQUIRED UNDER 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.

A. Conservation of Energy :

a) Energy Conservation Measures taken :

Continuous efforts are being made by the production team for conservation of energy. Heating time for trials, testing and energy consumption in various utilities etc. is strictly monitored and certain savings are expected, but total impact of this cannot be measured.

b) Additional Investments and proposals, if any, being implemented for reduction of consumption of energy :
None

c) Impact of measures at (a) & (b) above, for reduction of energy, consumption and consequent impact on the cost of production of goods: With the implementation of the measures indicated in (a) above, it is expected that there would be a corresponding favourable impact on the energy cost per unit of production.

B. Technology Absorption :

Efforts made in technology absorption :

1. Specific areas in which R & D carried out by the company :

- New model of 90mm Twin Screw Extruder has been developed.

This model offers 25 % higher output as compared to old model.

2. Benefits derived as a result of the above R & D :

- Higher output, Lower energy consumption and Lower plant cost for per kg output capacity achieved.

3. Future plan of action :

- New BEX model of 65mm Twin screw Extruder which offer about 25% higher outputs than the present models is under development.

4. Expenditure on R & D :

- During the year, the company spent recurring amount of expenditure on R&D which have been included in the respective expenses heads. No separate account head for expenditure on R&D has been maintained.

5. Technology imported during the last 5 years :

| Technology for | Imported from | Year of import | Status |
|---|--|----------------|------------------------------|
| i) Manufacture of new BEX Models of Twin Screw Extrusion Plants | M/s Battenfeld Extrusionstechnik GmbH, Germany | 1993 | In the process of absorption |

C. Foreign Exchange Earnings and outgo :

| | 1996-97 (Rs. in lacs) | 1995-96 (Rs. in lacs) |
|-------------------------|--------------------------|--------------------------|
| Foreign Exchange earned | 577.69 | 699.93 |
| Foreign Exchange used | 178.09 | 209.64 |

For and on behalf of the Board

Mumbai, 27th June, 1997

S.V.KABRA
Chairman

ANNEXURE - II TO THE DIRECTORS' REPORT

STATEMENT PURSUANT TO SECTION 217 (2-A) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (PARTICULARS OF EMPLOYEES) RULES, 1975

| Name/Age (Years) | Designation | Qualification | Experience (Years) | Gross Remuneration (Rs.) | Date of Commence- ment of Employment | Particulars of last employment held |
|---------------------|------------------------------------|---------------|-----------------------|--------------------------------|---|---|
| S.V. Kabra (60) | Chairman & Managing Director | B.A.(Eco). | 32 | 4,78,245 | 01-04-89 | Managing Director Kolsite Maschine Fabrik Limited |
| R.K. Mundra (43) | President | B.E. | 23 | 6,34,900 | 01-04-89 | Partner Kolsite Engineering Corporation |

NOTES :

1. Gross Remuneration includes Salary, Allowances, Medical re-imbursement, Company's contribution to Provident Fund, Family Pension Fund and Superannuation Fund.
2. The nature of employment is Contractual.
3. Shri S.V. Kabra is a relative of Shri S.N. Kabra, Director of the Company.

On behalf of the Board of Directors

Mumbai, 27th June, 1997

S.V. KABRA
Chairman