

18th  
Annual Report 2001-2002



Kamanwala Industries Limited



## KAMANWALA INDUSTRIES LIMITED

### BOARD OF DIRECTORS

Mr. B.R. Maheshwari	: Chairman
Mr. M.L. Gupta Kamanwala	: Vice-Chairman & Managing Director
Mr. Jaipal Jain	: Whole-time Director
Mr. Atul Jain	: Whole-time Director
Mr. Tarun Jain	: Whole-time Director
Mr. S.V. Shanbhag	: Director
Mr. Bhanwarlal D. Jogani	: Director
Mr. Ramesh J. Patel	: Director
Mrs. Pushpa Jain	: Director

### AUDITORS

Vimal Punmiya & Co.,  
Chartered Accountants,  
Mumbai.

### SOLICITORS

Dhru & Co., Mumbai,  
Ayyar & Co., Mumbai.

### BANKERS

Indian Overseas Bank,  
Oriental Bank of Commerce,  
State Bank of Patiala.

### REGISTERED OFFICE

405/406, New Udyog Mandir-2,  
Mogul Lane, Mahim (West),  
Mumbai-400 016.

### CONTENTS

Notice	3
Directors' Report	5
Auditors' Report	7
Balance Sheet	10
Profit & Loss Account	11
Schedules	12
Balance Sheet Abstract & Company's Business Profile	21
Cash Flow	22
Statement relating to Subsidiary Company	23
Annual Accounts of the Subsidiary Company	24
Consolidated Financial Statements	31



## KAMANWALA INDUSTRIES LIMITED

## NOTICE

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting of KAMANWALA INDUSTRIES LIMITED will be held on Friday, the 27th September, 2002, at the Registered Office of the Company at 405/406, New Udyog Mandir - 2, Mogul Lane, Mahim (W), Mumbai - 400 016, at 11.30 A.M. to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2002, Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jaipal Jain who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Pushpa Jain who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint a Director in place of Mr. Tarun Jain who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

**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 pursuant to the provisions of Sections 198, 269, 309, 314 and all other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the re-appointment of Mr. Jaipal Jain as a Whole-time Director of the Company w.e.f. 24th April, 2002 for a period of five years on the terms and conditions and the remuneration as approved by the Board of Directors at its Meeting held on 31st January, 2002 and as set out in the Agreement to be entered into between the Company and Mr. Jaipal Jain, a draft of which, as initialled by the Chairman for the purpose of identification, has been placed before the Meeting."

"RESOLVED FURTHER THAT the Board of Directors, be and is hereby empowered and authorised to vary such terms and conditions of the Agreement including increase or enhancement in the remuneration not exceeding the limits specified in

Schedule XIII to the Companies Act, 1956 or any amendments thereto, as may be agreed to by the Board of Directors and Mr. Jaipal Jain and that the aforesaid draft of the Agreement to be entered into between the Company and Mr. Jaipal Jain be suitably amended to give effect to the same."

"AND RESOLVED THAT the Board of Directors be and is hereby authorised to enter into an Agreement on behalf of the Company with Mr. Jaipal Jain as per the said draft of Agreement."

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Special Business under Item No. 6 as stated above is annexed hereto.
3. Pursuant to Section 154 of the Companies Act, 1956, the Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2002 to 27th September, 2002 (both days inclusive).
4. Members are hereby requested to notify change in their addresses, make correspondence and send documents of share transfers, etc. directly to the Company at the Registered Office.
5. Members are requested to bring their copy of Annual Reports to the Meeting since no copy of the Report will be distributed at the Meeting.

By Order of the Board

M.L. GUPTA KAMANWALA  
Vice-Chairman & Managing Director

Registered Office:  
405/406, New Udyog Mandir - 2,  
Mogul Lane, Mahim (West),  
Mumbai-400 016.

Dated : 9th August, 2002.

## **Eighteenth Annual Report 2001-2002**

### **ANNEXURE TO THE NOTICE**

Explanatory Statement under Section 173(2) of the Companies Act, 1956.

#### **Item No. 6:**

The Board of Directors at its meeting held on 31st January, 2002 considered and approved subject to the approval of Members at the Eighteenth Annual General Meeting, the re-appointment of Mr. Jaipal Jain as a Whole-time Director of the Company for a further term of Five Years with effect from 24th April, 2002.

His re-appointment is in accordance with the provisions of Schedule XIII to the Companies Act, 1956.

The main terms and conditions of the re-appointment as specified in the draft agreement as to the remuneration payable to him are as follows:

Remuneration:-

#### **A. Salary & Perquisites:**

- |  |                                      |
|--|--------------------------------------|
| (i) Salary                               | Rs. 40,000/- per mensem.             |
| (ii) Commission                          | 1% of the Net Profit of the Company. |
| (iii) Perquisites:                       |                                      |
| (a) House Rent Allowance:                | 20% of the monthly salary per month. |
| (b) Medical Benefit for self and family: | One month's salary per annum.        |
| (c) Leave Travel Allowance:              | One month's salary per annum.        |
| (d) Electricity:                         | Payment of actual Bills.             |

The total value of the above mentioned or any other perquisites payable shall not exceed annual salary.

#### **B. Payment of the following perquisites will not be included in the computation of the ceiling on remuneration:**

- (i) Provident Fund/Superannuation Fund:  
Company's contribution to Provident Fund or Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- (ii) Gratuity:  
One-half month's salary for each completed year of service.
- (iii) Leave & Leave Encashment:  
Privilege leave of one month for every 11 months of service. Encashment of accumulated leave at the end of the tenure.

#### **C. Minimum Remuneration:**

The above remuneration of (i) and (iii) (i.e. Salary & Perquisites) will be paid as Minimum Remuneration in case of loss or inadequacy of profits for any financial year during the term of his re-appointment.

#### **D. The Whole-time Director will also be entitled to:-**

- (a) A provision of car with driver (or reimbursement of driver's salary) for the use of Company's business.
- (b) Free telephone facility at residence.
- (c) Reimbursement of all reasonable expenses including entertainment expenses incurred in connection with the business of the Company.

He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

No other Director, other than Mr. Jaipal Jain, Mr. Atul Jain, Mr. Tarun Jain and Mrs. Pushpa Jain, is interested or concerned in the resolution.

The above should be treated as an abstract as required under Section 302 of the Companies Act, 1956.

The above draft of the proposed agreement to be entered into is available for inspection during the office hours on any working day at the Registered Office of the Company.

Registered Office:

405/406, New Udyog Mandir - 2,  
Mogul Lane, Mahim (West),  
Mumbai-400 016.

Dated: 9th August, 2002.

By Order of the Board  
M.L. GUPTA KAMANWALA  
Vice-Chairman & Managing Director



## KAMANWALA INDUSTRIES LIMITED

**DIRECTORS' REPORT**

To,  
The Members,

Your Directors hereby present their Eighteenth Annual Report on the operations of the Company along with the Audited Financial Statements of Account for the year ended 31st March, 2002.

**FINANCIAL RESULTS:**

The Summarised Financial Results of the Company are as follows:

	<b>For the year ended 31.03.2002 (Rs. In Lacs)</b>	<b>For the year ended 31.03.2001 (Rs. In Lacs)</b>
Sales and Other Income .....	<b>289.47</b>	126.67
Gross Profit .....	<b>21.26</b>	18.54
Less: Depreciation .....	<b>5.03</b>	5.13
Miscellaneous Expenditure .....	<b>0.38</b>	0.38
Written Off .....	<b>15.85</b>	13.03
Profit before Taxation .....	<b>3.75</b>	1.06
Provision for Taxation .....	<b>2.55</b>	—
Provision for Deferred Tax .....	<b>9.55</b>	11.97
Net Profit/(Loss) for the Year .....	<b>164.38</b>	154.68
Balance brought forward from Previous Year .....	<b>—</b>	(2.27)
Loss on Sale of Assets .....	<b>173.93</b>	164.38
Profits available for Appropriations .....	<b>173.93</b>	164.38
Appropriations:		
Balance carried to Balance Sheet .....	<b>173.93</b>	164.38

**DIVIDEND:**

With a view to conserve and plough back the resources of the Company, the Board of Directors has decided not to recommend any dividend for Financial Year 2001-02.

**REVIEW OF OPERATIONS:**

The Company achieved the turnover of Rs. 289.47 Lacs during the year as compared to Rs. 126.67 Lacs during the previous year. The Profit before and after tax increased from Rs. 13.03 Lacs and Rs. 11.97 lacs respectively of the previous year to Rs. 15.85 Lacs and Rs. 9.55 Lacs respectively of the year under review.

During the year under review, economic slow down prevailed in the Indian Economy and adverse market conditions continued to persist in the real estate market. The Company's economic performance remained largely affected and could not perform as per projections laid down for the year.

**FUTURE PROSPECTS:**

In spite of uncertain economic scenario and adverse market conditions in real estate market, your Directors have pleasure in reporting to you that construction work has already commenced at the Company's prestigious project at Andheri (East), Mumbai. As reported last year, the project consists of residential and commercial buildings. Your Directors expect that the project will help in improving the operating performance and the financial position of the Company. The Company's other projects on hand are also expected to commence in due course of time after completion of necessary formalities.

**SUBSIDIARY COMPANY:**

The Annual Statements of Account of Subsidiary Company, viz., M/s. Doongursee Diamond Tools Ltd., for the year ended 31st March, 2002 are attached herewith. The Statement of Company's interest as a Holding Company, in the Subsidiary as specified in Sub-section 3 of Section 212 of the Companies Act, 1956 is annexed hereto.

## Eighteenth Annual Report 2001-2002

### FIXED DEPOSITS:

As on 31st March, 2002, the Company was not holding any Fixed Deposits and accordingly, there were no outstanding Deposits repayable on that date.

### DIRECTORS:

Pursuant to the provisions of the Companies Act, 1956 and relevant Article of the Articles of Association of the Company, Mr. Jaipal Jain, Mrs. Pushpa Jain and Mr. Tarun Jain are retiring by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

### PARTICULARS OF EMPLOYEES:

The Company did not have any employee who was in receipt of remuneration of Rs. 12,00,000/- or more per annum and/or if employed for a part of the year receiving remuneration at the rate which in aggregate was Rs. 1,00,000/- or more per month.

### ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

Details of energy consumption, technology absorption and adaptation and foreign exchange earned and spent in accordance with the provisions of 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, are given here as under:

#### (A) POWER CONSUMPTION:

There was no Power Consumption during the year under review.

#### (B) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

Not applicable, as we do not have any foreign collaboration on date.

#### (C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

(i) Foreign Exchange Earned : Rs. 57,30,100/-  
(Rs. 69,85,300/-)

(ii) Foreign Exchange Outgo : Rs. Nil (Rs. 21,65,974/-)

### DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956, your Directors have to state —

- (i) that the annual accounts of the Company have been prepared in accordance with the applicable accounting standards;

- (ii) that proper accounting policies have been selected and applied consistently. Reasonable and prudent judgements and estimates have been made so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2002 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 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

- (iv) that the annual accounts have been prepared on a going concern basis.

### AUDITORS:

M/s. Vimal Punmiya & Company, Chartered Accountants, the Auditors of your Company retire at the conclusion of the forthcoming Annual General Meeting. You are requested to appoint them. A certificate has been received from them to the effect that, if appointed, their appointment will be within the limit specified under Section 224(1B) of the Companies Act, 1956.

### AUDITORS' REPORT:

As regards to paragraphs 3(a) to 3(c) of the Auditors' Report, the Notes to the Accounts are self-explanatory and as such, your Directors have no further comments to offer.

### ACKNOWLEDGEMENTS:

Your Directors take this opportunity to express their grateful appreciation for the assistance and co-operation received from Oriental Bank of Commerce, Indian Overseas Bank, State Bank of Patiala, Mumbai Municipal Corporation, other Local Bodies, and Flat-holders. The Directors also thank all the Employees of the Company for their valuable services and continued support during the year.

For and on behalf of the Board,

B.R. MAHESHWARI  
Chairman

Place: Mumbai

Dated: 9th August, 2002.



## KAMANWALA INDUSTRIES LIMITED

## AUDITORS' REPORT TO THE MEMBERS OF KAMANWALA INDUSTRIES LIMITED

We have audited the attached Balance Sheet of KAMANWALA INDUSTRIES LIMITED as at 31st March, 2002 and also the Profit and Loss Account of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Central Government of India in terms of Sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable to the Company.
2. Further to our comments in the Annexure referred to in paragraph above, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by Law have been kept by the Company so far as appears from our examination of the books;
  - (c) The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of account; and
  - (d) In our opinion, the Profit & Loss Account and the Balance Sheet comply with the Accounting Standards referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956 **subject to Note No. 1(f) of Schedule 19.**

3. Attention is invited to Notes to the Accounts in Schedule 19 with regards to the following:

- (a) **Note 1(f) — regarding non-provision of accruing future liability for gratuity and other retirement benefits which is not actuarially determined.**
- (b) **Note 9 — regarding non-provision of disputed doubtful debts of Rs. 23,337.02 in respect of which matter is pending before the Court.**
- (c) **Note 10 — regarding non-provision of depreciation on Factory Building, Plant & Machinery, Electrical Installation and Gas Cylinders, as the Company's manufacturing unit known as Steel Division, at Nasik remained closed during the whole year under Audit.**

4. Directors' Disqualification:

On the basis of written representations received from the directors, as on 31st March, 2002, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2002 from being appointed as a director in terms of clause (g) of Sub-sections (1) of Section 274 of the Companies Act, 1956.

5. Subject to the above, in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2002; and
  - (ii) in the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date.

For VIMAL PUNMIYA & CO.,  
Chartered Accountants,

VIMAL C. PUNMIYA  
Proprietor.

Place: Mumbai  
Dated: 9th August, 2002.



## Eighteenth Annual Report 2001-2002

### ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 of our Report of even date)

- |   |  |
|---|--|
| <p>(i) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Fixed Assets. The Company has physically verified its assets periodically. In our opinion, the frequency of verification is reasonable. To the best of our knowledge, no material discrepancies have been noticed on verification.</p>       | <p>(ix) In respect of Loans and Advances in the nature of loans to parties or employees, they are generally repaying the principal and interest as stipulated. <b><i>Though in a few cases, such repayments have not been regular. In our opinion, the Company is taking reasonable steps for recovery of principal and interest amount thereof.</i></b></p>   |
| <p>(ii) None of the Fixed Assets has been revalued during the year.</p>   | <p>(x) In our opinion and according to the information and explanations given to us, the internal control procedures need to be strengthened to make it commensurate with the size of the Company and nature of its business with regards to the purchase of materials including components, plant and machinery, equipment and other assets.</p>  |
| <p>(iii) We are informed that stocks were regularly verified by the Architects and the Company's Officials.</p>   | <p>(xi) According to the information and explanations given to us, the transactions of purchase of goods and materials and sale of goods, materials and services made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 aggregating during the year to Rs. 50,000/- or more in respect of each party have been made at prices which are reasonable having regard to prevailing market prices for such goods, materials or services at which transactions for similar goods, materials or services have been made with other parties.</p> |
| <p>(iv) In our opinion, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.</p>   | <p>(xii) According to the information and explanations given to us, there were no unserviceable or damaged materials during the year.</p>  |
| <p>(v) The discrepancies noticed on such physical verification as compared to book records were not material on the basis of our examination.</p>   | <p>(xiii) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 58A of the Companies Act, 1956 and the rules framed thereunder in respect of fixed deposits accepted from the public. Further, the Company has been legally advised that advances obtained from the public for purchase of flats, do not fall within the provisions of Section 58A of the Companies Act, 1956.</p>   |
| <p>(vi) In our opinion, the valuation of these stocks is fair and proper in accordance with normally accepted accounting principles and is on the same basis as in the previous years.</p>  |  |
| <p>(vii) The Company has not taken any loans secured or unsecured from companies, firms or other parties as listed in the register maintained under Section 301 of the Companies Act, 1956. In terms of Sub-section 6 of Section 370 (1B) of the Companies Act, 1956, provisions of this Section are not applicable to the Company on or after 31st October, 1998.</p>  |  |
| <p>(viii) The Company has not granted any loans secured or unsecured to companies, firms or other parties as listed in the register maintained under Section 301 of the Companies Act, 1956. In terms of Sub-section 6 of Section 370 (1B) of the Companies Act, 1956, provisions of this Section are not applicable to the Company on or after 31st October, 1998.</p> |  |



**KAMANWALA INDUSTRIES LIMITED**

- (xiv) The Company's operations do not generate any realisable by-products and the sale of the scrap is not significant.
- (xv) In our opinion, the Company has an Internal Audit System which is commensurate with the size of the Company and the nature of its business.
- (xvi) We have been informed that maintenance of cost records has not been prescribed by the Central Government under Section 209 (1) (d) of the Companies Act, 1956 in respect of the Company's activities.
- (xvii) According to the records of the Company, Provident Fund dues have been regularly deposited with appropriate authorities. According to the information and explanations given to us, the provisions of the Employees' State Insurance Act, 1948 are not applicable to the Company.
- (xviii) According to the information and explanations given to us, no undisputed amounts payable in respect of Income-tax, Wealth-tax, Sales-tax, Customs Duty and Excise Duty were outstanding as at 31st March, 2002 for a period of more than six months from the date they became payable.
- (xix) According to the information and explanations given to us and from the records of the Company examined by us, no personal expenses have been charged to revenue account, other than those payable under contractual obligations or in accordance with the generally accepted business practice.
- (xx) The Company is not a Sick Industrial Company within the meaning of Clause (o) of Sub-section (1) of Section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985.

For VIMAL PUNMIYA & CO.,  
Chartered Accountants,

VIMAL C. PUNMIYA  
Proprietor.

Place: Mumbai  
Dated: 9th August, 2002.

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# Eighteenth Annual Report 2001-2002

## BALANCE SHEET AS AT 31ST MARCH, 2002

	Schedule	Rupees	As at 31-3-2002 Rupees	As at 31-3-2001 Rupees
<b>I. SOURCES OF FUNDS:</b>				
1. SHAREHOLDERS' FUNDS:				
(a) Share Capital .....	1	2,88,75,800		2,88,75,800
(b) Reserves & Surplus .....	2	1,40,27,516		2,09,00,324
			4,29,03,316	4,97,76,124
2. LOAN FUNDS: .....	3			
(a) Secured Loans .....		8,51,160		11,54,596
(b) Unsecured Loans .....		3,04,00,429		1,92,42,204
			3,12,51,589	2,03,96,800
3. DEFERRED TAX LIABILITIES (NET): .....	4		80,83,127	—
Total .....			8,22,38,032	7,01,72,924
<b>II. APPLICATION OF FUNDS:</b>				
(1) FIXED ASSETS : .....	5			
(a) Gross Block .....		4,59,75,678		4,59,81,718
(b) Less: Depreciation .....		1,53,90,874		1,48,97,374
			3,05,84,804	3,10,84,344
(2) INVESTMENTS .....	6		2,67,64,182	2,67,63,197
(3) A. CURRENT ASSETS, LOANS & ADVANCES:				
(a) Inventories .....	7	7,62,86,667		8,83,16,482
(b) Sundry Debtors .....	8	3,14,70,575		1,03,92,206
(c) Cash & Bank Balances .....	9	2,63,084		13,62,913
(d) Loans & Advances .....	10	3,73,49,979		3,71,69,733
		14,53,70,305		13,72,41,334
B. Less: CURRENT LIABILITIES & PROVISIONS: .....	11			
(a) Current Liabilities .....		11,58,74,204		12,04,02,739
(b) Provisions .....		46,70,217		46,14,320
		12,05,44,421		12,50,17,059
Net Current Assets (A-B) .....			2,48,25,884	1,22,24,275
(4) MISCELLANEOUS EXPENDITURE .....	12		63,162	1,01,108
(To the extent not written off or adjusted)				
Total .....			8,22,38,032	7,01,72,924
Notes to the Accounts .....	19			

As per our report of even date

For VIMAL PUNMIYA & CO.,  
Chartered Accountants,

VIMAL C. PUNMIYA  
Proprietor.

Mumbai: 9th August, 2002.

DHIRUBHAI GONDALIA  
Manager  
Secretarial & Accounts

B.R. MAHESHWARI  
M.L. GUPTA KAMANWALA

JAIPAL JAIN  
S. V. SHANBHAG  
RAMESH PATEL

Mumbai: 9th August, 2002.

Chairman  
Vice Chairman &  
Managing Director  
Whole-time Director  
Director  
Director